

WRITTEN RESOLUTION

Company No. 02898169

THURSDAY



THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTION IN WRITING

of

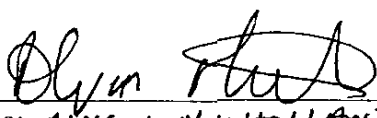
MBNA Europe Holdings Limited (the "Company")

We, being the eligible member representing more than 75 per cent. of the total voting rights of eligible members who at the circulation date of this resolution would have been entitled to vote on the resolution, RESOLVE, in accordance with Chapter 2, Part 13 of the Companies Act 2006, to pass the following resolution which has been proposed as a special resolution:

SPECIAL RESOLUTION

THAT the existing share capital of the Company be reduced from £12,300,002.00 divided into 12,300,002 ordinary shares of £1.00 each to £1.00 divided into 1 ordinary share of £1.00, by cancelling and extinguishing 12,300,001 ordinary shares of £1.00 each in the capital of the Company which are registered in the name of MBNA Limited and that the amount of such reduction be and is hereby credited to the reserves of the Company.

Signed


Print name: ALYSON MULHOLLAND

For and on behalf of MBNA Limited

Dated: 28/8/18

Notes:

1. The circulation date of these resolutions is 28 August 2018. These resolutions have been sent to eligible members who would have been entitled to vote on the resolutions on this date. Only such eligible members (or persons duly authorised on their behalf) should sign these resolutions.
2. An eligible member can signify his or its agreement to the resolutions by signing the resolutions and by delivering a copy of the signed resolutions to Jonathan Metcalfe by hand.
3. These resolutions must be passed within 15 days of the date of their circulation. If these resolutions are not passed by such date they will lapse. The agreement of a member to these resolutions is ineffective if signified after this date.
4. A copy of these resolutions has been sent to the auditors.