

SCHEDULE 2**THE SPORTING EXCHANGE LIMITED**

**Resolutions in Writing of all the Members of the above Company passed in
accordance with the Articles of Association of the Company**

Written Resolutions***IT IS HEREBY RESOLVED:-***

1. That in accordance with s.366A of the Companies Act 1985 ("CA 1985"), the Company dispense with the holding of an annual general meeting in 1999 and 2000.
2. That in accordance with the provisions of s.252 CA 1985, the Company dispense with the laying of accounts and reports before the Company in General Meeting in respect of the period ended 30 April 2000 and that the Directors' Report and the Audited Statement of the Accounts for the period ended 30 April 2000 be approved and adopted.
3. That the appointment of Christopher Batterham to the board of Directors on 25 January 2001 be confirmed.
4. That Nunn Hayward be re-appointed auditors of the company until the next general meeting at which accounts are laid before the company and that the Directors be authorized to fix their remuneration.
5. That article 4 of the Articles of Association of the Company be amended as set out below such that: (i) the directors be unconditionally authorized for the purposes of s.80 CA 1985 to allot, grant options over or otherwise dispose of unissued shares up to an aggregate nominal amount of £80,000 at any time or times prior to the fifth anniversary of the date on which this resolution takes effect; and (ii) the rights of pre-emption contained in Section 89(1) of CA1985 shall not apply to any such disposal of shares up to such limit during such period. For these purposes, new articles incorporating these amendments shall be deemed to have been adopted from the date on which this resolution takes effect.



"4.

- 4.1 Subject to Section 80 of the Act and to Article 4.2 below, all unissued shares shall be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper.
- 4.2 (a) Pursuant to and in accordance with Section 80 of the Act, the Directors shall be generally and unconditionally authorised to exercise during the period of five years from the date of adoption of these Articles all the powers of the Company to allot relevant securities up to an aggregate nominal amount of ~~£60,000~~ £80,000; and
- (b) by such authority the Directors may make offers or agreements which would or might require the allotment of relevant securities after the expiry of such period.
- 4.3 Subject to Article 4.2(a) above, sections 89(1) and 90(1) to (6) of the Act shall not apply to the Company, in accordance with section 91(1) of the Act.
- 4.4 Words and expressions defined in or for the purposes of the said Section 80 or the said Section 89 shall bear the same meanings in this Article 4."

Dated: 5th March 2001

Signed: W.J.C. Christopher

W.J.C. CHRISTOPHERSON

SCHEDULE 2

THE SPORTING EXCHANGE LIMITED

Resolutions in Writing of all the Members of the above Company passed in accordance with the Articles of Association of the Company

Written Resolutions

IT IS HEREBY RESOLVED:-

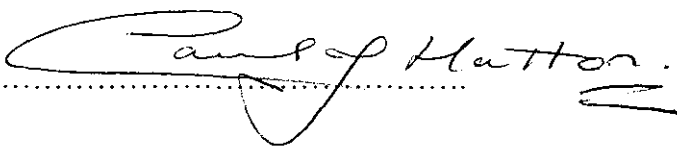
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- 4.4 Words and expressions defined in or for the purposes of the said Section 80 or the said Section 89 shall bear the same meanings in this Article 4."

Dated: 28.2.2001

Signed:

A handwritten signature in cursive script, appearing to read "Carol Hatton", is written over a horizontal dotted line. The signature is fluid and includes a large loop at the end.

MRS CAROL HATTON

SCHEDULE 2

THE SPORTING EXCHANGE LIMITED

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accordance with the Articles of Association of the Company**

Written Resolutions

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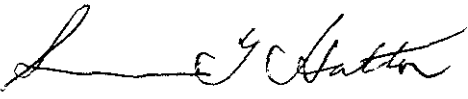
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Dated: 26.2.2001

Signed:


.....

MR. L. T. HATTON

SCHEDULE 2

THE SPORTING EXCHANGE LIMITED

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accordance with the Articles of Association of the Company**

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Dated:

18 February 2001.

Signed:

P. Hilsley

SCHEDULE 2

THE SPORTING EXCHANGE LIMITED

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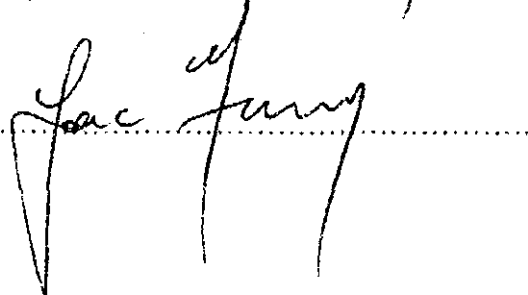
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Dated: Feb 20, 2001

Signed: Marc Reussé

A handwritten signature in dark ink, appearing to read 'Marc Reussé', is written over a horizontal dotted line. The signature is stylized with a large 'M' and a long, sweeping underline.

SCHEDULE 2

THE SPORTING EXCHANGE LIMITED

Resolutions in Writing of all the Members of the above Company passed in accordance with the Articles of Association of the Company

Written Resolutions

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Dated:

19/02/01

Signed:



ALEX LARGE

SCHEDULE 2

THE SPORTING EXCHANGE LIMITED

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accordance with the Articles of Association of the Company**

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Dated:

 16/2/07

Signed:

.....

SALLY LEESON

SCHEDULE 2

THE SPORTING EXCHANGE LIMITED

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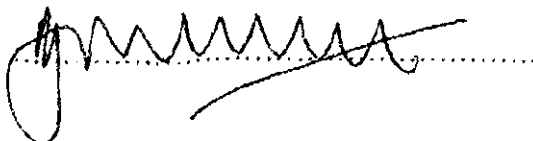
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Dated: MARCH 8th 01

Signed:



R. S. MARKWICK

SCHEDULE 2

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Dated: 5 March 2001

Signed: 

.....
FOR & ON BEHALF OF OPUS INVESTMENTS LIMITED

SCHEDULE 2

THE SPORTING EXCHANGE LIMITED

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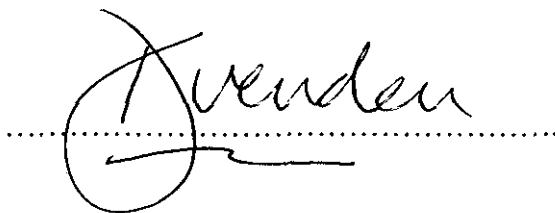
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Dated:

Signed:

A handwritten signature in black ink, appearing to read 'Ovenden', is written over a horizontal dotted line. The signature is stylized with a large, circular loop at the beginning.

DAVID OVENDEN

SCHEDULE 2

THE SPORTING EXCHANGE LIMITED

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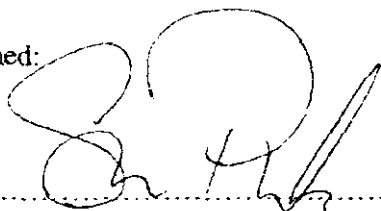
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Dated: 27.2.01

Signed:



.....

SEAN PARK

SCHEDULE 2

THE SPORTING EXCHANGE LIMITED

Resolutions in Writing of all the Members of the above Company passed in accordance with the Articles of Association of the Company

Written Resolutions

IT IS HEREBY RESOLVED:-

1. That in accordance with s.366A of the Companies Act 1985 ("CA 1985"), the Company dispense with the holding of an annual general meeting in 1999 and 2000.
2. That in accordance with the provisions of s.252 CA 1985, the Company dispense with the laying of accounts and reports before the Company in General Meeting in respect of the period ended 30 April 2000 and that the Directors' Report and the Audited Statement of the Accounts for the period ended 30 April 2000 be approved and adopted.
3. That the appointment of Christopher Batterham to the board of Directors on 25 January 2001 be confirmed.
4. That Nunn Hayward be re-appointed auditors of the company until the next general meeting at which accounts are laid before the company and that the Directors be authorized to fix their remuneration.
5. That article 4 of the Articles of Association of the Company be amended as set out below such that: (i) the directors be unconditionally authorized for the purposes of s.80 CA 1985 to allot, grant options over or otherwise dispose of unissued shares up to an aggregate nominal amount of £80,000 at any time or times prior to the fifth anniversary of the date on which this resolution takes effect; and (ii) the rights of pre-emption contained in Section 89(1) of CA1985 shall not apply to any such disposal of shares up to such limit during such period. For these purposes, new articles incorporating these amendments shall be deemed to have been adopted from the date on which this resolution takes effect.

"4.

- 4.1 Subject to Section 80 of the Act and to Article 4.2 below, all unissued shares shall be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper.
- 4.2 (a) Pursuant to and in accordance with Section 80 of the Act, the Directors shall be generally and unconditionally authorised to exercise during the period of five years from the date of adoption of these Articles all the powers of the Company to allot relevant securities up to an aggregate nominal amount of ~~£60,000~~ £80,000; and
- (b) by such authority the Directors may make offers or agreements which would or might require the allotment of relevant securities after the expiry of such period.
- 4.3 Subject to Article 4.2(a) above, sections 89(1) and 90(1) to (6) of the Act shall not apply to the Company, in accordance with section 91(1) of the Act.
- 4.4 Words and expressions defined in or for the purposes of the said Section 80 or the said Section 89 shall bear the same meanings in this Article 4."

Dated: February 20th, 2001.

Signed:

U. Pahlsson

SCHEDULE 2

THE SPORTING EXCHANGE LIMITED

**Resolutions in Writing of all the Members of the above Company passed in
accordance with the Articles of Association of the Company**

Written Resolutions

IT IS HEREBY RESOLVED:-

1. That in accordance with s.366A of the Companies Act 1985 ("CA 1985"), the Company dispense with the holding of an annual general meeting in 1999 and 2000.
2. That in accordance with the provisions of s.252 CA 1985, the Company dispense with the laying of accounts and reports before the Company in General Meeting in respect of the period ended 30 April 2000 and that the Directors' Report and the Audited Statement of the Accounts for the period ended 30 April 2000 be approved and adopted.
3. That the appointment of Christopher Batterham to the board of Directors on 25 January 2001 be confirmed.
4. That Nunn Hayward be re-appointed auditors of the company until the next general meeting at which accounts are laid before the company and that the Directors be authorized to fix their remuneration.
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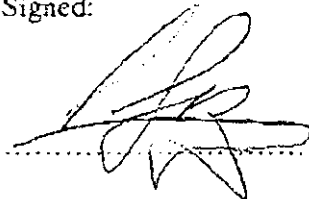
"4.

- 4.1 Subject to Section 80 of the Act and to Article 4.2 below, all unissued shares shall be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper.
- 4.2 (a) Pursuant to and in accordance with Section 80 of the Act, the Directors shall be generally and unconditionally authorised to exercise during the period of five years from the date of adoption of these Articles all the powers of the Company to allot relevant securities up to an aggregate nominal amount of ~~£60,000~~ £80,000; and
- (b) by such authority the Directors may make offers or agreements which would or might require the allotment of relevant securities after the expiry of such period.
- 4.3 Subject to Article 4.2(a) above, sections 89(1) and 90(1) to (6) of the Act shall not apply to the Company, in accordance with section 91(1) of the Act.
- 4.4 Words and expressions defined in or for the purposes of the said Section 80 or the said Section 89 shall bear the same meanings in this Article 4."

Dated:

19th February 2001

Signed:



S. SAVAGE

SCHEDULE 2

THE SPORTING EXCHANGE LIMITED

**Resolutions in Writing of all the Members of the above Company passed in
accordance with the Articles of Association of the Company**

Written Resolutions

IT IS HEREBY RESOLVED:-

1. That in accordance with s.366A of the Companies Act 1985 ("CA 1985"), the Company dispense with the holding of an annual general meeting in 1999 and 2000.
2. That in accordance with the provisions of s.252 CA 1985, the Company dispense with the laying of accounts and reports before the Company in General Meeting in respect of the period ended 30 April 2000 and that the Directors' Report and the Audited Statement of the Accounts for the period ended 30 April 2000 be approved and adopted.
3. That the appointment of Christopher Batterham to the board of Directors on 25 January 2001 be confirmed.
4. That Nunn Hayward be re-appointed auditors of the company until the next general meeting at which accounts are laid before the company and that the Directors be authorized to fix their remuneration.
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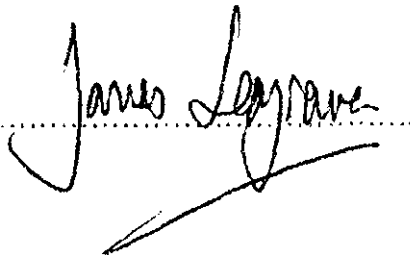
4.

- 4.1 Subject to Section 80 of the Act and to Article 4.2 below, all unissued shares shall be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper.
- 4.2 (a) Pursuant to and in accordance with Section 80 of the Act, the Directors shall be generally and unconditionally authorised to exercise during the period of five years from the date of adoption of these Articles all the powers of the Company to allot relevant securities up to an aggregate nominal amount of ~~£60,000~~ £80,000; and
- (b) by such authority the Directors may make offers or agreements which would or might require the allotment of relevant securities after the expiry of such period.
- 4.3 Subject to Article 4.2(a) above, sections 89(1) and 90(1) to (6) of the Act shall not apply to the Company, in accordance with section 91(1) of the Act.
- 4.4 Words and expressions defined in or for the purposes of the said Section 80 or the said Section 89 shall bear the same meanings in this Article 4."

Dated:

February 18th 2001

Signed:



SCHEDULE 2

THE SPORTING EXCHANGE LIMITED

Resolutions in Writing of all the Members of the above Company passed in accordance with the Articles of Association of the Company

Written Resolutions

IT IS HEREBY RESOLVED:-

1. That in accordance with s.366A of the Companies Act 1985 ("CA 1985"), the Company dispense with the holding of an annual general meeting in 1999 and 2000.
2. That in accordance with the provisions of s.252 CA 1985, the Company dispense with the laying of accounts and reports before the Company in General Meeting in respect of the period ended 30 April 2000 and that the Directors' Report and the Audited Statement of the Accounts for the period ended 30 April 2000 be approved and adopted.
3. That the appointment of Christopher Batterham to the board of Directors on 25 January 2001 be confirmed.
4. That Nunn Hayward be re-appointed auditors of the company until the next general meeting at which accounts are laid before the company and that the Directors be authorized to fix their remuneration.
5. That article 4 of the Articles of Association of the Company be amended as set out below such that: (i) the directors be unconditionally authorized for the purposes of s.80 CA 1985 to allot, grant options over or otherwise dispose of unissued shares up to an aggregate nominal amount of £80,000 at any time or times prior to the fifth anniversary of the date on which this resolution takes effect; and (ii) the rights of pre-emption contained in Section 89(1) of CA1985 shall not apply to any such disposal of shares up to such limit during such period. For these purposes, new articles incorporating these amendments shall be deemed to have been adopted from the date on which this resolution takes effect.

FAO: DAVID WILLIAMS.

Page 7 of 7

2751 8201

"4.

- 4.1 Subject to Section 80 of the Act and to Article 4.2 below, all unissued shares shall be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper.
- 4.2 (a) Pursuant to and in accordance with Section 80 of the Act, the Directors shall be generally and unconditionally authorised to exercise during the period of five years from the date of adoption of these Articles all the powers of the Company to allot relevant securities up to an aggregate nominal amount of ~~£60,000~~ £80,000; and
- (b) by such authority the Directors may make offers or agreements which would or might require the allotment of relevant securities after the expiry of such period.
- 4.3 Subject to Article 4.2(a) above, sections 89(1) and 90(1) to (6) of the Act shall not apply to the Company, in accordance with section 91(1) of the Act.
- 4.4 Words and expressions defined in or for the purposes of the said Section 80 or the said Section 89 shall bear the same meanings in this Article 4."

Dated: 24/3/01

Signed:



J. M. Simmons

SCHEDULE 2

THE SPORTING EXCHANGE LIMITED

**Resolutions in Writing of all the Members of the above Company passed in
accordance with the Articles of Association of the Company**

Written Resolutions

IT IS HEREBY RESOLVED:-

1. That in accordance with s.366A of the Companies Act 1985 ("CA 1985"), the Company dispense with the holding of an annual general meeting in 1999 and 2000.
2. That in accordance with the provisions of s.252 CA 1985, the Company dispense with the laying of accounts and reports before the Company in General Meeting in respect of the period ended 30 April 2000 and that the Directors' Report and the Audited Statement of the Accounts for the period ended 30 April 2000 be approved and adopted.
3. That the appointment of Christopher Batterham to the board of Directors on 25 January 2001 be confirmed.
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Page 7 of 7

4.

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- 4.2 (a) Pursuant to and in accordance with Section 80 of the Act, the Directors shall be generally and unconditionally authorised to exercise during the period of five years from the date of adoption of these Articles all the powers of the Company to allot relevant securities up to an aggregate nominal amount of ~~£60,000~~ £80,000; and
- (b) by such authority the Directors may make offers or agreements which would or might require the allotment of relevant securities after the expiry of such period.
- 4.3 Subject to Article 4.2(a) above, sections 89(1) and 90(1) to (6) of the Act shall not apply to the Company, in accordance with section 91(1) of the Act.
- 4.4 Words and expressions defined in or for the purposes of the said Section 80 or the said Section 89 shall bear the same meanings in this Article 4."

Dated: 12/3/01

Signed:



SPENCER SKINNER.

SCHEDULE 2

THE SPORTING EXCHANGE LIMITED

**Resolutions in Writing of all the Members of the above Company passed in
accordance with the Articles of Association of the Company**

Written Resolutions

IT IS HEREBY RESOLVED:-

1. That in accordance with s.366A of the Companies Act 1985 ("CA 1985"), the Company dispense with the holding of an annual general meeting in 1999 and 2000.
2. That in accordance with the provisions of s.252 CA 1985, the Company dispense with the laying of accounts and reports before the Company in General Meeting in respect of the period ended 30 April 2000 and that the Directors' Report and the Audited Statement of the Accounts for the period ended 30 April 2000 be approved and adopted.
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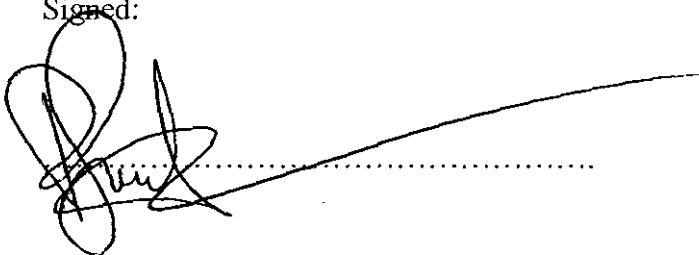
"4.

- 4.1 Subject to Section 80 of the Act and to Article 4.2 below, all unissued shares shall be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper.
- 4.2 (a) Pursuant to and in accordance with Section 80 of the Act, the Directors shall be generally and unconditionally authorised to exercise during the period of five years from the date of adoption of these Articles all the powers of the Company to allot relevant securities up to an aggregate nominal amount of ~~£60,000~~ £80,000; and
- (b) by such authority the Directors may make offers or agreements which would or might require the allotment of relevant securities after the expiry of such period.
- 4.3 Subject to Article 4.2(a) above, sections 89(1) and 90(1) to (6) of the Act shall not apply to the Company, in accordance with section 91(1) of the Act.
- 4.4 Words and expressions defined in or for the purposes of the said Section 80 or the said Section 89 shall bear the same meanings in this Article 4."

Dated:

7/3/01

Signed:

A handwritten signature in black ink, appearing to be 'P. Sweatman', written over a horizontal dotted line. The signature is stylized with a large loop at the beginning and a long, sweeping tail that extends to the right.

P. SWEATMAN

SCHEDULE 2

THE SPORTING EXCHANGE LIMITED

Resolutions in Writing of all the Members of the above Company passed in accordance with the Articles of Association of the Company

Written Resolutions

IT IS HEREBY RESOLVED:-

1. That in accordance with s.366A of the Companies Act 1985 ("CA 1985"), the Company dispense with the holding of an annual general meeting in 1999 and 2000.
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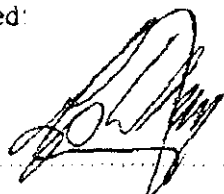
"4.

- 4.1 Subject to Section 80 of the Act and to Article 4.2 below, all unissued shares shall be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper.
- 4.2 (a) Pursuant to and in accordance with Section 80 of the Act, the Directors shall be generally and unconditionally authorised to exercise during the period of five years from the date of adoption of these Articles all the powers of the Company to allot relevant securities up to an aggregate nominal amount of ~~£200,000~~ £20,000 and
- (b) by such authority the Directors may make offers or agreements which would or might require the allotment of relevant securities after the expiry of such period.
- 4.3 Subject to Article 4.2(a) above, sections 89(1) and 90(1) to (6) of the Act shall not apply to the Company, in accordance with section 91(1) of the Act.
- 4.4 Words and expressions defined in or for the purposes of the said Section 80 or the said Section 89 shall bear the same meanings in this Article 4."

Dated:

9/3/01

Signed:



DIRECTOR VAUXCASTLE LTD)

SCHEDULE 2

THE SPORTING EXCHANGE LIMITED

Resolutions in Writing of all the Members of the above Company passed in accordance with the Articles of Association of the Company

Written Resolutions

IT IS HEREBY RESOLVED:-

1. That in accordance with s.366A of the Companies Act 1985 ("CA 1985"), the Company dispense with the holding of an annual general meeting in 1999 and 2000.
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- 4.1 Subject to Section 80 of the Act and to Article 4.2 below, all unissued shares shall be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper.
- 4.2 (a) Pursuant to and in accordance with Section 80 of the Act, the Directors shall be generally and unconditionally authorised to exercise during the period of five years from the date of adoption of these Articles all the powers of the Company to allot relevant securities up to an aggregate nominal amount of ~~£60,000~~ £80,000; and
- (b) by such authority the Directors may make offers or agreements which would or might require the allotment of relevant securities after the expiry of such period.
- 4.3 Subject to Article 4.2(a) above, sections 89(1) and 90(1) to (6) of the Act shall not apply to the Company, in accordance with section 91(1) of the Act.
- 4.4 Words and expressions defined in or for the purposes of the said Section 80 or the said Section 89 shall bear the same meanings in this Article 4."

Dated: 7 MARCH 2001

Signed:

N. Walker

NEIL WALKER

SCHEDULE 2

THE SPORTING EXCHANGE LIMITED

**Resolutions in Writing of all the Members of the above Company passed in
accordance with the Articles of Association of the Company**

Written Resolutions

IT IS HEREBY RESOLVED:-

1. That in accordance with s.366A of the Companies Act 1985 ("CA 1985"), the Company dispense with the holding of an annual general meeting in 1999 and 2000.
2. That in accordance with the provisions of s.252 CA 1985, the Company dispense with the laying of accounts and reports before the Company in General Meeting in respect of the period ended 30 April 2000 and that the Directors' Report and the Audited Statement of the Accounts for the period ended 30 April 2000 be approved and adopted.
3. That the appointment of Christopher Batterham to the board of Directors on 25 January 2001 be confirmed.
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- 4.1 Subject to Section 80 of the Act and to Article 4.2 below, all unissued shares shall be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper.
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- 4.3 Subject to Article 4.2(a) above, sections 89(1) and 90(1) to (6) of the Act shall not apply to the Company, in accordance with section 91(1) of the Act.
- 4.4 Words and expressions defined in or for the purposes of the said Section 80 or the said Section 89 shall bear the same meanings in this Article 4."

Dated: 26th February 2001

Signed:



.....
(P. J. WILLIAMS)

SCHEDULE 2

THE SPORTING EXCHANGE LIMITED

Resolutions in Writing of all the Members of the above Company passed in accordance with the Articles of Association of the Company

Written Resolutions

IT IS HEREBY RESOLVED:-

1. That in accordance with s.366A of the Companies Act 1985 ("CA 1985"), the Company dispense with the holding of an annual general meeting in 1999 and 2000.
2. That in accordance with the provisions of s.252 CA 1985, the Company dispense with the laying of accounts and reports before the Company in General Meeting in respect of the period ended 30 April 2000 and that the Directors' Report and the Audited Statement of the Accounts for the period ended 30 April 2000 be approved and adopted.
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- 4.3 Subject to Article 4.2(a) above, sections 89(1) and 90(1) to (6) of the Act shall not apply to the Company, in accordance with section 91(1) of the Act.
- 4.4 Words and expressions defined in or for the purposes of the said Section 80 or the said Section 89 shall bear the same meanings in this Article 4."

Dated: 16th February, 2001

Signed:  _____

.....H.P.D. Williams.....

SCHEDULE 2

THE SPORTING EXCHANGE LIMITED

**Resolutions in Writing of all the Members of the above Company passed in
accordance with the Articles of Association of the Company**

Written Resolutions

IT IS HEREBY RESOLVED:-


1. That in accordance with s.366A of the Companies Act 1985 ("CA 1985"), the Company dispense with the holding of an annual general meeting in 1999 and 2000.
2. That in accordance with the provisions of s.252 CA 1985, the Company dispense with the laying of accounts and reports before the Company in General Meeting in respect of the period ended 30 April 2000 and that the Directors' Report and the Audited Statement of the Accounts for the period ended 30 April 2000 be approved and adopted.
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- 4.3 Subject to Article 4.2(a) above, sections 89(1) and 90(1) to (6) of the Act shall not apply to the Company, in accordance with section 91(1) of the Act.
- 4.4 Words and expressions defined in or for the purposes of the said Section 80 or the said Section 89 shall bear the same meanings in this Article 4."

Dated: 16/4/01

Signed:



A handwritten signature in dark ink, appearing to be 'E. Wray', is written over a horizontal dotted line.

E. WRAY

SCHEDULE 2

THE SPORTING EXCHANGE LIMITED

**Resolutions in Writing of all the Members of the above Company passed in
accordance with the Articles of Association of the Company**

Written Resolutions


IT IS HEREBY RESOLVED:-

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2. That in accordance with the provisions of s.252 CA 1985, the Company dispense with the laying of accounts and reports before the Company in General Meeting in respect of the period ended 30 April 2000 and that the Directors' Report and the Audited Statement of the Accounts for the period ended 30 April 2000 be approved and adopted.
3. That the appointment of Christopher Batterham to the board of Directors on 25 January 2001 be confirmed.
4. That Nunn Hayward be re-appointed auditors of the company until the next general meeting at which accounts are laid before the company and that the Directors be authorized to fix their remuneration.
5. That article 4 of the Articles of Association of the Company be amended as set out below such that: (i) the directors be unconditionally authorized for the purposes of s.80 CA 1985 to allot, grant options over or otherwise dispose of unissued shares up to an aggregate nominal amount of £80,000 at any time or times prior to the fifth anniversary of the date on which this resolution takes effect; and (ii) the rights of pre-emption contained in Section 89(1) of CA1985 shall not apply to any such disposal of shares up to such limit during such period. For these purposes, new articles incorporating these amendments shall be deemed to have been adopted from the date on which this resolution takes effect.

"4.

- 4.1 Subject to Section 80 of the Act and to Article 4.2 below, all unissued shares shall be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper.
- 4.2 (a) Pursuant to and in accordance with Section 80 of the Act, the Directors shall be generally and unconditionally authorised to exercise during the period of five years from the date of adoption of these Articles all the powers of the Company to allot relevant securities up to an aggregate nominal amount of ~~£60,000~~ £80,000; and
- (b) by such authority the Directors may make offers or agreements which would or might require the allotment of relevant securities after the expiry of such period.
- 4.3 Subject to Article 4.2(a) above, sections 89(1) and 90(1) to (6) of the Act shall not apply to the Company, in accordance with section 91(1) of the Act.
- 4.4 Words and expressions defined in or for the purposes of the said Section 80 or the said Section 89 shall bear the same meanings in this Article 4."

Dated: 1/3/01

Signed: 
M. BURKE

.....

SCHEDULE 2

THE SPORTING EXCHANGE LIMITED

**Resolutions in Writing of all the Members of the above Company passed in
accordance with the Articles of Association of the Company**

Written Resolutions

IT IS HEREBY RESOLVED:-

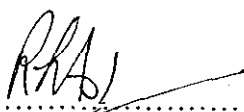
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- 4.4 Words and expressions defined in or for the purposes of the said Section 80 or the said Section 89 shall bear the same meanings in this Article 4."

Dated: 27 March 2001

Signed:



.....
FOR AND ON BEHALF OF
HACKWOOD NOMINEES LIMITED
(R J Ashmore - Secretary)

SCHEDULE 2

THE SPORTING EXCHANGE LIMITED

**Resolutions in Writing of all the Members of the above Company passed in
accordance with the Articles of Association of the Company**

Written Resolutions

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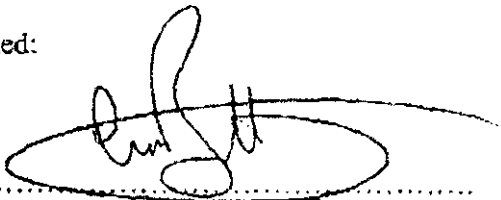
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- 4.4 Words and expressions defined in or for the purposes of the said Section 80 or the said Section 89 shall bear the same meanings in this Article 4."

Dated:

25.2.01

Signed:

A handwritten signature in black ink, appearing to be 'C.M. Batterham', written over a horizontal dotted line.

C.M. BATTERHAM

SCHEDULE 2

THE SPORTING EXCHANGE LIMITED

Resolutions in Writing of all the Members of the above Company passed in accordance with the Articles of Association of the Company

Written Resolutions

IT IS HEREBY RESOLVED:-

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Page 3 of 3

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- 4.4 Words and expressions defined in or for the purposes of the said Section 80 or the said Section 89 shall bear the same meanings in this Article 4."

Dated:

26 March 2001

Signed:



P.S. BEARDELL

SCHEDULE 2

THE SPORTING EXCHANGE LIMITED

Resolutions in Writing of all the Members of the above Company passed in accordance with the Articles of Association of the Company

Written Resolutions

IT IS HEREBY RESOLVED:-


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- 4.4 Words and expressions defined in or for the purposes of the said Section 80 or the said Section 89 shall bear the same meanings in this Article 4."

Dated:

Signed:



RON BELLER

SCHEDULE 2

THE SPORTING EXCHANGE LIMITED

Resolutions in Writing of all the Members of the above Company passed in accordance with the Articles of Association of the Company

Written Resolutions

IT IS HEREBY RESOLVED:-

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- 4.4 Words and expressions defined in or for the purposes of the said Section 80 or the said Section 89 shall bear the same meanings in this Article 4."

Dated: 26/2/01

Signed: *Colin W. Fudge* Director
Caledonian Heritage Investments Ltd.

SCHEDULE 2

THE SPORTING EXCHANGE LIMITED

**Resolutions in Writing of all the Members of the above Company passed in
accordance with the Articles of Association of the Company**

Written Resolutions

IT IS HEREBY RESOLVED:-

1. That in accordance with s.366A of the Companies Act 1985 ("CA 1985"), the Company dispense with the holding of an annual general meeting in 1999 and 2000.
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4.4 Words and expressions defined in or for the purposes of the said Section 80 or the said Section 89 shall bear the same meanings in this Article 4."

Dated:

28th May 2001

Signed:

ROBERT CECIL

Robert Cecil

SCHEDULE 2

THE SPORTING EXCHANGE LIMITED

**Resolutions in Writing of all the Members of the above Company passed in
accordance with the Articles of Association of the Company**

Written Resolutions

IT IS HEREBY RESOLVED:-

1. That in accordance with s.366A of the Companies Act 1985 ("CA 1985"), the Company dispense with the holding of an annual general meeting in 1999 and 2000.
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Dated:

24 / May / 2001

Signed:



S. CHAMP

SCHEDULE 2

THE SPORTING EXCHANGE LIMITED

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accordance with the Articles of Association of the Company**

Written Resolutions

IT IS HEREBY RESOLVED:-

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Dated:

25/02/01

Signed:

G. Christopher

CHRISTOPHERSON

.....

SCHEDULE 2

THE SPORTING EXCHANGE LIMITED

**Resolutions in Writing of all the Members of the above Company passed in
accordance with the Articles of Association of the Company**

Written Resolutions

IT IS HEREBY RESOLVED:-

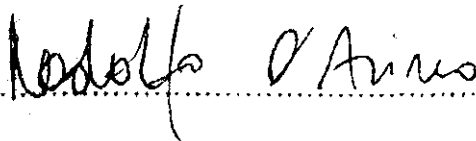
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Dated:

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SCHEDULE 2

THE SPORTING EXCHANGE LIMITED

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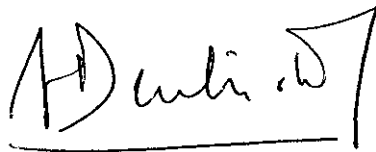
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Dated:

28 March 2001

Signed:



ALBERT DESCLEE DE MAREDSOVI

SCHEDULE 2

THE SPORTING EXCHANGE LIMITED

Resolutions in Writing of all the Members of the above Company passed in accordance with the Articles of Association of the Company

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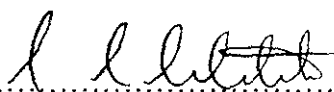
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5. That article 4 of the Articles of Association of the Company be amended as set out below such that: (i) the directors be unconditionally authorized for the purposes of s.80 CA 1985 to allot, grant options over or otherwise dispose of unissued shares up to an aggregate nominal amount of £80,000 at any time or times prior to the fifth anniversary of the date on which this resolution takes effect; and (ii) the rights of pre-emption contained in Section 89(1) of CA1985 shall not apply to any such disposal of shares up to such limit during such period. For these purposes, new articles incorporating these amendments shall be deemed to have been adopted from the date on which this resolution takes effect.

"4.

- 4.1 Subject to Section 80 of the Act and to Article 4.2 below, all unissued shares shall be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper.
- 4.2 (a) Pursuant to and in accordance with Section 80 of the Act, the Directors shall be generally and unconditionally authorised to exercise during the period of five years from the date of adoption of these Articles all the powers of the Company to allot relevant securities up to an aggregate nominal amount of ~~£60,000~~ £80,000; and
- (b) by such authority the Directors may make offers or agreements which would or might require the allotment of relevant securities after the expiry of such period.
- 4.3 Subject to Article 4.2(a) above, sections 89(1) and 90(1) to (6) of the Act shall not apply to the Company, in accordance with section 91(1) of the Act.
- 4.4 Words and expressions defined in or for the purposes of the said Section 80 or the said Section 89 shall bear the same meanings in this Article 4."

Dated: 7 - 3 - 01

Signed:


.....

C.S. HILDITCH

SCHEDULE 2

THE SPORTING EXCHANGE LIMITED

**Resolutions in Writing of all the Members of the above Company passed in
accordance with the Articles of Association of the Company**

Written Resolutions

IT IS HEREBY RESOLVED:-

1. That in accordance with s.366A of the Companies Act 1985 ("CA 1985"), the Company dispense with the holding of an annual general meeting in 1999 and 2000.
2. That in accordance with the provisions of s.252 CA 1985, the Company dispense with the laying of accounts and reports before the Company in General Meeting in respect of the period ended 30 April 2000 and that the Directors' Report and the Audited Statement of the Accounts for the period ended 30 April 2000 be approved and adopted.
3. That the appointment of Christopher Batterham to the board of Directors on 25 January 2001 be confirmed.
4. That Nunn Hayward be re-appointed auditors of the company until the next general meeting at which accounts are laid before the company and that the Directors be authorized to fix their remuneration.
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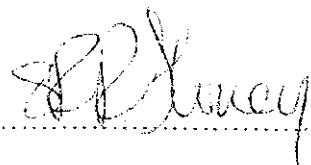
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- 4.1 Subject to Section 80 of the Act and to Article 4.2 below, all unissued shares shall be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper.
- 4.2 (a) Pursuant to and in accordance with Section 80 of the Act, the Directors shall be generally and unconditionally authorised to exercise during the period of five years from the date of adoption of these Articles all the powers of the Company to allot relevant securities up to an aggregate nominal amount of ~~£60,000~~ £80,000; and
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- 4.3 Subject to Article 4.2(a) above, sections 89(1) and 90(1) to (6) of the Act shall not apply to the Company, in accordance with section 91(1) of the Act.
- 4.4 Words and expressions defined in or for the purposes of the said Section 80 or the said Section 89 shall bear the same meanings in this Article 4."

Dated:

27/2/01

Signed:



S R R HONEY

SCHEDULE 2

THE SPORTING EXCHANGE LIMITED

**Resolutions in Writing of all the Members of the above Company passed in
accordance with the Articles of Association of the Company**

Written Resolutions

IT IS HEREBY RESOLVED:-

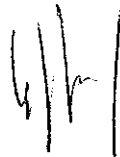
1. That in accordance with s.366A of the Companies Act 1985 ("CA 1985"), the Company dispense with the holding of an annual general meeting in 1999 and 2000.
2. That in accordance with the provisions of s.252 CA 1985, the Company dispense with the laying of accounts and reports before the Company in General Meeting in respect of the period ended 30 April 2000 and that the Directors' Report and the Audited Statement of the Accounts for the period ended 30 April 2000 be approved and adopted.
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- 4.4 Words and expressions defined in or for the purposes of the said Section 80 or the said Section 89 shall bear the same meanings in this Article 4."

Dated: 28 March 2009

Signed:



..... HOANG LE HUY

SCHEDULE 2

THE SPORTING EXCHANGE LIMITED

Resolutions in Writing of all the Members of the above Company passed in accordance with the Articles of Association of the Company

Written Resolutions

IT IS HEREBY RESOLVED:-

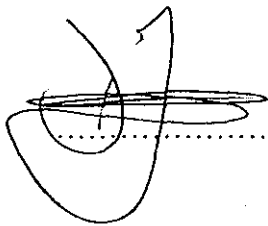
1. That in accordance with s.366A of the Companies Act 1985 ("CA 1985"), the Company dispense with the holding of an annual general meeting in 1999 and 2000.
2. That in accordance with the provisions of s.252 CA 1985, the Company dispense with the laying of accounts and reports before the Company in General Meeting in respect of the period ended 30 April 2000 and that the Directors' Report and the Audited Statement of the Accounts for the period ended 30 April 2000 be approved and adopted.
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- 4.3 Subject to Article 4.2(a) above, sections 89(1) and 90(1) to (6) of the Act shall not apply to the Company, in accordance with section 91(1) of the Act.
- 4.4 Words and expressions defined in or for the purposes of the said Section 80 or the said Section 89 shall bear the same meanings in this Article 4."

Dated: 24/5/2001.

Signed:



.....

D.J.S. Jaxon

SCHEDULE 2

THE SPORTING EXCHANGE LIMITED

**Resolutions in Writing of all the Members of the above Company passed in
accordance with the Articles of Association of the Company**

Written Resolutions

IT IS HEREBY RESOLVED:-

1. That in accordance with s.366A of the Companies Act 1985 ("CA 1985"), the Company dispense with the holding of an annual general meeting in 1999 and 2000.
2. That in accordance with the provisions of s.252 CA 1985, the Company dispense with the laying of accounts and reports before the Company in General Meeting in respect of the period ended 30 April 2000 and that the Directors' Report and the Audited Statement of the Accounts for the period ended 30 April 2000 be approved and adopted.
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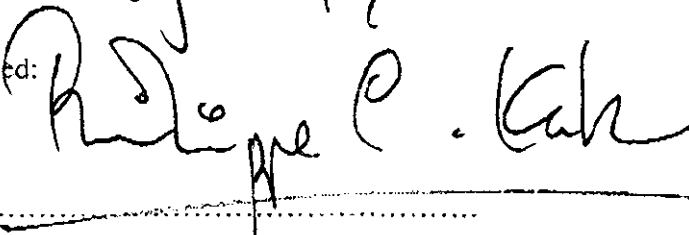
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- 4.4 Words and expressions defined in or for the purposes of the said Section 80 or the said Section 89 shall bear the same meanings in this Article 4."

Dated:

May 24, 2001

Signed:



PHILIPPE KATZ

SCHEDULE 2

THE SPORTING EXCHANGE LIMITED

**Resolutions in Writing of all the Members of the above Company passed in
accordance with the Articles of Association of the Company**

Written Resolutions

IT IS HEREBY RESOLVED:-

1. That in accordance with s.366A of the Companies Act 1985 ("CA 1985"), the Company dispense with the holding of an annual general meeting in 1999 and 2000.
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- 4.4 Words and expressions defined in or for the purposes of the said Section 80 or the said Section 89 shall bear the same meanings in this Article 4."

Dated:

27/3/01

Signed:



D. Knicker

SCHEDULE 2

THE SPORTING EXCHANGE LIMITED

**Resolutions in Writing of all the Members of the above Company passed in
accordance with the Articles of Association of the Company**

Written Resolutions

IT IS HEREBY RESOLVED:-

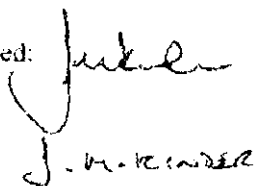
1. That in accordance with s.366A of the Companies Act 1985 ("CA 1985"), the Company dispense with the holding of an annual general meeting in 1999 and 2000.
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- 4.4 Words and expressions defined in or for the purposes of the said Section 80 or the said Section 89 shall bear the same meanings in this Article 4."

Dated: 12/3/01

Signed:


J. Kinder

SCHEDULE 2

THE SPORTING EXCHANGE LIMITED

**Resolutions in Writing of all the Members of the above Company passed in
accordance with the Articles of Association of the Company**

Written Resolutions

IT IS HEREBY RESOLVED:-

1. That in accordance with s.366A of the Companies Act 1985 ("CA 1985"), the Company dispense with the holding of an annual general meeting in 1999 and 2000.
2. That in accordance with the provisions of s.252 CA 1985, the Company dispense with the laying of accounts and reports before the Company in General Meeting in respect of the period ended 30 April 2000 and that the Directors' Report and the Audited Statement of the Accounts for the period ended 30 April 2000 be approved and adopted.
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- 4.4 Words and expressions defined in or for the purposes of the said Section 80 or the said Section 89 shall bear the same meanings in this Article 4."

Dated:

9th March 2001.

Signed:



J. L. MACLEAN

SCHEDULE 2

THE SPORTING EXCHANGE LIMITED

Resolutions in Writing of all the Members of the above Company passed in accordance with the Articles of Association of the Company

Written Resolutions

IT IS HEREBY RESOLVED:-

1. That in accordance with s.366A of the Companies Act 1985 ("CA 1985"), the Company dispense with the holding of an annual general meeting in 1999 and 2000.
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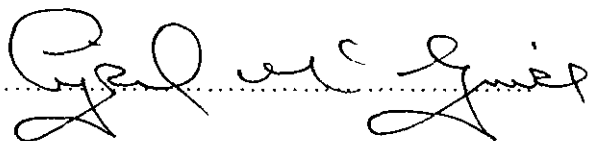
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- 4.4 Words and expressions defined in or for the purposes of the said Section 80 or the said Section 89 shall bear the same meanings in this Article 4."

Dated:

1/3/01

Signed:

A handwritten signature in cursive script, appearing to read "Geraldine L. Jones", written over a horizontal dotted line.

SCHEDULE 2

THE SPORTING EXCHANGE LIMITED

**Resolutions in Writing of all the Members of the above Company passed in
accordance with the Articles of Association of the Company**

Written Resolutions

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- 4.4 Words and expressions defined in or for the purposes of the said Section 80 or the said Section 89 shall bear the same meanings in this Article 4."

Dated: 15/3/01

Signed:

Kim McGuire

SCHEDULE 2

THE SPORTING EXCHANGE LIMITED

Resolutions in Writing of all the Members of the above Company passed in accordance with the Articles of Association of the Company

Written Resolutions

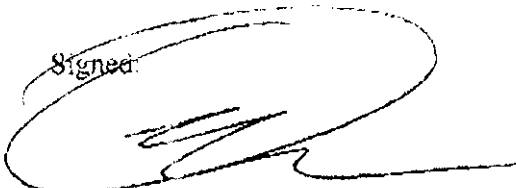
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- 4.4 Words and expressions defined in or for the purposes of the said Section 80 or the said Section 89 shall bear the same meanings in this Article 4."

Dated: 16th MARCH 2001

Signed: 

QUINTIN MILLER

SCHEDULE 2

THE SPORTING EXCHANGE LIMITED

**Resolutions in Writing of all the Members of the above Company passed in
accordance with the Articles of Association of the Company**

Written Resolutions

IT IS HEREBY RESOLVED:-

1. That in accordance with s.366A of the Companies Act 1985 ("CA 1985"), the Company dispense with the holding of an annual general meeting in 1999 and 2000.
2. That in accordance with the provisions of s.252 CA 1985, the Company dispense with the laying of accounts and reports before the Company in General Meeting in respect of the period ended 30 April 2000 and that the Directors' Report and the Audited Statement of the Accounts for the period ended 30 April 2000 be approved and adopted.
3. That the appointment of Christopher Batterham to the board of Directors on 25 January 2001 be confirmed.
4. That Nunn Hayward be re-appointed auditors of the company until the next general meeting at which accounts are laid before the company and that the Directors be authorized to fix their remuneration.
5. That article 4 of the Articles of Association of the Company be amended as set out below such that: (i) the directors be unconditionally authorized for the purposes of s.80 CA 1985 to allot, grant options over or otherwise dispose of unissued shares up to an aggregate nominal amount of £80,000 at any time or times prior to the fifth anniversary of the date on which this resolution takes effect; and (ii) the rights of pre-emption contained in Section 89(1) of CA1985 shall not apply to any such disposal of shares up to such limit during such period. For these purposes, new articles incorporating these amendments shall be deemed to have been adopted from the date on which this resolution takes effect.

"4.

- 4.1 Subject to Section 80 of the Act and to Article 4.2 below, all unissued shares shall be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper.
- 4.2 (a) Pursuant to and in accordance with Section 80 of the Act, the Directors shall be generally and unconditionally authorised to exercise during the period of five years from the date of adoption of these Articles all the powers of the Company to allot relevant securities up to an aggregate nominal amount of ~~£60,000~~ £80,000; and
- (b) by such authority the Directors may make offers or agreements which would or might require the allotment of relevant securities after the expiry of such period.
- 4.3 Subject to Article 4.2(a) above, sections 89(1) and 90(1) to (6) of the Act shall not apply to the Company, in accordance with section 91(1) of the Act.
- 4.4 Words and expressions defined in or for the purposes of the said Section 80 or the said Section 89 shall bear the same meanings in this Article 4."

Dated: 21 FEBRUARY 2007

Signed: PHIL RISLEY

P & Riley

.....

SCHEDULE 2

THE SPORTING EXCHANGE LIMITED

**Resolutions in Writing of all the Members of the above Company passed in
accordance with the Articles of Association of the Company**

Written Resolutions

IT IS HEREBY RESOLVED:-

1. That in accordance with s.366A of the Companies Act 1985 ("CA 1985"), the Company dispense with the holding of an annual general meeting in 1999 and 2000.
2. That in accordance with the provisions of s.252 CA 1985, the Company dispense with the laying of accounts and reports before the Company in General Meeting in respect of the period ended 30 April 2000 and that the Directors' Report and the Audited Statement of the Accounts for the period ended 30 April 2000 be approved and adopted.
3. That the appointment of Christopher Batterham to the board of Directors on 25 January 2001 be confirmed.
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4.2 (a) Pursuant to and in accordance with Section 80 of the Act, the Directors shall be generally and unconditionally authorised to exercise during the period of five years from the date of adoption of these Articles all the powers of the Company to allot relevant securities up to an aggregate nominal amount of ~~£60,000~~ £80,000; and

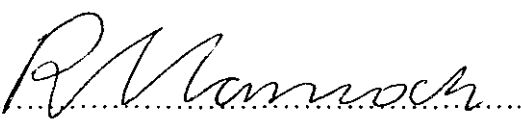
(b) by such authority the Directors may make offers or agreements which would or might require the allotment of relevant securities after the expiry of such period.

4.3 Subject to Article 4.2(a) above, sections 89(1) and 90(1) to (6) of the Act shall not apply to the Company, in accordance with section 91(1) of the Act.

4.4 Words and expressions defined in or for the purposes of the said Section 80 or the said Section 89 shall bear the same meanings in this Article 4."

Dated: 7 MARCH 2001

Signed: **SAMOS INVESTMENTS LIMITED**


.....
DIRECTOR

SCHEDULE 2

THE SPORTING EXCHANGE LIMITED

**Resolutions in Writing of all the Members of the above Company passed in
accordance with the Articles of Association of the Company**

Written Resolutions

IT IS HEREBY RESOLVED:-

1. That in accordance with s.366A of the Companies Act 1985 ("CA 1985"), the Company dispense with the holding of an annual general meeting in 1999 and 2000.
2. That in accordance with the provisions of s.252 CA 1985, the Company dispense with the laying of accounts and reports before the Company in General Meeting in respect of the period ended 30 April 2000 and that the Directors' Report and the Audited Statement of the Accounts for the period ended 30 April 2000 be approved and adopted.
3. That the appointment of Christopher Batterham to the board of Directors on 25 January 2001 be confirmed.
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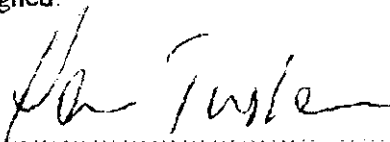
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- 4.1 Subject to Section 80 of the Act and to Article 4.2 below, all unissued shares shall be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper.
- 4.2 (a) Pursuant to and in accordance with Section 80 of the Act, the Directors shall be generally and unconditionally authorised to exercise during the period of five years from the date of adoption of these Articles all the powers of the Company to allot relevant securities up to an aggregate nominal amount of ~~£60,000~~ £80,000; and
- (b) by such authority the Directors may make offers or agreements which would or might require the allotment of relevant securities after the expiry of such period.
- 4.3 Subject to Article 4.2(a) above, sections 89(1) and 90(1) to (6) of the Act shall not apply to the Company, in accordance with section 81(1) of the Act.
- 4.4 Words and expressions defined in or for the purposes of the said Section 80 or the said Section 89 shall bear the same meanings in this Article 4 "

Dated:

22 - MAY - 2001

Signed:


.....

SCHEDULE 2

THE SPORTING EXCHANGE LIMITED

**Resolutions in Writing of all the Members of the above Company passed in
accordance with the Articles of Association of the Company**

Written Resolutions

IT IS HEREBY RESOLVED:-

1. That in accordance with s.366A of the Companies Act 1985 ("CA 1985"), the Company dispense with the holding of an annual general meeting in 1999 and 2000.
2. That in accordance with the provisions of s.252 CA 1985, the Company dispense with the laying of accounts and reports before the Company in General Meeting in respect of the period ended 30 April 2000 and that the Directors' Report and the Audited Statement of the Accounts for the period ended 30 April 2000 be approved and adopted.
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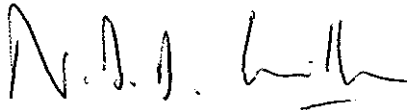
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- 4.1 Subject to Section 80 of the Act and to Article 4.2 below, all unissued shares shall be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper.
- 4.2 (a) Pursuant to and in accordance with Section 80 of the Act, the Directors shall be generally and unconditionally authorised to exercise during the period of five years from the date of adoption of these Articles all the powers of the Company to allot relevant securities up to an aggregate nominal amount of £80,000; and
(b) by such authority the Directors may make offers or agreements which would or might require the allotment of relevant securities after the expiry of such period.
- 4.3 Subject to Article 4.2(a) above, sections 89(1) and 90(1) to (6) of the Act shall not apply to the Company, in accordance with section 91(1) of the Act.
- 4.4 Words and expressions defined in or for the purposes of the said Section 80 or the said Section 89 shall bear the same meanings in this Article 4."

Dated:

21-2-01

Signed:



.....
NDD WILLIAMS

SCHEDULE 2

THE SPORTING EXCHANGE LIMITED

**Resolutions in Writing of all the Members of the above Company passed in
accordance with the Articles of Association of the Company**

Written Resolutions

IT IS HEREBY RESOLVED:-

1. That in accordance with s.366A of the Companies Act 1985 ("CA 1985"), the Company dispense with the holding of an annual general meeting in 1999 and 2000.
2. That in accordance with the provisions of s.252 CA 1985, the Company dispense with the laying of accounts and reports before the Company in General Meeting in respect of the period ended 30 April 2000 and that the Directors' Report and the Audited Statement of the Accounts for the period ended 30 April 2000 be approved and adopted.
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SS

W. J. J. J.

Page 7 of 7

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- 4.1 Subject to Section 80 of the Act and to Article 4.2 below, all unissued shares shall be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper.
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- 4.4 Words and expressions defined in or for the purposes of the said Section 80 or the said Section 89 shall bear the same meanings in this Article 4."

Dated:

9/3/01

Signed:



DIRECTOR ENGLANDSIA LTD

SCHEDULE 2

THE SPORTING EXCHANGE LIMITED

**Resolutions in Writing of all the Members of the above Company passed in
accordance with the Articles of Association of the Company**

Written Resolutions

IT IS HEREBY RESOLVED:-

1. That in accordance with s.366A of the Companies Act 1985 ("CA 1985"), the Company dispense with the holding of an annual general meeting in 1999 and 2000.
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- 4.4 Words and expressions defined in or for the purposes of the said Section 80 or the said Section 89 shall bear the same meanings in this Article 4."

Dated: 27/3/01

Signed:

Giselle Davies

SCHEDULE 2

THE SPORTING EXCHANGE LIMITED

**Resolutions in Writing of all the Members of the above Company passed in
accordance with the Articles of Association of the Company**

Written Resolutions

IT IS HEREBY RESOLVED:-

1. That in accordance with s.366A of the Companies Act 1985 ("CA 1985"), the Company dispense with the holding of an annual general meeting in 1999 and 2000.
2. That in accordance with the provisions of s.252 CA 1985, the Company dispense with the laying of accounts and reports before the Company in General Meeting in respect of the period ended 30 April 2000 and that the Directors' Report and the Audited Statement of the Accounts for the period ended 30 April 2000 be approved and adopted.
3. That the appointment of Christopher Batterham to the board of Directors on 25 January 2001 be confirmed.
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5. That article 4 of the Articles of Association of the Company be amended as set out below such that: (i) the directors be unconditionally authorized for the purposes of s.80 CA 1985 to allot, grant options over or otherwise dispose of unissued shares up to an aggregate nominal amount of £80,000 at any time or times prior to the fifth anniversary of the date on which this resolution takes effect; and (ii) the rights of pre-emption contained in Section 89(1) of CA1985 shall not apply to any such disposal of shares up to such limit during such period. For these purposes, new articles incorporating these amendments shall be deemed to have been adopted from the date on which this resolution takes effect.

*4.

- 4.1 Subject to Section 80 of the Act and to Article 4.2 below, all unissued shares shall be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper.
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- 4.3 Subject to Article 4.2(a) above, sections 89(1) and 90(1) to (6) of the Act shall not apply to the Company, in accordance with section 91(1) of the Act.
- 4.4 Words and expressions defined in or for the purposes of the said Section 80 or the said Section 89 shall bear the same meanings in this Article 4."

Dated: 28.03.01

Signed:



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R WITHERS GREEN

SCHEDULE 2

THE SPORTING EXCHANGE LIMITED

**Resolutions in Writing of all the Members of the above Company passed in
accordance with the Articles of Association of the Company**

Written Resolutions

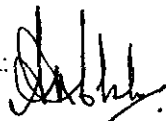
IT IS HEREBY RESOLVED:-

1. That in accordance with s.366A of the Companies Act 1985 ("CA 1985"), the Company dispense with the holding of an annual general meeting in 1999 and 2000.
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- 4.4 Words and expressions defined in or for the purposes of the said Section 80 or the said Section 89 shall bear the same meanings in this Article 4."

Dated: 16/02/01

Signed: 

ANDREW BLACK.

SCHEDULE 2

THE SPORTING EXCHANGE LIMITED

**Resolutions in Writing of all the Members of the above Company passed in
accordance with the Articles of Association of the Company**

Written Resolutions

IT IS HEREBY RESOLVED:-

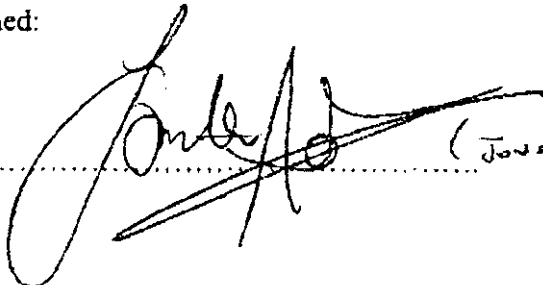
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- 4.4 Words and expressions defined in or for the purposes of the said Section 80 or the said Section 89 shall bear the same meanings in this Article 4."

Dated: 28th February, 2001

Signed:

 (JONATHAN ADAMS)

SCHEDULE 2

THE SPORTING EXCHANGE LIMITED

**Resolutions in Writing of all the Members of the above Company passed in
accordance with the Articles of Association of the Company**

Written Resolutions

IT IS HEREBY RESOLVED:-

1. That in accordance with s.366A of the Companies Act 1985 ("CA 1985"), the Company dispense with the holding of an annual general meeting in 1999 and 2000.
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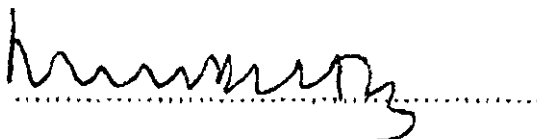
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- 4.4 Words and expressions defined in or for the purposes of the said Section 80 or the said Section 89 shall bear the same meanings in this Article 4."

Dated:

6.02.01

Signed:



FOR & ON BEHALF OF BELLESGROVE INVESTMENTS LIMITED

SCHEDULE 2

THE SPORTING EXCHANGE LIMITED

Resolutions in Writing of all the Members of the above Company passed in accordance with the Articles of Association of the Company

Written Resolutions

IT IS HEREBY RESOLVED:-

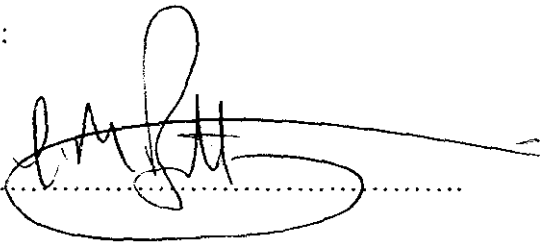
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- 4.4 Words and expressions defined in or for the purposes of the said Section 80 or the said Section 89 shall bear the same meanings in this Article 4."

Dated: 25 Feb 2017.

Signed:

A handwritten signature in black ink, appearing to be 'C. Bott', is written over a horizontal dotted line. The signature is stylized with a large loop and a long horizontal stroke extending to the right.

C. BOTT

SCHEDULE 2

THE SPORTING EXCHANGE LIMITED

**Resolutions in Writing of all the Members of the above Company passed in
accordance with the Articles of Association of the Company**

Written Resolutions

IT IS HEREBY RESOLVED:-

1. That in accordance with s.366A of the Companies Act 1985 ("CA 1985"), the Company dispense with the holding of an annual general meeting in 1999 and 2000.
2. That in accordance with the provisions of s.252 CA 1985, the Company dispense with the laying of accounts and reports before the Company in General Meeting in respect of the period ended 30 April 2000 and that the Directors' Report and the Audited Statement of the Accounts for the period ended 30 April 2000 be approved and adopted.
3. That the appointment of Christopher Batterham to the board of Directors on 25 January 2001 be confirmed.
4. That Nunn Hayward be re-appointed auditors of the company until the next general meeting at which accounts are laid before the company and that the Directors be authorized to fix their remuneration.
5. That article 4 of the Articles of Association of the Company be amended as set out below such that: (i) the directors be unconditionally authorized for the purposes of s.80 CA 1985 to allot, grant options over or otherwise dispose of unissued shares up to an aggregate nominal amount of £80,000 at any time or times prior to the fifth anniversary of the date on which this resolution takes effect; and (ii) the rights of pre-emption contained in Section 89(1) of CA1985 shall not apply to any such disposal of shares up to such limit during such period. For these purposes, new articles incorporating these amendments shall be deemed to have been adopted from the date on which this resolution takes effect.

*4.

4.1 Subject to Section 80 of the Act and to Article 4.2 below, all unissued shares shall be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper.

4.2 (a) Pursuant to and in accordance with Section 80 of the Act, the Directors shall be generally and unconditionally authorised to exercise during the period of five years from the date of adoption of these Articles all the powers of the Company to allot relevant securities up to an aggregate nominal amount of ~~£50,000~~ £80,000; and

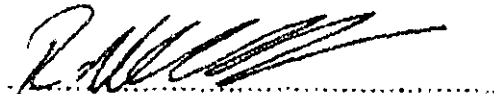
(b) by such authority the Directors may make offers or agreements which would or might require the allotment of relevant securities after the expiry of such period.

4.3 Subject to Article 4.2(a) above, sections 89(1) and 90(1) to (8) of the Act shall not apply to the Company, in accordance with section 91(1) of the Act.

4.4 Words and expressions defined in or for the purposes of the said Section 80 or the said Section 89 shall bear the same meanings in this Article 4."

Dated: 27/3/01

Signed:



RICHARD CAMPBELL-BREEDEN