

No 2413328

THE COMPANIES ACT 2006**PRECIS (928) LIMITED (the "Company")****WRITTEN RESOLUTIONS**

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 (the "**Special Resolution**") and we, the undersigned, being the sole eligible member of the Company who (at **19 August** 2008 being the date of circulation of this resolution (the "**Circulation Date**") would be entitled to vote on the resolutions below, hereby agree pursuant to section 288 of the Companies Act 2006 to the passing of the Special Resolution by way of written resolution

That the giving of financial assistance (as defined in section 152 of the Companies Act 1985), by a subsidiary of the Company, Bell-Fruit Games Limited (the "**Subsidiary**"), entering into an intragroup loan agreement with the Subsidiary as lender and the Company as borrower, (the "**Bell-Fruit Loan**") for a sum of £12,505,000 which will be on lent to Kunick Limited and subsequently lent from Kunick Limited to the Subsidiary be approved in relation to reducing or discharging liabilities incurred for the purpose of

- (a) the acquisition by Kupick Limited of 1,500 ordinary shares of £1 each and 3,625,931 deferred shares of £1 each in the issued share capital of the Company,
- (b) the acquisition by Danoptra Limited from Kunick Limited of 3,000 ordinary shares of £1 each and 7,251,862 deferred shares of £1 each in the issued share capital of the Company,
- (c) the acquisition by Kunick Limited of 20 'B' ordinary shares of £1 each, 1 'A' preference share of £1 and 1 'B' preference share of £1 in the issued share capital of Bell-Fruit Group Limited (collectively, the "**BFG Shares**"), and
- (d) the acquisition of the BFG Shares by the Company from Kunick Limited,

all as more fully described in the directors' statutory declarations of solvency in Form 155(6)(b), copies of which are attached to this resolution

AGREEMENT:

Please read the notes at the end of this document before signifying your agreement to the Special Resolution

The undersigned, a person entitled to vote on the above resolution on the Circulation Date hereby irrevocably agrees to the Special Resolution


for and on behalf of
Danoptra Limited

Date **19 August** 2008

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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 by delivery to Ashurst LLP, Broadwalk House, 5 Appold Street, London EC2A 2HA acting on behalf of the Company

If you do not agree to 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 date which is 28 days from the circulation of the resolution, sufficient agreement has been received the resolution to pass, they will lapse If you agree to the resolution, please ensure that your agreement reaches us before or on this date