

Company Number 01295669

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

THE LEISURE CIRCLE LIMITED

WRITTEN RESOLUTION OF THE SOLE SHAREHOLDER
OF THE COMPANY

21 DECEMBER 2010 (THE "CIRCULATION DATE")

WEDNESDAY



Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 the Directors of the Company propose that the following resolution be passed as a special resolution

SPECIAL RESOLUTION

THAT

- 1 the articles of association of the Company in force immediately ~~before the passing~~ of this resolution be amended by deleting ~~clause 5 of the Company's memorandum of association which, by virtue of section 28 of the Companies Act 2006, is to be treated as a provision of the Company's articles of association,~~
- 2 the issued share capital of the Company be reduced from £1,000,000 divided into 1,000,000 ordinary shares of £1 each to £1 comprised of 1 ordinary share of £1 by cancelling and extinguishing 999,999 ordinary shares of £1 each in the capital of the Company (as supported by a solvency statement of the directors of the Company, a copy of which is attached to this resolution), and
- 3 the reserve arising as a result of such reduction be treated for the purposes of Part 23 of the Companies Act 2006 as a realised profit

Please read the notes at the end of this document before signing it

The undersigned, being the only person entitled to vote on the above resolution on the Circulation Date, hereby irrevocably agrees to the resolution set out above

Signed

Philip Wagner, duly authorised for and on behalf of BCA Beteiligungs GmbH

Date

21. December 2010

NOTES

- 1 If you agree to the resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods

By Hand delivering the signed copy to Catherine Drew at Charles Russell LLP, Buryfields House, Bury Fields, Guildford, GU 2 4AZ,

By Post returning the signed copy by post to Catherine Drew at Charles Russell LLP, Buryfields House, Bury Fields, Guildford, GU 2 4AZ,

By Fax faxing the signed copy to 01483 252556 marked "For the attention of Catherine Drew "

By E-mail by attaching a scanned copy of the signed document to an e-mail and sending it to catherine.drew@charlesrussell.co.uk

If you do not agree with the resolution, you do not need to do anything. You will not be deemed to agree if you fail to reply.
- 2 Once you have indicated your agreement to the resolution, you may not revoke your agreement
- 3 Unless, by the end of the period of 28 days beginning with the Circulation Date, sufficient agreement has been received for the resolution to pass, such resolution will lapse. If you agree to the resolution, please ensure that your agreement reaches the Company before the end of, or during, this period
- 4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members
- 5 If you are signing this document 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 when returning this document