

Company No. 3119366

THE COMPANIES ACT 1985 (as amended)

Company limited by shares

WRITTEN RESOLUTION

of

CARDCAST LIMITED

(the "Company")

WEDNESDAY



LD4 *LD7LZMV6* 252
07/02/2007
COMPANIES HOUSE

Terms defined in the Senior Facilities Agreement (as defined below) have the same meaning and construction in this written resolution, unless otherwise defined in this written resolution.

In accordance with Regulation 53 of Table A scheduled to the Companies (Tables A to F) Regulations 1985 and incorporated into the Company's articles of association, we the undersigned, being the sole member of the Company who at the date of this written resolution is entitled to attend and vote at general meetings of the Company, hereby pass the following resolutions and agree that the said resolutions shall for all purposes be as valid and effective as if the same had been passed as a special resolution at a general meeting of the Company duly convened and held:

WE RESOLVE THAT:

WE RESOLVE THAT:

1. the Company be and is hereby authorised to approve the terms of, and transactions contemplated by, and to enter into, execute as a deed and deliver on or about the date hereof, among others:
 - (A) an Accession Letter (the "**Senior Accession Letter**"), under which the Company would accede to the £112,500,000 senior multicurrency term and revolving facilities agreement dated 29 September 2006 (as amended) between RD Card Holdings Limited as original guarantor, RD Card Limited as original borrower and original guarantor, National Australia Bank Limited ("**NAB**") and The Royal Bank of Scotland plc ("**RBS**") as the mandated lead arrangers, RBS as agent, issuing bank and security agent, and certain financial institutions listed therein as lenders (the "**Senior Facilities Agreement**"); and

- (B) an Accession Letter (the "**Mezzanine Accession Letter**"), under which the Company would accede to the £25,000,000 mezzanine facility agreement dated 29 September 2006 (as amended) between RD Card Holdings Limited as original guarantor, RD Card Limited as borrower and original guarantor, NAB as mezzanine agent, NAB and RBS as arrangers, RBS as security agent and certain financial institutions listed therein as lenders (the "**Mezzanine Facility Agreement**"),

(the Senior Facilities Agreement and the Mezzanine Facility Agreement together, the "**Facilities Agreements**");

including the upstream, downstream and cross-stream guarantees to be given by the Company under Clause 23 (*Guarantee and Indemnity*) of the Senior Facilities Agreement and Clause 19 (*Guarantee and Indemnity*) of the Mezzanine Facility Agreement, and that entering into the Senior Accession Letter and the Mezzanine Accession Letter (together, the "**Accession Letters**") and acceding to the relevant Finance Documents are in the best interests of the Company's business and to the commercial benefit and advantage to the Company and, to the extent that entering into or acceding to such documents may constitute financial assistance for the purposes of sections 151 and 152 of the Companies Act 1985 (the "**Act**"), documents, deeds, agreements, letters, notices, certificates, acknowledgments and instructions necessary or expedient in connection with the transactions contemplated by the Documents subject to compliance with sections 155 to 158 of the Act, such financial assistance is approved;

2. the Company be and is hereby authorised to approve the terms of, and transactions contemplated by, and to enter into, execute and deliver on or about the date hereof, the Accession Deed (as defined in the debenture dated 29 September 2006 under which RD Card Limited and RD Card Holdings Limited (as original chargors), among others, agree to provide certain security to The Royal Bank of Scotland plc (as Security Agent) (the "**Existing Debenture**")) and thereby accede to certain Finance Documents, including, among others a debenture (the "**New Debenture**") on substantially the same terms as the Existing Debenture, involving the granting of Security (as defined in the New Debenture) by the Company in accordance with Schedule 12 (*Agreed Security Principles*) to the Facilities Agreements, and that entering into the Accession Deed and acceding to the relevant Finance Documents are in the best interests of the Company's business and to the commercial benefit and advantage to the Company and, to the extent that entering into or acceding to such documents may constitute financial assistance for the purposes of sections 151 and 152 of the Act, subject to compliance with sections 155 to 158 of the Act, such financial assistance is approved;
3. the Company be and is hereby authorised to approve the terms of, and transactions contemplated by, and to enter into, execute and deliver on or about the date hereof, a share pledge agreement governed by the laws of the State of New York with The Royal Bank of Scotland plc (as Security Agent) granting security over and in respect of the Company's shares in Retail Decisions Inc., and that entering into the US Pledge Agreement is in the best interests of the Company's business and to the commercial

benefit and advantage to the Company and, to the extent that entering into or acceding to such documents may constitute financial assistance for the purposes of sections 151 and 152 of the Act, subject to compliance with sections 155 to 158 of the Act, such financial assistance is approved; and

- 4. the Company be and is hereby authorised to approve the terms of, and transactions contemplated by, and to enter into, execute and deliver on or about the date hereof, the Obligor Accession Deed (as defined in the Intercreditor Agreement) and thereby accede to certain Finance Documents, including, among others the Intercreditor Agreement, and that entering into the Obligor Accession Deed and acceding to the relevant Finance Documents are in the best interests of the Company's business and to the commercial benefit and advantage to the Company and, to the extent that entering into or acceding to such documents may constitute financial assistance for the purposes of sections 151 and 152 of the Act, subject to compliance with sections 155 to 158 of the Act, such financial assistance is approved; and
- 4. the Company be and is hereby authorised and instructed to take all such steps, and execute all such documents, deeds, agreements, letters, notices, certificates, acknowledgments and instructions necessary or expedient in connection with the transactions contemplated by the Accession Letters, Accession Deed, Obligor Accession Deed and certain Finance Documents as may be required or desirable in connection with the whitewash procedure as set out in sections 155 to 158 of the Act.

CC Chung

For and on behalf of

Retail Decisions Limited

Name: CARLYLE CHUNG

Position: DIRECTOR

Date: 25/01/07