

WAITROSE CARD SERVICES LIMITED
("the Company")

Company Number: 04301771
Previous Name(s): n/a
Registered Office: 171 Victoria Street, London, SW1E 5NN
Principal Trading Address: n/a (as above)

PRIVATE COMPANY LIMITED BY SHARES

**NOTIFICATION OF WRITTEN RESOLUTIONS OF THE COMPANY PROPOSED BY
THE DIRECTORS AND HAVING EFFECT AS SPECIAL AND ORDINARY
RESOLUTIONS OF THE COMPANY PURSUANT TO THE PROVISIONS OF PART 13
OF THE COMPANIES ACT 2006**

Circulation Date: 14 July 2011

Effective Date: 14 July 2011

I, the undersigned, being a director of the Company hereby certify that the following written resolutions were circulated to the sole member of the Company on the Circulation Date and that the written resolutions were passed on the Effective Date

Special Resolution

THAT the Company be wound up voluntarily

Ordinary Resolution

THAT Stephen Roland Browne and Christopher Richard Frederick Day of Deloitte LLP, Athene Place, 66 Shoe Lane, London, EC4A 3BQ (together "the Joint Liquidators") be and are hereby appointed liquidators for the purposes of winding up the Company's affairs and that any act required or authorised under any enactment or resolution of the Company to be done by them, may be done by them jointly or by each of them alone

Ordinary Resolution

THAT the remuneration of the Joint Liquidators be fixed by reference to the time properly given by the Joint Liquidators and their staff in attending to matters arising in the winding-up

Special Resolution

THAT the Joint Liquidators be and are hereby authorised to divide and distribute to the sole member in specie or in kind the whole or any part of the assets of the Company

WEDNESDAY




AIQ 20/07/2011 13
COMPANIES HOUSE

Special Resolution

THAT the Joint Liquidators be and are hereby authorised under the provisions of Section 165(2)(a) of the Insolvency Act 1986 to exercise the powers laid down in Part 1 of Schedule 4 of the said Act

Signed

Date 14/7/11



Richard Andrew Mayfield, a director of Waitrose Card Services Limited

S R Browne (IP Number 009281) and C R F Day (IP Number 008072) can be contacted at Deloitte LLP on +44 (0) 20 7007 0312