

Company No 3882481

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS
(Section 288 Companies Act 2006)

OF

EUROGAMER NETWORK LIMITED (the "Company")

Dated: 23 April 2008

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that resolutions 1 to 4 below are passed as special resolutions (together the "Special Resolutions")

SPECIAL RESOLUTIONS


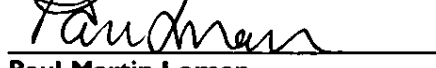

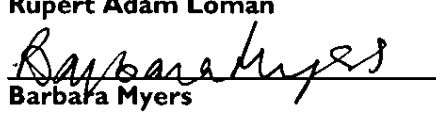
- 1 **IT IS RESOLVED** that the agreement attached to this written resolution and signed for identification by a director of the Company, which is expressed to be made between the Company (1) and Patrick Garratt ("Mr Garratt") (2) (the "Garratt Agreement") and providing for the off-market purchase by the Company of 1 ordinary share of £1 in the capital of the Company from Mr Garratt (the "Garratt Share") on the terms specified in the Garratt Agreement, be and is hereby approved and authorised for the purposes of section 164 of the Companies Act 1985 (as amended) (the "Act") and that the directors be and are hereby authorised and requested to procure the Company enter into the Garratt Agreement.
- 2 **IT IS RESOLVED** that all rights of pre-emption granted to each of us by the articles of association of the Company or otherwise in respect of the purchase of the Garratt Share by the Company be and are hereby waived
- 3 **IT IS RESOLVED** that the directors and the secretary be authorised to complete the purchase of the Garratt Share in accordance with the terms of the Garratt Agreement.
- 4 **IT IS RESOLVED** that the shares which the Company shall have power to issue in place of the Garratt Share purchased by the Company by virtue of section 160(5) of the Act shall be an ordinary share of £1



Agreement

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

The undersigned, being all the members of the Company who are entitled to vote on the Special Resolutions at the date of circulation of the Special Resolutions having been supplied with a copy of the Garratt Agreement pursuant to Schedule 15A of the Companies Act 1985, hereby irrevocably agree to the Special Resolutions

 _____ Nicholas James Loman	Date 28 th April 2008
 _____ Paul Martin Loman	Date 28 th April 2008
 _____ Rupert Adam Loman	Date 28 th April 2008
 _____ Barbara Myers	Date 28 April 2008
_____ Mat Bettinson	Date 2008
_____ Tom Bramwell	Date 2008
_____ Robert Fahey	Date 2008
_____ Mark Kennedy	Date 2008
_____ Kristan Reed	Date 2008
_____ Gareth Johnson	Date 2008

NOTES

- 1 You can choose to agree to all of the Special Resolutions or none of them but you cannot agree to only some of the resolutions. If you agree to all of the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods
- 1.1 **By Hand** delivering the signed copy to Paul Martin Loman at 2nd Floor, Wenlock House, 41-43 North Street, Brighton BN1 1RH
- 1.2 **Post**, returning the signed copy by post to Paul Martin Loman at 2nd Floor, Wenlock House, 41-43 North Street, Brighton BN1 1RH.
- 1.3 **Fax** faxing the signed copy to 01273 555898 marked "For the attention of Paul Martin Loman"
- 1.4 **E-mail** by attaching a scanned copy of the signed document to an e-mail and sending it to paul@loman.net. Please enter "Written resolutions dated 23 April 2008" in the e-mail subject box

If you do not agree to all of 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 30 April 2008, sufficient agreement has been received for the resolutions to pass, they will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or during this date.
- 4 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.