



Company no. 2477871

**EVENGAIN LIMITED**

("the Company")

STATUTORY RESOLUTION PASSED PURSUANT TO  
SECTION 381A OF THE COMPANIES ACT 1985 AS AMENDED  
BY SCHEDULE 15A PART II

WRITTEN RESOLUTION

(Passed 16 July 2002)

I, being the sole member of the Company for the time being entitled to attend and vote at a general meeting of the Company HEREBY RESOLVE that the following resolution be passed as a written resolution pursuant to section 381A of the Companies Act 1985 ("the Act"):

**WRITTEN RESOLUTION**

THAT, subject to compliance with Sections 155 to 158 inclusive of the Act and in particular the execution of the Statutory Declarations made by each of the directors of the Company pursuant to Section 155(6) of the Act, the giving of financial assistance by the Company, in the form of a composite guarantee and debenture ("the Security Document") of even date in favour of The Royal Bank of Scotland plc as Security Trustee for and on behalf of itself and the Secured Parties (as each such term is defined therein) to guarantee and secure the obligations of Cinque Ports Leisure Limited ("the Purchaser") to the Security Trustee and the Secured Parties for the purpose of, inter alia, financing the acquisition by the Purchaser of the entire issued share capital of the Company, as is further described in the Statutory Declarations copies of which (with the auditor's report annexed) are attached to this resolution be, and it is hereby approved.

**CONSENT**

I, the undersigned, being the sole member of the Company entitled to attend and vote, hereby agree and consent to the passing of the above resolution.

**Shareholder**

**Signature**

**Date**

**Nigel Goss**

Nigel Goss

16/7/2002

**Note:** Pursuant to Section 381B of the Companies Act 1985 a copy of this resolution was supplied to the Company's auditors prior to presentation to the members for signature.