

**[ ] LIMITED**  
Minutes of a Meeting of the Board of Directors of the Company  
held at [ ]  
[ ] on the [ ] [ ] [ ]

Present: [ ] (in the chair)  
[ ] Director  
[ ] Director

1. [ ] took the chair and the Chairman then confirmed that a quorum of the Board of Directors was present for the purposes of the business to be conducted at the meeting.
2. The Chairman reported that the Company was party to a Funding Manager Agreement with Volkswagen Bank GmbH ("Volkswagen Bank") pursuant to which the Company could appoint its authorised users to access the Company's accounts with Volkswagen Bank via Volkswagen Bank's website, by means of user codes and passwords issued by Volkswagen Bank, for the purposes of conducting the Company's business.
3. It was proposed that the Company provide a signing mandate (the "Mandate") to a number of its employees to enable such employees to request from Volkswagen Bank on behalf of the Company (1) user codes and passwords for use by the Company's authorised users; and/or (2) changes to or the subsequent withdrawal of any such user codes and passwords and it was further proposed that the Company authorises Volkswagen Bank to accept instructions from those employees on behalf of the Company.
4. The Directors confirmed that they had considered the Mandate and had considered their duties under the Companies Act 2006 ("the Act") including consideration of the matters referred to in sections 171 to 177 of the Act.
5. It was RESOLVED:
  - (1) That the Company authorises Volkswagen Bank to accept instructions in connection with the issue of User Codes to certain of the Company's authorised users who need access to Volkswagen Bank's Website and Accounts (as such are defined in the Funding Manager Agreement) and/or changes to any access rights using any such User Codes and/or the subsequent withdrawal of any User Codes provided that the instructions are signed in accordance with the Mandate issued from time to time (the current version of which is attached to these minutes and signed, by way of identification, by the Chairman) and to accept instructions in connection with access to Volkswagen Bank's Website and Accounts from any person, without further enquiry, who appears authorised to give instructions.
  - (2) That the Company authorises Volkswagen Bank to accept a new or revised Mandate issued by the Company from time to time provided that the new or revised Mandate is signed by a Director of the Company.
6. There being no further business, the meeting then terminated.

Signed..... Dated [ ] [ ] [ ]  
Chairman  
[ ] LIMITED

# VOLKSWAGEN BANK

UNITED KINGDOM BRANCH

## Authorised Signatory Mandate

### Retailer/Group Name

Subject to the terms of the Funding Manager Agreement, with immediate effect we the Retailer authorise Volkswagen Bank to accept instructions from our nominated employees listed below to issue, amend or withdraw User Codes, access rights and passwords in respect of the Retailer's authorised users of Volkswagen Bank's Website and Accounts. With immediate effect, the authorisations given in this Authorised Signatory Mandate will supersede and replace in their entirety the authorisations in any Authorised Signatory Mandate provided by us the Retailer to Volkswagen Bank prior to the date hereof.

**Director's Signature(s)**

**Print Name**

**Date**

**Document refers to Directors Board Resolution dated**

Name	Job Title	Telephone/Mobile	Email	Signature	Date of Birth	Outlet name(s) and number(s)
Name	Job Title	Telephone/Mobile	Email	Signature	Date of Birth	Outlet name(s) and number(s)
Name	Job Title	Telephone/Mobile	Email	Signature	Date of Birth	Outlets name(s) and number(s)
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