



THE COMPANIES ACT 2006

LEISURE CONNECTION (HOLDINGS) LIMITED (the "Company")

WRITTEN RESOLUTIONS

19 August Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions be passed as special resolutions (the "**Special Resolutions**") 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 Resolutions by way of written resolutions.

THAT:

- 13 1 the provisions of the following documents be and they are hereby approved,
 - (a) a guarantee and debenture (the "**Guarantee and Debenture**") to be entered into, on or about the date of this resolution, by the Company and certain other companies in the group (the "**Group**") pursuant to which the Company will guarantee the punctual performance by each relevant obligor of all obligations under a senior term and revolving facilities agreement and a senior preferred facility agreement and create fixed and floating charges over substantially all its assets and undertaking by way of security for the same, and
 - (b) the company intra-group loan agreement to be entered into by, among others, Danoptra Limited as borrower and the Company and certain other members of the Group as lenders,

together the "**Finance Documents**"
- 2 the Company execute, deliver and perform its obligations under the Finance Documents;
- 3 any director be and he is hereby authorised to do all such acts and things and agree and execute all such Finance Documents as may be required in order to implement the transactions contemplated by the Finance Documents on the basis that if any document needs to be executed as a deed that the same be executed by the Company in the manner prescribed by section 44 of the Companies Act 2006,
- 4 any director of the Company be authorised to execute the Finance Documents on behalf of the Company in the form produced to the meeting subject to such amendments and modifications as the director executing the same may agree and so that the director's signature of the Finance Documents shall be conclusive evidence of the agreement to such amendments or modifications,
- 5 any director or the secretary of the Company be and is hereby authorised to sign and deliver all such certificates and notices as may be required in connection with the Finance Documents,
- 6^x 6 the provision by the Company of financial assistance (as defined in section 152 of the Companies Act 1985), in relation to reducing or discharging liabilities incurred for the purpose of
 - (a) the acquisition by Danoptra Limited of 220,667,031 ordinary shares of 10p each, 2,599,011 deferred shares of 7p each and 12,437,054 preference shares of 8 25p each in the issued share capital of Kunick Limited,

by the Company giving guarantees and security in accordance with the Guarantee and Debenture in respect of loan facilities and entering into subordination and upstream loan arrangements (the "**Assistance Documents**") a confirmation that the guarantees and indemnities and security granted by it pursuant to an existing guarantee and debenture will continue in full force and effect, all as more fully described in the directors' statutory declaration of solvency in Form 155(6)(a), a copy of which is attached to this resolution, be approved,

- 7 the giving of financial assistance for the acquisitions described at paragraph 6 by, Leisure Connection Limited, being a subsidiary of the Company, by the execution of, and the subsequent exercise of rights under the Assistance Documents and their confirmations be approved; and

- 8 the Company be and is hereby instructed and authorised to amend its Articles of Association so that the following will be added as Articles 5 and 6

" **LIEN**

5 The Company shall have a first and paramount lien on every share (not being a fully paid share) for all moneys (whether presently payable or not) payable at a fixed time or call in respect of that share. The board may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien on a share shall extend to any amount payable in respect of it

6 Notwithstanding anything contained in these Articles, the Company shall not have a first and paramount lien on all or any shares (including but not limited to any dividends or other moneys payable or rights accruing in respect thereof), whether or not fully paid, which have been mortgaged or charged by way of security, to a bank or institution whether as agent and security trustee for a group of banks or institutions or otherwise, or to any nominees or any transferee of such bank or institution (a "Secured Institution") Regulation 8 in Table A shall be modified accordingly "

all subsequent Articles shall be renumbered accordingly

AGREEMENT:

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

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



for and on behalf of
Kunick Limited

Date 19 August 2008

NOTES:

- 1 If you agree to the resolutions, 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 resolutions, 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 resolutions you may not revoke your agreement
- 3 Unless by the date which is 28 days from the circulation of the resolutions, sufficient agreement has been received the resolutions to pass, they will lapse If you agree to the resolutions, please ensure that your agreement reaches us before or on this date