

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION

of

WORLDPAY (UK) LIMITED
(the "Company")

Registered Number: 07316500

15 November 2010
(the "Circulation Date")

We, the sole shareholder, who at the Circulation Date have the right to attend and vote at a General Meeting of the Company, hereby irrevocably agree to the following resolution of the Company in accordance with Chapter 2 of Part 13 of the Companies Act 2006 (as amended)

SPECIAL RESOLUTION

THAT the Company amend the existing articles of association by

- 1 inserting a new Article 5 prior to the existing Article 5 as follows

"
SHARES

5 Allotment of partly paid shares permitted

Articles 21 and 24(2)(c) of the Model Articles shall not apply ",

- 2 inserting a new Article 6 2 following the existing Article 5 1 as follows:

"Article 26(1) of the Model Articles shall be amended by the insertion of the words "and, unless the share is fully paid, the transferee, save where the transfer is of a subscriber share which is not fully paid which need not be executed by or on behalf of a transferee" after the words "which is executed by or on behalf of the transferor" ", and

- 3 renumbering the Articles accordingly

.....
Signed by Michael Ristaino
for and on behalf of
SHIP SUBMIDCO LIMITED
Date. 17 November 2010

.....
Signed by Robin Marshall
for and on behalf of
SHIP SUBMIDCO LIMITED
Date:



NOTES

- 1 Please indicate your voting intentions by signing and dating this document and returning it to the Company using one of the following methods

By Hand delivering the signed copy to Christopher Oliver at the Company's registered address

Post returning the signed copy by post to Christopher Oliver at the Company's registered address.

E-mail by attaching a scanned copy of the signed document to an e-mail and sending it to Christopher Oliver@weil.com Please enter "Written resolution circulated 15 November 2010" in the e-mail subject box.

If you do not agree with the resolution, you do not need to do anything you will not be deemed to agree if you fail to reply

- 2 Once you have indicated your agreement to a resolution, you may not revoke your agreement
- 3 If insufficient agreement has been received for a resolution to pass within 28 days of the Circulation Date, such resolution will lapse If you agree to all or any of the resolutions, please ensure that your agreement reaches us before or on this date
- 4 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document

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