

Company number: 1720832

PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
of
AMERICAN GOLF DISCOUNT CENTRE LIMITED
Circulation date: 27/12/2010

In accordance with the provisions of Chapter 2 of Part 13 Companies Act 2006, the following resolution is passed as a special resolution of the Company:

SPECIAL RESOLUTION

THAT the articles of association of the Company be and are hereby amended as follows

- (a) by the deletion of the definition of "Share" and the insertion of the following definition in its place
- "Share"**
an ordinary share of £1.00 or B ordinary share of £0.10 in the capital of the Company having the rights and being subject to the restrictions set out in these articles."; and
- (b) by the insertion of the following as a new article 17 after the existing article 16:
- "17 the ordinary shares of £1.00 each and the B ordinary shares of £0.10 each in the capital of the Company shall rank parri passu in all respects "

The undersigned, being the sole person eligible to vote on the above resolution on the circulation date hereby irrevocably agrees to that resolution


AGDC Holding Limited

Date 27/12/2010

NOTE

The resolution set out above will lapse if the required majority of eligible members have not signified their agreement to it by the end of the period of 28 days beginning with the circulation date set out above. If you agree to the resolution please ensure that your agreement reaches us before that date.

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