

NCR UK FINANCE LIMITED

("Company")

WRITTEN RESOLUTION: CIRCULATED ON 13 August 2014

Note: This document is important and requires your immediate attention.
Please read the explanatory statement to members before signifying your agreement to the resolution in this document

EXPLANATORY STATEMENT TO MEMBERS

1. NATURE OF WRITTEN RESOLUTION:

- 1 1 This document contains a proposed written resolution of NCR UK Finance Limited for approval by you as a member of the Company. The resolution is proposed as a special resolution and requires members holding not less than 75 per cent of the total voting rights of members entitled to vote on the resolution to vote in favour of it to be passed
- 1 2 The following documents relating to the resolutions are supplied with this resolution
 - 1 2 1 a solvency statement signed by all directors of the Company
- 1 3 Please be aware that references in this document to "\$" are to US Dollars and to "£" are to GBP Sterling

2. PERIOD TO APPROVE WRITTEN RESOLUTION

If the Company has not received the necessary level of members' agreement to pass the resolution by the date falling 28 days from the date the resolution was first circulated to members, the resolution will lapse

3. ACTION REQUIRED IF YOU WISH TO APPROVE THE RESOLUTION:

- 3 1 Please signify your agreement to the resolution by completing your details and signing and dating the document in the boxes provided and returning it to the Company in one of the following ways
 - 3 1 1 by delivering your signed and dated document by hand or by post to the Company's registered address marked "For the attention of the directors", or
 - 3 1 2 by delivering your signed and dated document by hand to a director,
 - 3 1 3 by scanning your signed and dated document, attaching it to an email and sending it to [Joanne McHugh]. Please enter "Written resolutions re capital reduction" in the e-mail subject box



Once you have signified your agreement to the resolution, you cannot revoke it. Please ensure that your agreement reaches us no later than the close of business on the date falling 28 days from the date the resolution was first circulated

- 3 2 If you are signifying agreement to the resolution 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 to the Company at the same time as you signify your agreement to the resolution and in any event by no later than the close of business on the date falling 28 days from the date the resolution was first circulated

4. ACTION REQUIRED IF YOU DO NOT WISH TO AGREE TO THE RESOLUTION:

You do not have to do anything Failure to respond will not be treated as agreement to the resolution

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

NCR UK FINANCE LIMITED

("Company")

Written resolution of the Company pursuant to chapter 2 part 13 of the Companies Act 2006 ("Act") proposed by the directors of the Company as a special resolution as detailed below

SPECIAL RESOLUTION

1 **That** the share capital of the Company be reduced by cancelling and extinguishing for no consideration

1 1 the following ordinary shares of \$1 00 each

No. of ordinary shares:	Registered holder:
18,003	NCR UK Group Limited

1 2 and the share premium account of \$101,353,743 standing in the books of the Company at the date of this resolution

Circulation date: 13 August 2014

Registered office: 206 Marylebone Road, London NW1 6LY

Agreement to written resolution

We, the undersigned, being the sole person entitled to vote on the above resolution, irrevocably agree to such resolution

Name of corporate member	NCR UK GROUP LIMITED	
Name and position of signatory	<i>Rachel Nash</i> Block capitals please	
Signed by authorised person on behalf of corporate member	<i>[Signature]</i>	
		Dated 13/8/14