

Company No. 02464159

THE COMPANIES ACTS 1985 AND 1989
PRIVATE COMPANY LIMITED BY SHARES

RESOLUTION IN WRITING

of

INVICTA LEISURE LIMITED

(the "Company")

Dated 3 February 2006

Health and Fitness Holdings Limited ("**Health and Fitness**"), being the sole member of the Company who at the date of this resolution is entitled to attend and vote at a general meeting of the Company **RESOLVES**, in accordance with section 381A of the Companies Act 1985 (the "**Act**"), to pass the following as written resolutions (terms not otherwise defined shall have the meaning given to them in the Opco Facilities Agreement as defined below):

1. **THAT**, the provisions of and the execution, delivery and performance by the Company of:
 - 1.1 a senior sterling term and multicurrency revolving facilities agreement to be entered into on or about the date of these resolutions between amongst others Esporta Group Limited as the Holdco, Health and Fitness as original borrower, the subsidiaries of the Parent listed therein (including the Company) as original guarantors, The Governor and Company of the Bank of Scotland in its various capacities including as arranger, agent, security agent, original issuing bank, ancillary lender, LNG bank and the original lender (the "**Opco Facilities Agreement**") under which the Company will guarantee the obligations of the Borrowers to the Finance Parties (as defined therein) (the "**Guarantee**");
 - 1.2 a debenture to be entered into on or about the date of these resolutions between, amongst others, the Company, Health and Fitness and certain of the Company's subsidiaries, and The Governor and Company of the Bank of Scotland as security agent (the "**Debenture**") which is required as a condition precedent to the Opco Facilities Agreement and pursuant to which the Company will give fixed and floating charges over all its assets and undertaking as security for the obligations of the Company under the Finance Documents as defined in the Opco Facilities Agreement;
 - 1.3 an intercompany loan (the "**Intercompany Loan**") to be entered into on or about the date of these resolutions between Health and Fitness and certain of its subsidiaries as borrowers, pursuant to which, amongst others, the Company and certain members of the Group (including the Company) will make advances to other members of the Group to *inter alia* assist such members of the Group with complying with its obligations under the Finance Documents; and

- 1.4 an intercreditor agreement to be entered into on or about the date of these resolutions between, amongst others, the Parent, Health and Fitness, the Company, the other subsidiaries of the Parent listed therein as the obligors, the intra-group creditors and intra-group debtors, The Governor and Company of the Bank of Scotland in its various capacities including as agent, security agent, issuing bank, ancillary lender and original lender, HBOS Treasury Services plc as hedging counterparty and the investors listed therein (the "**Intercreditor Agreement**"), pursuant to which, amongst others, the Company will, *inter alia*, set out the respective rights of the Company and the other parties thereto in respect of the priority of any Security, the ranking of any debt claims, and certain other undertakings in relation to the Finance Documents,

(the documents defined in minutes 1.1 to 1.4 (inclusive) together referred to in these minutes as the "**Documents**"),

and, subject to compliance with sections 155 to 158 of the Act, the giving by the Company of financial assistance by the entry into and performance by the Company of the Documents in the form described by the statutory declaration (the "**Statutory Declaration**") (a copy of which is attached) sworn by the directors of the Company pursuant to section 155(6) of the Act on the date hereof be approved (the provision of financial assistance being in the best interests and for the benefit of the Company).

2. **THAT**, the execution, delivery and performance by Humberston Country Club Limited, Invicta Leisure (Swansea) Limited, Invicta Leisure (Plymouth) Limited, Invicta (Club Indigo) Limited, Invicta Leisure (Tennis) Limited, Invicta Leisure (Brentwood) Limited, Invicta Leisure (Manchester) Limited, Invicta Leisure (Brighton) Limited, Invicta Leisure (Sunderland) Limited, Ocean Park Leisure Limited (all being wholly owned subsidiaries of the Company) (the "**Subsidiaries**") of:

- 2.1 the Opco Facilities Agreement;
- 2.2 the Debenture;
- 2.3 the Intercompany Loan;
- 2.4 the Intercreditor Agreement; and
- 2.5 in the case of Invicta (Club Indigo) Limited a business transfer agreement to be entered into by Invicta (Club Indigo) Limited as transferor,

and, subject to compliance with sections 155 to 158 of the Act, the giving by the Subsidiaries of financial assistance by the execution, delivery and performance of each of the above documents in the form described by the statutory declaration sworn by the directors of the Company pursuant to section 155(6) of the Act on the date hereof be approved (the provision of financial assistance being in the best interests and for the benefit of each of the Subsidiaries).

3. **THAT** the performance of any other acts (including, without limitation, the payment of all fees to professionals, third parties and others in connection with the Documents) or

the execution of any other documents (as the same shall be amended, supplemented, novated and/or replaced from time to time, ancillary or otherwise) relating to the Documents, be and are hereby approved, even though the performance of such other acts or the execution, delivery and performance of such other documents may constitute financial assistance as described by the Statutory Declarations.

4. We confirm that a copy of the directors' Statutory Declarations made pursuant to section 155(6) of the Act and related auditors reports have been supplied to us at the time this document was supplied to us for signature (in accordance with paragraph 4 of schedule 15A to the Act).
5. **THAT** the Company's Memorandum of Association be and is hereby amended by the insertion of a new paragraph (aa) to be added to Clause 3 of the memorandum of association of the Company namely:

"Subject to the Companies Act 1985 (the "Act"), to give (whether directly or indirectly) any kind of financial assistance (as defined in Section 152(1)(a) of the Act) for any purpose specified in Section 151(1) or Section 151(2) of the Act".
6. **THAT** the Company's Articles of Association be and is hereby amended by deleting Clause 16 (*Matters requiring the consent of "RIT" Director and Golden Shareholder*) and that appropriate consequential amendments be made to the numbering of and cross-references to the remaining articles also be made.
7. **THAT** as of the date hereof and notwithstanding anything to the contrary in the Articles, all references to "RIT" Director and Golden Share shall be deemed to be deleted and the Articles of Association shall be construed as if these references were not therein.



For and on behalf of

Health and Fitness Holdings Limited