

Company No 07685360

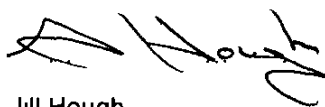
WRITTEN RESOLUTIONS  
of  
AFFINITURE INVESTMENTS LIMITED (the "Company")

Pursuant to section 281(1)(a) of the Companies Act 2006 (the "Act")

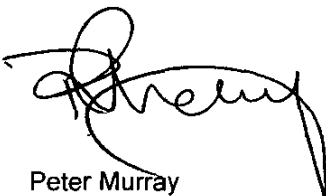
Circulation date 4 JULY 2012

Pursuant to section 291 of the Act, the directors of the Company propose that the resolution below is passed as a special resolution of the Company

- 1 THAT the terms of each of the documents (the "Documents") listed in the Annexure to this written resolution and their execution (whether as a deed or under hand), delivery and performance by the Company be and are hereby approved (subject to such changes being made to the Documents as any director of the Company may, in his absolute discretion, think fit), copies of the Documents having been supplied to the members of the Company prior to the signing of this resolution

Signed   
Jill Hough

4 JULY 2012

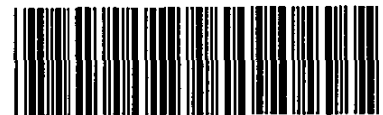
Signed   
Peter Murray

4 JULY 2012

Signed  
Andrew Wood

Signed   
Andrew Barningham

4 JULY 2012



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Signed

Jill Hough

Signed

Peter Murray

Signed

Andrew Wood

 4 JULY 2012

Signed

Andrew Barningham

 LD7 17/07/2012 #24  
COMPANIES HOUSE

**Notes**

- (1) If you agree to the above resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company
  - (a) by delivering it by hand or by posting it to marked for the attention of Andrew Wood,
  - (b) by faxing it to Affiniture Investments Limited marked for the attention of Andrew Wood, or
  - (c) by sending it as an attachment to an email at [andrew.wood@affiniture.com](mailto:andrew.wood@affiniture.com)
- (2) A member's agreement to a written resolution, once signified, may not be revoked
- (3) A written resolution is passed when the required majority of eligible members have signified their agreement to it
- (4) The resolution set out above must be passed before the end of a period of 28 days from the circulation date of the resolutions, otherwise it will lapse
- (5) In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members
- (6) 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

## ANNEXURE OF DOCUMENTS

- 1 The facility agreement to be entered into between Affiniture Cards Limited (as Borrower), Affiniture Investments Limited (as Company), DFS Services LLC (as Lender) and Diners Club International LTd (as DCI)
- 2 The share charge to be entered into between Affiniture Investments Limited (as Chargor) and DFS Services LLC (as Lender) in respect of shares held by the Chargor in the capital of Affiniture Cards Limited (the "Share Charge")
- 3 Blank stock transfer forms in favour of DFS Services LLC in connection with the Share Charge
- 4 The share charge to be entered into between Peter Murray (as Chargor 1), Andrew Wood (as Chargor 2), Andrew Barningham (as Chargor 3), Jill Hough (as Chargor 4), Affiniture Investments Limited (as the Company) and DFS Services LLC (as Lender)