
**Minutes of a Link Scheme Ltd (the “Company”) Board Meeting
held on Thursday 1st June 2017**

Present:

Mark Boleat - Chairman
Tracey Graham
John Howells
Liz Richards
Adrian Roberts
Jonathan Simpson-Dent
Fiona Walmsley

Apologies:

Lord David Hunt

In Attendance:

Mary Buffee – LINK Scheme Executive
Mike Knight – The FDCentre
Graham Mott – LINK Scheme Executive
Sue Wallace – LINK Scheme Executive

1. Welcome

The Chairman welcomed the Directors to the meeting.

The Chairman reminded the Directors of their obligations under the Companies Act 2006 and the Articles of Association of the Company to declare the nature and extent of their interests (whether direct or indirect) in a situation in which he/she has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company.

As required by section 175 of the Act and the Articles, Adrian Roberts, Jonathan Simpson-Dent and Fiona Walmsley (each a Member Director, and together the Member Directors) confirmed and declared the nature and extent of his/her interest (whether direct or indirect) in accordance with section 175 of the Act and the Articles (the Conflicted Directors). In particular:

- (i) Adrian Roberts declared his existing relationship with Bank of Ireland, being a Network Member and a shareholder of VocaLink.
- (ii) Jonathan Simpson-Dent declared his existing relationship with Cardtronics, being a Network Member.
- (iii) Fiona Walmsley declared her existing relationship with RBS, being a Network Member and a shareholder of VocaLink.

2. Minutes of the Previous Board Meetings and Matters Arising

The Chairman stated that the minutes of the meeting on 4th May 2017 had already been approved.

All actions from the previous meeting have been completed or were on the agenda for meetings of Link Scheme Holdings Ltd.

There were no matters arising.

3. Scheme Governance Implementation Next Steps

The Board noted the summary of the governance and contractual arrangements implemented on 1st May 2017 including the guidance notes prepared by RPC.

4. Proceedings of Link Scheme Holdings Ltd

The Board agreed that it had received and reviewed the minutes of the Link Scheme Holdings Ltd Board meeting dated 4th May 2017. The Board agreed that it supports those decisions taken by Link Scheme Holdings Ltd at that meeting in the event that they impact Link Scheme Ltd.

5. Any Other Business

There was no other business for the meeting.

6. Next Meeting

The next meeting will be held on Thursday 6th July 2017 following the conclusion of the LSHL Board meeting.