

INVICTA LEISURE LIMITED
Registered number 02464159
(the "Company")

DIRECTORS' STATEMENT MADE UNDER SECTION 644(5) OF THE COMPANIES ACT 2006

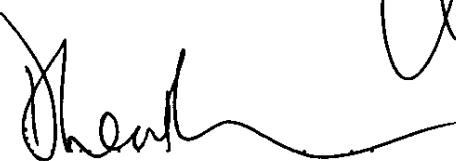
Date 17th August 2010

We, the directors named below (being all the directors of the Company as at the date of this statement), confirm that

- 1 the solvency statement dated 17th August 2010 and signed by all of the directors of the Company (the "**Solvency Statement**") was made not more than 15 days before the date on which the members of the Company passed the special resolution by way of a written resolution relating to the reduction of the issued share capital of the Company by the cancellation and extinguishing of 18,119,778 ordinary shares of £1 each in the capital of the Company (the "**Special Resolution**"), and
- 2 in accordance with section 642(2) of the Companies Act 2006, a copy of the Solvency Statement was made available to the members of the Company at the time at which the Special Resolution was sent or submitted to the members

This statement is made on the date stated above. It may be signed by the directors in counterpart, which when taken together will constitute one Directors' Statement

Jog Dhody



David Leatherbarrow

John Cleland



Richard Segal

