

Company No 3966166

THE COMPANIES ACTS 1985 AND 2006

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

TANGRAM LEISURE LIMITED

CIRCULATION DATE 20th February 2008

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 the Directors propose, in each case conditional upon and effective (if passed) as from the date of execution of an investment agreement proposed to be entered into by the Company, Paul Cronk and others (as Managers), the Investors (Hotbed Investors) and Decade Investments Limited substantially in the form of the draft accompanying these resolutions within the period specified in note 6 below (the "Condition"), that -

- the resolution numbered 1 below be passed as an ordinary resolution (the 'Ordinary Resolution') and
- the resolutions numbered 2 and 3 below be passed as special resolutions (together the 'Special Resolutions')

ORDINARY RESOLUTION

- 1 That the Directors be and are hereby authorised generally and unconditionally pursuant to and in accordance with Section 80 of the Companies Act 1985 to exercise for a period from the date of the passing of this resolution until the fifth anniversary thereof all the powers of the Company to allot relevant securities up to an aggregate nominal amount equal to the nominal amount of the authorised but unissued share capital of the Company (being 20,202,705 ordinary shares of 10p each) and to make offers or agreements which would or might require relevant securities to be allotted after the expiry of the said period provided that such allotments will fall within the limit aforesaid if made during the said period, for the purposes of this Resolution words and expressions defined in or for the purposes of the said Section 80 shall bear the same meaning in this resolution

SPECIAL RESOLUTIONS

- 2 That the regulations contained in the document attached to this resolution and signed for identification purposes by the Company Secretary be and they are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company
- 3 That any rights of pre-emption whether under the existing or new Articles of Association of the Company or under if Section 89(1) of the Companies Act 1985 or otherwise be disapplied in relation to the securities that the Directors are authorised to allot under the resolution numbered 1 above

File No 3966166/1/1

CERTIFIED A TRUE COPY
OF THE ORIGINAL

FOX WILLIAMS 11.3.08
FOX WILLIAMS LLP
TEN DOMINION STREET
LONDON EC2M 2EE

TUESDAY



AXOV9YWT

A44

15/04/2008

377

COMPANIES HOUSE

AGREEMENT

Please read the Notes attached to this document before signifying your agreement to the Ordinary Resolution and Special Resolutions.

We the undersigned (being the only members who are entitled to vote on the Ordinary Resolution and Special Resolutions on the Circulation Date) hereby irrevocably agree to the Ordinary Resolution and Special Resolutions

Shareholder name: SARAH DINGLEBY Signed: Sarah Dingleby
(please print)

Date: 22/2/08

NOTES

- 1 You can choose to agree to all of the Ordinary Resolution and Special Resolutions (together the "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 before 5.00pm on Wednesday 27th 2008 (the "Lapse Date") using one of the following methods:
 - 1.1 **By Hand** delivering the signed copy to:
The Company Secretary, Tangram Leisure Limited c/o First Step, Unit 19 Leaffield Trading Estate, CORSHAM, Wiltshire SN13 9SW;
 - 1.2 **Post**: returning the signed copy by post to:
The Company Secretary, Tangram Leisure Limited c/o First Step, Unit 19 Leaffield Trading Estate, CORSHAM, Wiltshire SN13 9SW;
 - 1.3 **Fax**: faxing the signed copy to 01225 811427 marked "For the attention of the Company Secretary, Tangram Leisure Limited".
 - 1.4 **E-mail**: by attaching a scanned copy of the signed document to an e-mail and sending it to:
paul@prcenterprises.co.uk
Please enter "Written Tangram resolutions dated 20th February 2008" in the e-mail subject box.
- 2 If you do not agree with the Resolutions, you do not need to do anything. You will not be deemed to agree if you fail to reply.
- 3 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
- 4 The Resolutions will be passed when the required majority of eligible members have signified their agreement to them but shall only take effect upon the satisfaction of the Condition.
- 5 If the Resolutions are not passed by the Lapse Date they will lapse. If the Company receives your signed document after the Lapse Date your agreement to the Resolutions will be ineffective.
- 6 If the Condition is not satisfied on or before the date and time which is 30 days after the expiry of the Lapse Date, then the Resolutions shall not be effective.
- 7 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
- 8 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.

Company No 3966166

THE COMPANIES ACTS 1985 AND 2006

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

TANGRAM LEISURE LIMITED

CIRCULATION DATE 20th February 2008

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 the Directors propose, in each case conditional upon and effective (if passed) as from the date of execution of an investment agreement proposed to be entered into by the Company, Paul Cronk and others (as Managers), the Investors (Holbec Investors) and Decade Investments Limited substantially in the form of the draft accompanying these resolutions within the period specified in note 6 below (the "Condition"), that -

- the resolution numbered 1 below be passed as an ordinary resolution (the "Ordinary Resolution") and
- the resolutions numbered 2 and 3 below be passed as special resolutions (together the "Special Resolutions")

ORDINARY RESOLUTION

- 1 That the Directors be and are hereby authorised generally and unconditionally pursuant to and in accordance with Section 80 of the Companies Act 1985 to exercise for a period from the date of the passing of this resolution until the fifth anniversary thereof all the powers of the Company to allot relevant securities up to an aggregate nominal amount equal to the nominal amount of the authorised but unissued share capital of the Company (being 20,202,705 ordinary shares of 10p each) and to make offers or agreements which would or might require relevant securities to be allotted after the expiry of the said period provided that such allotments will fall within the limit aforesaid if made during the said period, for the purposes of this Resolution words and expressions defined in or for the purposes of the said Section 80 shall bear the same meaning in this resolution

SPECIAL RESOLUTIONS

- 2 That the regulations contained in the document attached to this resolution and signed for identification purposes by the Company Secretary be and they are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company
- 3 That any rights of pre-emption whether under the existing or new Articles of Association of the Company or under if Section 89(1) of the Companies Act 1985 or otherwise be disappplied in relation to the securities that the Directors are authorised to allot under the resolution numbered 1 above

th uk 2055 005 11

CERTIFIED A TRUE COPY
OF THE ORIGINAL
FOX WILLIAMS 11.3.08
FOX WILLIAMS LLP
TEN DOMINION STREET
LONDON EC2M 2EE

AGREEMENT

Please read the Notes attached to this document before signifying your agreement to the Ordinary Resolution and Special Resolutions

We the undersigned (being the only members who are entitled to vote on the Ordinary Resolution and Special Resolutions on the Circulation Date) hereby irrevocably agree to the Ordinary Resolution and Special Resolutions

Shareholder name
(please print)

H. L. SMOKER

Signed



Date

5-3-2008

NOTES

- 1 You can choose to agree to the all of the Ordinary Resolution and Special Resolutions (together the '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 before 5 00pm on Wednesday 27th 2008 (the "Lapse Date") using one of the following methods
 - 1.1 By Hand delivering the signed copy to
The Company Secretary Tangram Leisure Limited c/o First Step Unit 19 Leaffield Trading Estate CORSHAM Wiltshire SN13 9SW
 - 1.2 Post returning the signed copy by post to
The Company Secretary Tangram Leisure Limited c/o First Step Unit 19 Leaffield Trading Estate CORSHAM, Wiltshire SN13 9SW,
 - 1.3 Fax faxing the signed copy to 01225 811427 marked "For the attention of the Company Secretary Tangram Leisure Limited"
 - 1.4 E-mail by attaching a scanned copy of the signed document to an e-mail and sending it to
paul@prcenterpnses.co.uk
Please enter "Written Tangram resolutions dated 20th February 2008" in the e-mail subject box
- 2 If you do not agree with the Resolutions you do not need to do anything. You will not be deemed to agree if you fail to reply
- 3 Once you have indicated your agreement to the Resolutions you may not revoke your agreement
- 4 The Resolutions will be passed when the required majority of eligible members have signified their agreement to them but shall only take effect upon the satisfaction of the Condition
- 5 If the Resolutions are not passed by the Lapse Date they will lapse. If the Company receives your signed document after the Lapse Date your agreement to the Resolutions will be ineffective
- 6 If the Condition is not satisfied on or before the date and time which is 30 days after the expiry of the Lapse Date then the Resolutions shall not be effective
- 7 In the case of joint holders of shares only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members
- 8 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

Company No. 3966166

THE COMPANIES ACTS 1985 AND 2006

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

TANGRAM LEISURE LIMITED

CIRCULATION DATE 20th February 2008

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 the Directors propose, in each case conditional upon and effective (if passed) as from the date of execution of an investment agreement proposed to be entered into by the Company, Paul Cronk and others (as Managers), the Investors (Hotbed Investors) and Decade Investments Limited substantially in the form of the draft accompanying these resolutions within the period specified in note 6 below (the "Condition"), that -

- the resolution numbered 1 below be passed as an ordinary resolution (the "Ordinary Resolution"), and
- the resolutions numbered 2 and 3 below be passed as special resolutions (together the "Special Resolutions")

ORDINARY RESOLUTION

- 1 That the Directors be and are hereby authorised generally and unconditionally pursuant to and in accordance with Section 80 of the Companies Act 1985 to exercise for a period from the date of the passing of this resolution until the fifth anniversary thereof all the powers of the Company to allot relevant securities up to an aggregate nominal amount equal to the nominal amount of the authorised but unissued share capital of the Company (being 20,202,705 ordinary shares of 10p each) and to make offers or agreements which would or might require relevant securities to be allotted after the expiry of the said period provided that such allotments will fall within the limit aforesaid if made during the said period, for the purposes of this Resolution words and expressions defined in or for the purposes of the said Section 80 shall bear the same meaning in this resolution

SPECIAL RESOLUTIONS

- 2 That the regulations contained in the document attached to this resolution and signed for identification purposes by the Company Secretary be and they are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company
- 3 That any rights of pre-emption whether under the existing or new Articles of Association of the Company or under if Section 89(1) of the Companies Act 1985 or otherwise be disapplied in relation to the securities that the Directors are authorised to allot under the resolution numbered 1 above

AGREEMENT

Please read the Notes attached to this document before signifying your agreement to the Ordinary Resolution and Special Resolutions.

We the undersigned (being the only members who are entitled to vote on the Ordinary Resolution and Special Resolutions on the Circulation Date) hereby irrevocably agree to the Ordinary Resolution and Special Resolutions.

Shareholder name: W. T. Sanders
(please print)

Signed

W. T. Sanders

Date 5.3.08

NOTES

- 1 You can choose to agree to all of the Ordinary Resolution and Special Resolutions (together the "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 before 5.00pm on Wednesday 27th 2008 (the "Lapse Date") using one of the following methods

- 1.1 By Hand delivering the signed copy to

The Company Secretary, Tangram Leisure Limited c/o First Step Unit 19 Leaffield Trading Estate, CORSHAM, Wiltshire SN13 9SW,

- 1.2 Post returning the signed copy by post to

The Company Secretary Tangram Leisure Limited c/o First Step, Unit 19 Leaffield Trading Estate CORSHAM, Wiltshire SN13 9SW,

- 1.3 Fax faxing the signed copy to 01225 811427 marked "For the attention of the Company Secretary Tangram Leisure Limited"

- 1.4 E-mail, by attaching a scanned copy of the signed document to an e-mail and sending it to

paul@prcenterprises.co.uk

Please enter "Written Tangram Resolutions dated 20th February 2008" in the e-mail subject box

- 2 If you do not agree with the Resolutions, you do not need to do anything. You will not be deemed to agree if you fail to reply.
- 3 Once you have indicated your agreement to the Resolutions you may not revoke your agreement.
- 4 The Resolutions will be passed when the required majority of eligible members have signified their agreement to them but shall only take effect upon the satisfaction of the Condition.
- 5 If the Resolutions are not passed by the Lapse Date they will lapse. If the Company receives your signed document after the Lapse Date your agreement to the Resolutions will be ineffective.
- 6 If the Condition is not satisfied on or before the date and time which is 30 days after the expiry of the Lapse Date then the Resolutions shall not be effective.
- 7 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
- 8 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.

Alexander Boswell
10,820 shares -

Company No. 3966166

THE COMPANIES ACTS 1985 AND 2006

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

TANGRAM LEISURE LIMITED

CIRCULATION DATE 20th February 2008

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 the Directors propose, in each case conditional upon and effective (if passed) as from the date of execution of an investment agreement proposed to be entered into by the Company, Paul Cronk and others (as Managers), the Investors (Hotbed Investors) and Decade Investments Limited substantially in the form of the draft accompanying these resolutions within the period specified in note 6 below (the "Condition"), that -

- the resolution numbered 1 below be passed as an ordinary resolution (the "Ordinary Resolution"), and
- the resolutions numbered 2 and 3 below be passed as special resolutions (together the "Special Resolutions")

ORDINARY RESOLUTION

1. That the Directors be and are hereby authorised generally and unconditionally pursuant to and in accordance with Section 80 of the Companies Act 1985 to exercise for a period from the date of the passing of this resolution until the fifth anniversary thereof all the powers of the Company to allot relevant securities up to an aggregate nominal amount equal to the nominal amount of the authorised but unissued share capital of the Company (being 20,202,705 ordinary shares of 10p each) and to make offers or agreements which would or might require relevant securities to be allotted after the expiry of the said period provided that such allotments will fall within the limit aforesaid if made during the said period, for the purposes of this Resolution words and expressions defined in or for the purposes of the said Section 80 shall bear the same meaning in this resolution

SPECIAL RESOLUTIONS

- 2 That the regulations contained in the document attached to this resolution and signed for identification purposes by the Company Secretary be and they are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company
- 3 That any rights of pre-emption whether under the existing or new Articles of Association of the Company or under if Section 89(1) of the Companies Act 1985 or otherwise be disappplied in relation to the securities that the Directors are authorised to allot under the resolution numbered 1 - above

AGREEMENT

Please read the Notes¹ attached to this document before signifying your agreement to the Ordinary Resolution and Special Resolutions.

We the undersigned (being the only members who are entitled to vote on the Ordinary Resolution and Special Resolutions on the Circulation Date) hereby irrevocably agree to the Ordinary Resolution and Special Resolutions

Shareholder name:
(please print)

A. Boswell

Signed:

A. Boswell

Date

25.2.08

NOTES

- 1 You can choose to agree to the all of the Ordinary Resolution and Special Resolutions (together the "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 before 5.00pm on Wednesday 27th 2008 (the "Lapse Date") using one of the following methods

- 1.1 **By Hand** delivering the signed copy to

The Company Secretary, Tangram Leisure Limited c/o First Step, Unit 19 Leaffield Trading Estate, CORSHAM, Wiltshire SN13 9SW,

- 1.2 **Post** returning the signed copy by post to

The Company Secretary, Tangram Leisure Limited c/o First Step, Unit 19 Leaffield Trading Estate, CORSHAM, Wiltshire SN13 9SW,

- 1.3 **Fax**, faxing the signed copy to 01225 811427 marked "For the attention of the Company Secretary, Tangram Leisure Limited"

- 1.4 **E-mail** by attaching a scanned copy of the signed document to an e-mail and sending it to

paul@prcenternrises.co.uk

Please enter "Written Tangram resolutions dated 20th February 2008" in the e-mail subject box

- 2 If you do not agree with the Resolutions, you do not need to do anything. You will not be deemed to agree if you fail to reply
- 3 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement
- 4 The Resolutions will be passed when the required majority of eligible members have signified their agreement to them but shall only take effect upon the satisfaction of the Condition
- 5 If the Resolutions are not passed by the Lapse Date they will lapse. If the Company receives your signed document after the Lapse Date your agreement to the Resolutions will be ineffective
- 6 If the Condition is not satisfied on or before the date and time which is 30 days after the expiry of the Lapse Date then the Resolutions shall not be effective
- 7 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members
- 8 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

Company No 3966166

5?
Gm 2mg
20,833 shares

THE COMPANIES ACTS 1985 AND 2006

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

TANGRAM LEISURE LIMITED

CIRCULATION DATE 20th February 2008

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 the Directors propose, in each case conditional upon and effective (if passed) as from the date of execution of an investment agreement proposed to be entered into by the Company, Paul Cronk and others (as Managers), the Investors (Hotbed Investors) and Decade Investments Limited substantially in the form of the draft accompanying these resolutions within the period specified in note 6 below (the "Condition"), that -

- the resolution numbered 1 below be passed as an ordinary resolution (the "Ordinary Resolution"), and
- the resolutions numbered 2 and 3 below be passed as special resolutions (together the "Special Resolutions")

ORDINARY RESOLUTION

- 1 That the Directors be and are hereby authorised generally and unconditionally pursuant to and in accordance with Section 80 of the Companies Act 1985 to exercise for a period from the date of the passing of this resolution until the fifth anniversary thereof all the powers of the Company to allot relevant securities up to an aggregate nominal amount equal to the nominal amount of the authorised but unissued share capital of the Company (being 20,202,705 ordinary shares of 10p each) and to make offers or agreements which would or might require relevant securities to be allotted after the expiry of the said period provided that such allotments will fall within the limit aforesaid if made during the said period, for the purposes of this Resolution words and expressions defined in or for the purposes of the said Section 80 shall bear the same meaning in this resolution

SPECIAL RESOLUTIONS

- 2 That the regulations contained in the document attached to this resolution and signed for identification purposes by the Company Secretary be and they are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company
- 3 That any rights of pre-emption whether under the existing or new Articles of Association of the Company or under if Section 89(1) of the Companies Act 1985 or otherwise be disapplied in relation to the securities that the Directors are authorised to allot under the resolution numbered 1 above

AGREEMENT

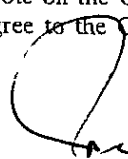
Please read the Notes attached to this document before signifying your agreement to the Ordinary Resolution and Special Resolutions

We the undersigned (being the only members who are entitled to vote on the Ordinary Resolution and Special Resolutions on the Circulation Date) hereby irrevocably agree to the Ordinary Resolution and Special Resolutions

Shareholder name:
(please print)

S. 10/14

Signed



Date

22/2/08

NOTES

- 1 You can choose to agree to the all of the Ordinary Resolution and Special Resolutions (together the "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 before 5 00pm on Wednesday 27th 2008 (the "Lapse Date") using one of the following methods
 - 1.1 **By Hand** delivering the signed copy to
The Company Secretary, Tangram Leisure Limited c/o First Step, Unit 19 Leaffield Trading Estate, CORSHAM Wiltshire SN13 9SW,
 - 1.2 **Post** returning the signed copy by post to
The Company Secretary Tangram Leisure Limited c/o First Step Unit 19 Leaffield Trading Estate CORSHAM Wiltshire SN13 9SW,
 - 1.3 **Fax** faxing the signed copy to 01225 811427 marked "For the attention of the Company Secretary, Tangram Leisure Limited"
 - 1.4 **E-mail** by attaching a scanned copy of the signed document to an e-mail and sending it to
paul@prcenterpnse.co.uk
Please enter "Written Tangram resolutions dated 20th February 2008" in the e-mail subject box
- 2 If you do not agree with the Resolutions, you do not need to do anything. You will not be deemed to agree if you fail to reply.
- 3 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
- 4 The Resolutions will be passed when the required majority of eligible members have signified their agreement to them but shall only take effect upon the satisfaction of the Condition.
- 5 If the Resolutions are not passed by the Lapse Date they will lapse. If the Company receives your signed document after the Lapse Date your agreement to the Resolutions will be ineffective.
- 6 If the Condition is not satisfied on or before the date and time which is 30 days after the expiry of the Lapse Date then the Resolutions shall not be effective.
- 7 In the case of joint holders of shares only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
- 8 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.

Company No. 3966166

C - 104.
Chin Mung 2007
26, 4 IT shares

THE COMPANIES ACTS 1985 AND 2006

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

TANGRAM LEISURE LIMITED

CIRCULATION DATE 20th February 2008

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 the Directors propose, in each case conditional upon and effective (if passed) as from the date of execution of an investment agreement proposed to be entered into by the Company, Paul Cronk and others (as Managers), the Investors (Hotbed Investors) and Decade Investments Limited substantially in the form of the draft accompanying these resolutions within the period specified in note 6 below (the "Condition"), that -

- the resolution numbered 1 below be passed as an ordinary resolution (the "Ordinary Resolution") and
- the resolutions numbered 2 and 3 below be passed as special resolutions (together the "Special Resolutions")

ORDINARY RESOLUTION

- 1 That the Directors be and are hereby authorised generally and unconditionally pursuant to and in accordance with Section 80 of the Companies Act 1985 to exercise for a period from the date of the passing of this resolution until the fifth anniversary thereof all the powers of the Company to allot relevant securities up to an aggregate nominal amount equal to the nominal amount of the authorised but unissued share capital of the Company (being 20,202,705 ordinary shares of 10p each) and to make offers or agreements which would or might require relevant securities to be allotted after the expiry of the said period provided that such allotments will fall within the limit aforesaid if made during the said period, for the purposes of this Resolution words and expressions defined in or for the purposes of the said Section 80 shall bear the same meaning in this resolution

SPECIAL RESOLUTIONS

- 2 That the regulations contained in the document attached to this resolution and signed for identification purposes by the Company Secretary be and they are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company
- 3 That any rights of pre-emption whether under the existing or new Articles of Association of the Company or under if Section 89(1) of the Companies Act 1985 or otherwise be disappplied in relation to the securities that the Directors are authorised to allot under the resolution numbered 1 above

AGREEMENT

Please read the Notes attached to this document before signifying your agreement to the Ordinary Resolution and Special Resolutions

We the undersigned (being the only members who are entitled to vote on the Ordinary Resolution and Special Resolutions on the Circulation Date) hereby irrevocably agree to the Ordinary Resolution and Special Resolutions

Shareholder name: *CHIN MING TONG* Signed
(please print)

Date *22/2/08*

NOTES

- 1 You can choose to agree to the all of the Ordinary Resolution and Special Resolutions (together the "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 before 5 00pm on Wednesday 27th 2008 (the "Lapse Date") using one of the following methods
 - 1.1 By Hand delivering the signed copy to
The Company Secretary Tangram Leisure Limited c/o First Step, Unit 19 Leaffield Trading Estate CORSHAM, Wiltshire SN13 9SW,
 - 1.2 Post returning the signed copy by post to
The Company Secretary, Tangram Leisure Limited c/o First Step Unit 19 Leaffield Trading Estate CORSHAM, Wiltshire SN13 9SW,
 - 1.3 Fax faxing the signed copy to 01225 811427 marked "For the attention of the Company Secretary Tangram Leisure Limited"
 - 1.4 E-mail by attaching a scanned copy of the signed document to an e-mail and sending it to
paul@prcenterpnses.co.uk
Please enter "Written Tangram resolutions dated 20th February 2008" in the e-mail subject box
- 2 If you do not agree with the Resolutions, you do not need to do anything. You will not be deemed to agree if you fail to reply.
- 3 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
- 4 The Resolutions will be passed when the required majority of eligible members have signified their agreement to them but shall only take effect upon the satisfaction of the Condition.
- 5 If the Resolutions are not passed by the Lapse Date they will lapse. If the Company receives your signed document after the Lapse Date your agreement to the Resolutions will be ineffective.
- 6 If the Condition is not satisfied on or before the date and time which is 30 days after the expiry of the Lapse Date, then the Resolutions shall not be effective.
- 7 In the case of joint holders of shares only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
- 8 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.

Company No. 3966166

FAO. Paul Cronk
Richard Picum
41,667 shares

THE COMPANIES ACTS 1985 AND 2006

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

TANGRAM LEISURE LIMITED

CIRCULATION DATE 20th February 2008

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 the Directors propose, in each case conditional upon and effective (if passed) as from the date of execution of an investment agreement proposed to be entered into by the Company, Paul Cronk and others (as Managers), the Investors (Hotbed Investors) and Decade Investments Limited substantially in the form of the draft accompanying these resolutions within the period specified in note 6 below (the "Condition"), that -

- the resolution numbered 1 below be passed as an ordinary resolution (the "Ordinary Resolution"), and
- the resolutions numbered 2 and 3 below be passed as special resolutions (together the "Special Resolutions")

ORDINARY RESOLUTION

- 1 That the Directors be and are hereby authorised generally and unconditionally pursuant to and in accordance with Section 80 of the Companies Act 1985 to exercise for a period from the date of the passing of this resolution until the fifth anniversary thereof all the powers of the Company to allot relevant securities up to an aggregate nominal amount equal to the nominal amount of the authorised but unissued share capital of the Company (being 20,202,705 ordinary shares of 10p each) and to make offers or agreements which would or might require relevant securities to be allotted after the expiry of the said period provided that such allotments will fall within the limit aforesaid if made during the said period, for the purposes of this Resolution words and expressions defined in or for the purposes of the said Section 80 shall bear the same meaning in this resolution

SPECIAL RESOLUTIONS

- 2 That the regulations contained in the document attached to this resolution and signed for identification purposes by the Company Secretary be and they are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company
- 3 That any rights of pre-emption whether under the existing or new Articles of Association of the Company or under if Section 89(1) of the Companies Act 1985 or otherwise be disapplied in relation to the securities that the Directors are authorised to allot under the resolution numbered 1 above

AGREEMENT

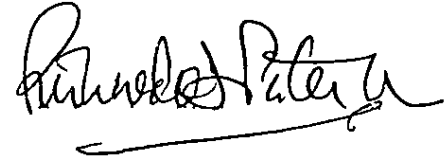
Please read the Notes attached to this document before signifying your agreement to the Ordinary Resolution and Special Resolutions.

We the undersigned (being the only members who are entitled to vote on the Ordinary Resolution and Special Resolutions on the Circulation Date) hereby irrevocably agree to the Ordinary Resolution and Special Resolutions

Shareholder name:
(please print)

R.O.J Paterson

Signed:



Date

22/2/08

NOTES

- 1 You can choose to agree to all of the Ordinary Resolution and Special Resolutions (together the "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 before 5.00pm on Wednesday 27th 2008 (the "Lapse Date") using one of the following methods

- 1.1 By Hand delivering the signed copy to

The Company Secretary, Tangram Leisure Limited c/o First Step, Unit 19 Leaffield Trading Estate, CORSHAM, Wiltshire SN13 9SW,

- 1.2 Post returning the signed copy by post to

The Company Secretary, Tangram Leisure Limited c/o First Step, Unit 19 Leaffield Trading Estate, CORSHAM, Wiltshire SN13 9SW,

- 1.3 Fax faxing the signed copy to 01225 811427 marked "For the attention of the Company Secretary, Tangram Leisure Limited"

- 1.4 E-mail, by attaching a scanned copy of the signed document to an e-mail and sending it to

paul@prcenterprises.co.uk

Please enter "Written Tangram resolutions dated 20th February 2008" in the e-mail subject box

- 2 If you do not agree with the Resolutions, you do not need to do anything. You will not be deemed to agree if you fail to reply.
- 3 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
- 4 The Resolutions will be passed when the required majority of eligible members have signified their agreement to them but shall only take effect upon the satisfaction of the Condition.
- 5 If the Resolutions are not passed by the Lapse Date they will lapse. If the Company receives your signed document after the Lapse Date your agreement to the Resolutions will be ineffective.
- 6 If the Condition is not satisfied on or before the date and time which is 30 days after the expiry of the Lapse Date, then the Resolutions shall not be effective.
- 7 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
- 8 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.

Company No. 3966166

Scanned version
Decade Investments Ltd
423,080 shares

THE COMPANIES ACTS 1985 AND 2006

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

TANGRAM LEISURE LIMITED

CIRCULATION DATE 20th February 2008

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 the Directors propose, in each case conditional upon and effective (if passed) as from the date of execution of an investment agreement proposed to be entered into by the Company, Paul Cronk and others (as Managers), the Investors (Hotbed Investors) and Decade Investments Limited substantially in the form of the draft accompanying these resolutions within the period specified in note 6 below (the "Condition"), that -

- the resolution numbered 1 below be passed as an ordinary resolution (the "Ordinary Resolution"), and
- the resolutions numbered 2 and 3 below be passed as special resolutions (together the "Special Resolutions")

ORDINARY RESOLUTION

- 1 That the Directors be and are hereby authorised generally and unconditionally pursuant to and in accordance with Section 80 of the Companies Act 1985 to exercise for a period from the date of the passing of this resolution until the fifth anniversary thereof all the powers of the Company to allot relevant securities up to an aggregate nominal amount equal to the nominal amount of the authorised but unissued share capital of the Company (being 20,202,705 ordinary shares of 10p each) and to make offers or agreements which would or might require relevant securities to be allotted after the expiry of the said period provided that such allotments will fall within the limit aforesaid if made during the said period, for the purposes of this Resolution words and expressions defined in or for the purposes of the said Section 80 shall bear the same meaning in this resolution

SPECIAL RESOLUTIONS

- 2 That the regulations contained in the document attached to this resolution and signed for identification purposes by the Company Secretary be and they are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company
- 3 That any rights of pre-emption whether under the existing or new Articles of Association of the Company or under if Section 89(1) of the Companies Act 1985 or otherwise be disappplied in relation to the securities that the Directors are authorised to allot under the resolution numbered 1 above

AGREEMENT

Please read the Notes attached to this document before signifying your agreement to the Ordinary Resolution and Special Resolutions.

We the undersigned (being the only members who are entitled to vote on the Ordinary Resolution and Special Resolutions on the Circulation Date) hereby irrevocably agree to the Ordinary Resolution and Special Resolutions

Shareholder name
(please print)

DECADE INVESTMENTS LTD.

Signed:

Authorised Signatory
For COS'GIN SERVICES LIMITED
Director

Authorised Signatory
For SPREAD SERVICES LIMITED
Director

Date

25th February 2008

NOTES

- 1 You can choose to agree to the all of the Ordinary Resolution and Special Resolutions (together the "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 before 5 00pm on Wednesday 27th 2008 (the "Lapse Date") using one of the following methods

- 1.1 By Hand delivering the signed copy to

The Company Secretary, Tangram Leisure Limited c/o First Step, Unit 19 Leaffield Trading Estate, CORSHAM, Wiltshire SN13 9SW,

- 1.2 Post returning the signed copy by post to

The Company Secretary, Tangram Leisure Limited c/o First Step, Unit 19 Leaffield Trading Estate, CORSHAM Wiltshire SN13 9SW,

- 1.3 Fax faxing the signed copy to 01225 811427 marked "For the attention of the Company Secretary, Tangram Leisure Limited"

- 1.4 E-mail by attaching a scanned copy of the signed document to an e-mail and sending it to

paul@prcenterprises.co.uk

Please enter "Written Tangram resolutions dated 20th February 2008" in the e-mail subject box

- 2 If you do not agree with the Resolutions, you do not need to do anything. You will not be deemed to agree if you fail to reply
- 3 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement
- 4 The Resolutions will be passed when the required majority of eligible members have signified their agreement to them but shall only take effect upon the satisfaction of the Condition
- 5 If the Resolutions are not passed by the Lapse Date they will lapse. If the Company receives your signed document after the Lapse Date your agreement to the Resolutions will be ineffective
- 6 If the Condition is not satisfied on or before the date and time which is 30 days after the expiry of the Lapse Date, then the Resolutions shall not be effective
- 7 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members
- 8 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

10. THE COMPANY SECRETARY - TANGRAM LEISURE LTD.

From: MATTHEW THORNE
Company No. 3966166

26.2.08.

THE COMPANIES ACTS 1985 AND 2006

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

TANGRAM LEISURE LIMITED

CIRCULATION DATE. 20th February 2008

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 the Directors propose, in each case conditional upon and effective (if passed) as from the date of execution of an investment agreement proposed to be entered into by the Company, Paul Cronk and others (as Managers), the Investors (Hotbed Investors) and Decade Investments Limited substantially in the form of the draft accompanying these resolutions within the period specified in note 6 below (the "Condition") that -

- the resolution numbered 1 below be passed as an ordinary resolution (the "Ordinary Resolution") and
- the resolutions numbered 2 and 3 below be passed as special resolutions (together the "Special Resolutions")

ORDINARY RESOLUTION

- 1 That the Directors be and are hereby authorised generally and unconditionally pursuant to and in accordance with Section 80 of the Companies Act 1985 to exercise for a period from the date of the passing of this resolution until the fifth anniversary thereof all the powers of the Company to allot relevant securities up to an aggregate nominal amount equal to the nominal amount of the authorised but unissued share capital of the Company (being 20,202,705 ordinary shares of 10p each) and to make offers or agreements which would or might require relevant securities to be allotted after the expiry of the said period provided that such allotments will fall within the limit aforesaid if made during the said period, for the purposes of this Resolution words and expressions defined in or for the purposes of the said Section 80 shall bear the same meaning in this resolution

SPECIAL RESOLUTIONS

- 2 That the regulations contained in the document attached to this resolution and signed for identification purposes by the Company Secretary be and they are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company
- 3 That any rights of pre-emption whether under the existing or new Articles of Association of the Company or under if Section 89(1) of the Companies Act 1985 or otherwise be disappplied in relation to the securities that the Directors are authorised to allot under the resolution numbered 1 above

AGREEMENT

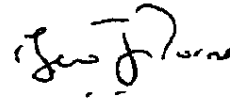
Please read the Notes attached to this document before signifying your agreement to the Ordinary Resolution and Special Resolutions.

We the undersigned (being the only members who are entitled to vote on the Ordinary Resolution and Special Resolutions on the Circulation Date) hereby irrevocably agree to the Ordinary Resolution and Special Resolutions

Shareholder name.
(please print)

M. W. J. Thorne

Signed:



Date

26 Feb 08

NOTES

- 1 You can choose to agree to the all of the Ordinary Resolution and Special Resolutions (together the "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 before 5.00pm on Wednesday 27th 2008 (the "Lapse Date") using one of the following methods
 - 1.1 **By Hand** delivering the signed copy to
The Company Secretary, Tangram Leisure Limited c/o First Step Unit 19 Leaffield Trading Estate CORSHAM Wiltshire SN13 9SW.
 - 1.2 **Post** returning the signed copy by post to
The Company Secretary, Tangram Leisure Limited c/o First Step Unit 19 Leaffield Trading Estate, CORSHAM Wiltshire SN13 9SW
 - 1.3 **Fax:** faxing the signed copy to 01225 811427 marked "For the attention of the Company Secretary Tangram Leisure Limited"
 - 1.4 **E-mail** by attaching a scanned copy of the signed document to an e-mail and sending it to
paul@prcenterprises.co.uk
Please enter "Written Tangram resolutions dated 20th February 2008" in the e-mail subject box
- 2 If you do not agree with the Resolutions, you do not need to do anything. You will not be deemed to agree if you fail to reply.
- 3 Once you have indicated your agreement to the Resolutions you may not revoke your agreement.
- 4 The Resolutions will be passed when the required majority of eligible members have signified their agreement to them and shall only take effect upon the satisfaction of the Condition.
- 5 If the Resolutions are not passed by the Lapse Date they will lapse. If the Company receives your signed document after the Lapse Date your agreement to the Resolutions will be ineffective.
- 6 If the Condition is not satisfied on or before the date and time which is 30 days after the expiry of the Lapse Date, then the Resolutions shall not be effective.
- 7 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
- 8 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.

M. Hollington
162,160 shares

AGREEMENT

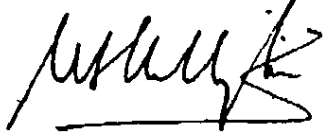
Please read the Notes attached to this document before signifying your agreement to the Ordinary Resolution and Special Resolutions

We the undersigned (being the only members who are entitled to vote on the Ordinary Resolution and Special Resolutions on the Circulation Date) hereby irrevocably agree to the Ordinary Resolution and Special Resolutions

MICHAEL STUART HOLLINGTON
Shareholder name
(please print)

Signed

Date


February 22 2008

NOTES

- 1 You can choose to agree to the all of the Ordinary Resolution and Special Resolutions (together the "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 before 5.00pm on Wednesday 27th 2008 (the "Lapse Date") using one of the following methods

- 1.1 By Hand delivering the signed copy to
The Company Secretary Tangram Leisure Limited c/o First Step Unit 19 Leaffield Trading Estate C ORESHAM Wiltshire SN13 9SW
- 1.2 Post returning the signed copy by post to
The Company Secretary Tangram Leisure Limited c/o First Step Unit 19 Leaffield Trading Estate C ORESHAM Wiltshire SN13 9SW
- 1.3 Fax faxing the signed copy to 01225 811427 marked "For the attention of the Company Secretary, Tangram Leisure Limited"
- 1.4 E-mail by attaching a scanned copy of the signed document to an e-mail and sending it to
paul@tangramleisure.co.uk
Please enter "Written Tangram resolutions dated 20th February 2008" in the e-mail subject box

- 2 If you do not agree with the Resolutions you do not need to do anything. You will not be deemed to agree if you fail to reply
- 3 Once you have indicated your agreement to the Resolutions you may not revoke your agreement
- 4 The Resolutions will be passed when the required majority of eligible members have signified their agreement to them but shall only take effect upon the satisfaction of the Condition
- 5 If the Resolutions are not passed by the Lapse Date they will lapse. If the Company receives your signed document after the Lapse Date your agreement to the Resolutions will be ineffective
- 6 If the Condition is not satisfied on or before the date and time which is 30 days after the expiry of the Lapse Date then the Resolutions shall not be effective
- 7 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members
- 8 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

Company No. 3966166

M. Wootan
388,833 shares

THE COMPANIES ACTS 1985 AND 2006

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

TANGRAM LEISURE LIMITED

CIRCULATION DATE 20th February 2008

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 the Directors propose, in each case conditional upon and effective (if passed) as from the date of execution of an investment agreement proposed to be entered into by the Company, Paul Cronk and others (as Managers), the Investors (Hotbed Investors) and Decade Investments Limited substantially in the form of the draft accompanying these resolutions within the period specified in note 6 below (the "Condition"), that:-

- the resolution numbered 1 below be passed as an ordinary resolution (the "Ordinary Resolution"); and
- the resolutions numbered 2 and 3 below be passed as special resolutions (together the "Special Resolutions")

ORDINARY RESOLUTION

- 1 That the Directors be and are hereby authorised generally and unconditionally pursuant to and in accordance with Section 80 of the Companies Act 1985 to exercise for a period from the date of the passing of this resolution until the fifth anniversary thereof all the powers of the Company to allot relevant securities up to an aggregate nominal amount equal to the nominal amount of the authorised but unissued share capital of the Company (being 20,202,705 ordinary shares of 10p each) and to make offers or agreements which would or might require relevant securities to be allotted after the expiry of the said period provided that such allotments will fall within the limit aforesaid if made during the said period, for the purposes of this Resolution words and expressions defined in or for the purposes of the said Section 80 shall bear the same meaning in this resolution

SPECIAL RESOLUTIONS

- 2 That the regulations contained in the document attached to this resolution and signed for identification purposes by the Company Secretary be and they are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company
- 3 That any rights of pre-emption whether under the existing or new Articles of Association of the Company or under if Section 89(1) of the Companies Act 1985 or otherwise be disappplied in relation to the securities that the Directors are authorised to allot under the resolution numbered 1 above

AGREEMENT

Please read the Notes attached to this document before signifying your agreement to the Ordinary Resolution and Special Resolutions.

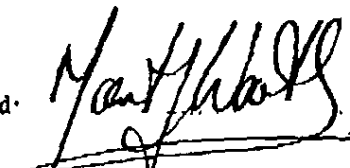
We the undersigned (being the only members who are entitled to vote on the Ordinary Resolution and Special Resolutions on the Circulation Date) hereby irrevocably agree to the Ordinary Resolution and Special Resolutions

Shareholder name:
(please print)

MARTIN HOOTTON

Signed

Date


22.2.08

NOTES

You can choose to agree to all of the Ordinary Resolution and Special Resolutions (together the "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 before 5.00pm on Wednesday 27th 2008 (the "Lapse Date") using one of the following methods

- 1.1 By Hand, delivering the signed copy to

The Company Secretary, Tangram Leisure Limited c/o First Step Unit 19 Leafield Trading Estate CORSHAM Wiltshire SN13 9SW.

- 1.2 Post returning the signed copy by post to

The Company Secretary, Tangram Leisure Limited c/o First Step Unit 19 Leafield Trading Estate CORSHAM Wiltshire SN13 9SW.

- 1.3 Fax, faxing the signed copy to 01225 811427 marked "For the attention of the Company Secretary Tangram Leisure Limited"

- 1.4 E-mail by attaching a scanned copy of the signed document to an e-mail and sending it to

paul@prcenteronres.co.uk

Please enter "Written Tangram resolutions dated 20th February 2008" in the e-mail subject box

- 2 If you do not agree with the Resolutions you do not need to do anything. You will not be deemed to agree if you fail to reply.
- 3 Once you have indicated your agreement to the Resolutions you may not revoke your agreement.
- 4 The Resolutions will be passed when the required majority of eligible members have signified their agreement to them but shall only take effect upon the satisfaction of the Condition.
- 5 If the Resolutions are not passed by the Lapse Date they will lapse. If the Company receives your signed document after the Lapse Date your agreement to the Resolutions will be ineffective.
- 6 If the Condition is not satisfied on or before the date and time which is 30 days after the expiry of the Lapse Date then the Resolutions shall not be effective.
- 7 In the case of joint holders of shares only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
- 8 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.

Richard Scott
41,667 shares.

Company No. 3966166

THE COMPANIES ACTS 1985 AND 2006

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

TANGRAM LEISURE LIMITED

CIRCULATION DATE: 20th February 2008

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 the Directors propose, in each case conditional upon and effective (if passed) as from the date of execution of an investment agreement proposed to be entered into by the Company, Paul Cronk and others (as Managers), the Investors (Hotbed Investors) and Decade Investments Limited substantially in the form of the draft accompanying these resolutions within the period specified in note 6 below (the "Condition"), that-

- the resolution numbered 1 below be passed as an ordinary resolution (the "**Ordinary Resolution**"); and
- the resolutions numbered 2 and 3 below be passed as special resolutions (together the "**Special Resolutions**")

ORDINARY RESOLUTION

- 1 That the Directors be and are hereby authorised generally and unconditionally pursuant to and in accordance with Section 80 of the Companies Act 1985 to exercise for a period from the date of the passing of this resolution until the fifth anniversary thereof all the powers of the Company to allot relevant securities up to an aggregate nominal amount equal to the nominal amount of the authorised but unissued share capital of the Company (being 20,202,705 ordinary shares of 10p each) and to make offers or agreements which would or might require relevant securities to be allotted after the expiry of the said period provided that such allotments will fall within the limit aforesaid if made during the said period; for the purposes of this Resolution words and expressions defined in or for the purposes of the said Section 80 shall bear the same meaning in this resolution.

SPECIAL RESOLUTIONS

- 2 That the regulations contained in the document attached to this resolution and signed for identification purposes by the Company Secretary be and they are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company
3. That any rights of pre-emption whether under the existing or new Articles of Association of the Company or under if Section 89(1) of the Companies Act 1985 or otherwise be disappplied in relation to the securities that the Directors are authorised to allot under the resolution numbered 1 above.

AGREEMENT

Please read the Notes attached to this document before signifying your agreement to the Ordinary Resolution and Special Resolutions.

We the undersigned (being the only members who are entitled to vote on the Ordinary Resolution and Special Resolutions on the Circulation Date) hereby irrevocably agree to the Ordinary Resolution and Special Resolutions

Shareholder name: RICHARD SCOTT
(please print)

Signed: [Signature]

Date 22/2/08

NOTES

- 1 You can choose to agree to the all of the Ordinary Resolution and Special Resolutions (together the "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 before 5.00pm on Wednesday 27th 2008 (the "Lapse Date") using one of the following methods
 - 1.1 By Hand delivering the signed copy to
The Company Secretary, Tangram Leisure Limited c/o First Step, Unit 19 Leafield Trading Estate, CORSHAM, Wiltshire SN13 9SW,
 - 1.2 Post returning the signed copy by post to
The Company Secretary, Tangram Leisure Limited c/o First Step, Unit 19 Leafield Trading Estate, CORSHAM, Wiltshire SN13 9SW,
 - 1.3 Fax faxing the signed copy to 01225 811427 marked "For the attention of the Company Secretary, Tangram Leisure Limited"
 - 1.4 E-mail, by attaching a scanned copy of the signed document to an e-mail and sending it to
paul@proenterprises.co.uk
Please enter "Written Tangram resolutions dated 20th February 2008" in the e-mail subject box.
- 2 If you do not agree with the Resolutions, you do not need to do anything. You will not be deemed to agree if you fail to reply
- 3 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
- 4 The Resolutions will be passed when the required majority of eligible members have signified their agreement to them but shall only take effect upon the satisfaction of the Condition.
- 5 If the Resolutions are not passed by the Lapse Date they will lapse. If the Company receives your signed document after the Lapse Date your agreement to the Resolutions will be ineffective.
- 6 If the Condition is not satisfied on or before the date and time which is 30 days after the expiry of the Lapse Date, then the Resolutions shall not be effective.
- 7 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
- 8 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.

AGREEMENT

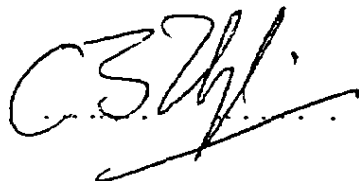
Please read the Notes attached to this document before signifying your agreement to the Ordinary Resolution and Special Resolutions.

We the undersigned (being the only members who are entitled to vote on the Ordinary Resolution and Special Resolutions on the Circulation Date) hereby irrevocably agree to the Ordinary Resolution and Special Resolutions.

Shareholder name:
(please print)

CHRISTOPHER J.T. THORNTON

Signed:..



Date

22-2-2008

NOTES

- 1 You can choose to agree to the all of the Ordinary Resolution and Special Resolutions (together the "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 before 5.00pm on Wednesday 27th 2008 (the "Lapse Date") using one of the following methods
 - 1.1 **By Hand** delivering the signed copy to
The Company Secretary, Tangram Leisure Limited c/o First Step, Unit 19 Leaffield Trading Estate, CORSHAM, Wiltshire SN13 9SW,
 - 1.2 **Post**: returning the signed copy by post to
The Company Secretary, Tangram Leisure Limited c/o First Step, Unit 19 Leaffield Trading Estate, CORSHAM, Wiltshire SN13 9SW,
 - 1.3 **Fax**: faxing the signed copy to 01225 811427 marked "For the attention of the Company Secretary Tangram Leisure Limited"
 - 1.4 **E-mail**: by attaching a scanned copy of the signed document to an e-mail and sending it to
paul@prcenterpnses.co.uk
Please enter "Written Tangram resolutions dated 20th February 2008" in the e-mail subject box.
- 2 If you do not agree with the Resolutions, you do not need to do anything. You will not be deemed to agree if you fail to reply.
- 3 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
- 4 The Resolutions will be passed when the required majority of eligible members have signified their agreement to them but shall only take effect upon the satisfaction of the Condition.
- 5 If the Resolutions are not passed by the Lapse Date they will lapse. If the Company receives your signed document after the Lapse Date your agreement to the Resolutions will be ineffective.
- 6 If the Condition is not satisfied on or before the date and time which is 30 days after the expiry of the Lapse Date, then the Resolutions shall not be effective.
- 7 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
- 8 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.

Christopher Humphrey
52910 shares

Company No. 3966166

THE COMPANIES ACTS 1985 AND 2006

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

TANGRAM LEISURE LIMITED

CIRCULATION DATE 20th February 2008

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 the Directors propose, in each case conditional upon and effective (if passed) as from the date of execution of an investment agreement proposed to be entered into by the Company, Paul Cronk and others (as Managers), the Investors (Horbed Investors) and Decade Investments Limited substantially in the form of the draft accompanying these resolutions within the period specified in note 6 below (the "Condition"), that:-

- the resolution numbered 1 below be passed as an ordinary resolution (the "Ordinary Resolution"), and
- the resolutions numbered 2 and 3 below be passed as special resolutions (together the "Special Resolutions").

ORDINARY RESOLUTION

- 1 That the Directors be and are hereby authorised generally and unconditionally pursuant to and in accordance with Section 80 of the Companies Act 1985 to exercise for a period from the date of the passing of this resolution until the fifth anniversary thereof all the powers of the Company to allot relevant securities up to an aggregate nominal amount equal to the nominal amount of the authorised but unissued share capital of the Company (being 20,202,705 ordinary shares of 10p each) and to make offers or agreements which would or might require relevant securities to be allotted after the expiry of the said period provided that such allotments will fall within the limit aforesaid if made during the said period, for the purposes of this Resolution words and expressions defined in or for the purposes of the said Section 80 shall bear the same meaning in this resolution.

SPECIAL RESOLUTIONS

- 2 That the regulations contained in the document attached to this resolution and signed for identification purposes by the Company Secretary be and they are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company
3. That any rights of pre-emption whether under the existing or new Articles of Association of the Company or under if Section 89(1) of the Companies Act 1985 or otherwise be disappplied in relation to the securities that the Directors are authorised to allot under the resolution numbered 1 above

AGREEMENT

Please read the Notes attached to this document before signifying your agreement to the Ordinary Resolution and Special Resolutions.

We the undersigned (being the only members who are entitled to vote on the Ordinary Resolution and Special Resolutions on the Circulation Date) hereby irrevocably agree to the Ordinary Resolution and Special Resolutions

Shareholder name: C. J. HUMPHREY Signed: [Signature]
(please print)
CHRISTOPHER JOHN HUMPHREY Date: 23.02.08

NOTES

- 1 You can choose to agree to all of the Ordinary Resolution and Special Resolutions (together the "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 before 5.00pm on Wednesday 27th 2008 (the "Lapse Date") using one of the following methods
 - 1.1 By Hand delivering the signed copy to
The Company Secretary, Tangram Leisure Limited c/o First Step, Unit 19 Leaffield Trading Estate, CORSHAM, Wiltshire SN13 9SW,
 - 1.2 Post returning the signed copy by post to
The Company Secretary, Tangram Leisure Limited c/o First Step, Unit 19 Leaffield Trading Estate, CORSHAM, Wiltshire SN13 9SW,
 - 1.3 Fax: faxing the signed copy to 01225 811427 marked "For the attention of the Company Secretary, Tangram Leisure Limited"
 - 1.4 E-mail, by attaching a scanned copy of the signed document to an e-mail and sending it to
paul@prcenternises.co.uk
Please enter "Written Tangram resolutions dated 20th February 2008" in the e-mail subject box.
- 2 If you do not agree with the Resolutions, you do not need to do anything. You will not be deemed to agree if you fail to reply
- 3 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement
- 4 The Resolutions will be passed when the required majority of eligible members have signified their agreement to them but shall only take effect upon the satisfaction of the Condition
- 5 If the Resolutions are not passed by the Lapse Date they will lapse. If the Company receives your signed document after the Lapse Date your agreement to the Resolutions will be ineffective
- 6 If the Condition is not satisfied on or before the date and time which is 30 days after the expiry of the Lapse Date, then the Resolutions shall not be effective
- 7 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members
- 8 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.

*Transfer of unissued shares
Exec. PP
12,665 shares*

Company No. 3966166

THE COMPANIES ACTS 1985 AND 2006

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

TANGRAM LEISURE LIMITED

CIRCULATION DATE: 20th February 2008

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 the Directors propose, in each case conditional upon and effective (if passed) as from the date of execution of an investment agreement proposed to be entered into by the Company, Paul Cronk and others (as Managers), the Investors (Hotbed Investors) and Decade Investments Limited substantially in the form of the draft accompanying these resolutions within the period specified in note 6 below (the 'Condition'), that -

- the resolution numbered 1 below be passed as an ordinary resolution (the "Ordinary Resolution"); and
- the resolutions numbered 2 and 3 below be passed as special resolutions (together the "Special Resolutions").

ORDINARY RESOLUTION

1. That the Directors be and are hereby authorised generally and unconditionally pursuant to and in accordance with Section 80 of the Companies Act 1985 to exercise for a period from the date of the passing of this resolution until the fifth anniversary thereof all the powers of the Company to allot relevant securities up to an aggregate nominal amount equal to the nominal amount of the authorised but unissued share capital of the Company (being 20,202,705 ordinary shares of 10p each) and to make offers or agreements which would or might require relevant securities to be allotted after the expiry of the said period provided that such allotments will fall within the limit aforesaid if made during the said period, for the purposes of this Resolution words and expressions defined in or for the purposes of the said Section 80 shall bear the same meaning in this resolution

SPECIAL RESOLUTIONS

2. That the regulations contained in the document attached to this resolution and signed for identification purposes by the Company Secretary be and they are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company
3. That any rights of pre-emption whether under the existing or new Articles of Association of the Company or under if Section 89(1) of the Companies Act 1985 or otherwise be disapplied in relation to the securities that the Directors are authorised to allot under the resolution numbered 1 above

AGREEMENT

Please read the Notes attached to this document before signifying your agreement to the Ordinary Resolution and Special Resolutions.

We the undersigned (being the only members who are entitled to vote on the Ordinary Resolution and Special Resolutions on the Circulation Date) hereby irrevocably agree to the Ordinary Resolution and Special Resolutions

CHRISTOPHER HUMPHREY
TRUSTEES OF CRITCHLEY GROVE & CO. PP.
Shareholder name:
(please print)

Signed: 

Date: 22. 02 - 08

NOTES

- 1 You can choose to agree to the all of the Ordinary Resolution and Special Resolutions (together the "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 before 5.00pm on Wednesday 27th 2008 (the "Lapse Date") using one of the following methods
 - 1.1 **By Hand** delivering the signed copy to
The Company Secretary, Tangram Leisure Limited c/o First Step, Unit 19 Leafield Trading Estate, CORSHAM, Wiltshire SN13 9SW,
 - 1.2 **Post** returning the signed copy by post to
The Company Secretary, Tangram Leisure Limited c/o First Step, Unit 19 Leafield Trading Estate, CORSHAM, Wiltshire SN13 9SW,
 - 1.3 **Fax:** faxing the signed copy to 01225 811427 marked "For the attention of the Company Secretary, Tangram Leisure Limited".
 - 1.4 **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to
paul@prcenterprises.co.uk
Please enter "Written Tangram resolutions dated 20th February 2008" in the e-mail subject box
- 2 If you do not agree with the Resolutions, you do not need to do anything. You will not be deemed to agree if you fail to reply.
- 3 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
- 4 The Resolutions will be passed when the required majority of eligible members have signified their agreement to them but shall only take effect upon the satisfaction of the Condition.
- 5 If the Resolutions are not passed by the Lapse Date they will lapse. If the Company receives your signed document after the Lapse Date your agreement to the Resolutions will be ineffective.
- 6 If the Condition is not satisfied on or before the date and time which is 30 days after the expiry of the Lapse Date, then the Resolutions shall not be effective.
- 7 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
- 8 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.

Company No. 3966166

THE COMPANIES ACTS 1985 AND 2006

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

TANGRAM LEISURE LIMITED

CIRCULATION DATE 20th February 2008

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 the Directors propose, in each case conditional upon and effective (if passed) as from the date of execution of an investment agreement proposed to be entered into by the Company, Paul Cronk and others (as Managers), the Investors (Hotbed Investors) and Decade Investments Limited substantially in the form of the draft accompanying these resolutions within the period specified in note 6 below (the "**Condition**"), that -

- the resolution numbered 1 below be passed as an ordinary resolution (the "**Ordinary Resolution**"), and
- the resolutions numbered 2 and 3 below be passed as special resolutions (together the "**Special Resolutions**")

ORDINARY RESOLUTION

- 1 That the Directors be and are hereby authorised generally and unconditionally pursuant to and in accordance with Section 80 of the Companies Act 1985 to exercise for a period from the date of the passing of this resolution until the fifth anniversary thereof all the powers of the Company to allot relevant securities up to an aggregate nominal amount equal to the nominal amount of the authorised but unissued share capital of the Company (being 20,202,705 ordinary shares of 10p each) and to make offers or agreements which would or might require relevant securities to be allotted after the expiry of the said period provided that such allotments will fall within the limit aforesaid if made during the said period, for the purposes of this Resolution words and expressions defined in or for the purposes of the said Section 80 shall bear the same meaning in this resolution

SPECIAL RESOLUTIONS

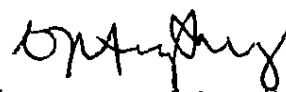
- 2 That the regulations contained in the document attached to this resolution and signed for identification purposes by the Company Secretary be and they are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company
- 3 That any rights of pre-emption whether under the existing or new Articles of Association of the Company or under if Section 89(1) of the Companies Act 1985 or otherwise be disappplied in relation to the securities that the Directors are authorised to allot under the resolution numbered 1 above

AGREEMENT

Please read the Notes attached to this document before signifying your agreement to the Ordinary Resolution and Special Resolutions.

We the undersigned (being the only members who are entitled to vote on the Ordinary Resolution and Special Resolutions on the Circulation Date) hereby irrevocably agree to the Ordinary Resolution and Special Resolutions

CHRISTOPHER HUMPHREY
TRUSTEES OF CR. TUNLEY GROUP PLC PP.
Shareholder name:
(please print)

Signed: 

Date 22. 02. 08

NOTES

- 1 You can choose to agree to the all of the Ordinary Resolution and Special Resolutions (together the '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 before 5.00pm on Wednesday 27th 2008 (the "Lapse Date") using one of the following methods
 - 1.1 By Hand delivering the signed copy to
The Company Secretary, Tangram Leisure Limited c/o First Step, Unit 19 Leaffield Trading Estate, CORSHAM, Wiltshire SN13 9SW,
 - 1.2 Post returning the signed copy by post to
The Company Secretary, Tangram Leisure Limited c/o First Step, Unit 19 Leaffield Trading Estate, CORSHAM, Wiltshire SN13 9SW,
 - 1.3 Fax faxing the signed copy to 01225 811427 marked "For the attention of the Company Secretary, Tangram Leisure Limited"
 - 1.4 E-mail. by attaching a scanned copy of the signed document to an e-mail and sending it to
paul@prcenterpnses.co.uk
Please enter "Written Tangram resolutions dated 20th February 2008" in the e-mail subject box
- 2 If you do not agree with the Resolutions, you do not need to do anything. You will not be deemed to agree if you fail to reply.
- 3 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
- 4 The Resolutions will be passed when the required majority of eligible members have signified their agreement to them but shall only take effect upon the satisfaction of the Condition.
- 5 If the Resolutions are not passed by the Lapse Date they will lapse. If the Company receives your signed document after the Lapse Date your agreement to the Resolutions will be ineffective.
- 6 If the Condition is not satisfied on or before the date and time which is 30 days after the expiry of the Lapse Date, then the Resolutions shall not be effective.
- 7 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
- 8 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.

Company No. 3966166

THE COMPANIES ACTS 1985 AND 2006

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

TANGRAM LEISURE LIMITED

CIRCULATION DATE 20th February 2008

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 the Directors propose, in each case conditional upon and effective (if passed) as from the date of execution of an investment agreement proposed to be entered into by the Company, Paul Cronk and others (as Managers), the Investors (Hotbed Investors) and Decade Investments Limited substantially in the form of the draft accompanying these resolutions within the period specified in note 6 below (the "**Condition**"), that -

- the resolution numbered 1 below be passed as an ordinary resolution (the "**Ordinary Resolution**"), and
- the resolutions numbered 2 and 3 below be passed as special resolutions (together the "**Special Resolutions**")

ORDINARY RESOLUTION

- 1 That the Directors be and are hereby authorised generally and unconditionally pursuant to and in accordance with Section 80 of the Companies Act 1985 to exercise for a period from the date of the passing of this resolution until the fifth anniversary thereof all the powers of the Company to allot relevant securities up to an aggregate nominal amount equal to the nominal amount of the authorised but unissued share capital of the Company (being 20,202,705 ordinary shares of 10p each) and to make offers or agreements which would or might require relevant securities to be allotted after the expiry of the said period provided that such allotments will fall within the limit aforesaid if made during the said period, for the purposes of this Resolution words and expressions defined in or for the purposes of the said Section 80 shall bear the same meaning in this resolution

SPECIAL RESOLUTIONS

- 2 That the regulations contained in the document attached to this resolution and signed for identification purposes by the Company Secretary be and they are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company
- 3 That any rights of pre-emption whether under the existing or new Articles of Association of the Company or under if Section 89(1) of the Companies Act 1985 or otherwise be disappplied in relation to the securities that the Directors are authorised to allot under the resolution numbered 1 above

AGREEMENT

Please read the Notes attached to this document before signifying your agreement to the Ordinary Resolution and Special Resolutions.

We the undersigned (being the only members who are entitled to vote on the Ordinary Resolution and Special Resolutions on the Circulation Date) hereby irrevocably agree to the Ordinary Resolution and Special Resolutions

Shareholder name: C. J. HUMPHREY
(please print)

CHRISTOPHER JOHN HUMPHREY

Signed: 

Date 23.02.08

NOTES

- 1 You can choose to agree to the all of the Ordinary Resolution and Special Resolutions (together the "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 before 5 00pm on Wednesday 27th 2008 (the "Lapse Date") using one of the following methods

- 1.1 By Hand delivering the signed copy to

The Company Secretary, Tangram Leisure Limited c/o First Step, Unit 19 Leaffield Trading Estate, CORSHAM, Wiltshire SN13 9SW,

- 1.2 Post returning the signed copy by post to

The Company Secretary, Tangram Leisure Limited c/o First Step, Unit 19 Leaffield Trading Estate, CORSHAM, Wiltshire SN13 9SW,

- 1.3 Fax faxing the signed copy to 01225 811427 marked "For the attention of the Company Secretary, Tangram Leisure Limited"

- 1.4 E-mail by attaching a scanned copy of the signed document to an e-mail and sending it to

paul@prcenterprises.co.uk

Please enter "Written Tangram resolutions dated 20th February 2008" in the e-mail subject box

- 2 If you do not agree with the Resolutions, you do not need to do anything. You will not be deemed to agree if you fail to reply.
- 3 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
- 4 The Resolutions will be passed when the required majority of eligible members have signified their agreement to them but shall only take effect upon the satisfaction of the Condition.
- 5 If the Resolutions are not passed by the Lapse Date they will lapse. If the Company receives your signed document after the Lapse Date your agreement to the Resolutions will be ineffective.
- 6 If the Condition is not satisfied on or before the date and time which is 30 days after the expiry of the Lapse Date, then the Resolutions shall not be effective.
- 7 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
- 8 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.

Company No. 3966166

P. 2014
\$000,000 shares

THE COMPANIES ACTS 1985 AND 2006

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

TANGRAM LEISURE LIMITED

CIRCULATION DATE 20th February 2008

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 the Directors propose, in each case conditional upon and effective (if passed) as from the date of execution of an investment agreement proposed to be entered into by the Company, Paul Cronk and others (as Managers) the Investors (Hotbed Investors) and Decade Investments Limited substantially in the form of the draft accompanying these resolutions within the period specified in note 6 below (the "Condition"), that:-

- the resolution numbered 1 below be passed as an ordinary resolution (the "Ordinary Resolution"), and
- the resolutions numbered 2 and 3 below be passed as special resolutions (together the "Special Resolutions")

ORDINARY RESOLUTION

1. That the Directors be and are hereby authorised generally and unconditionally pursuant to and in accordance with Section 80 of the Companies Act 1985 to exercise for a period from the date of the passing of this resolution until the fifth anniversary thereof all the powers of the Company to allot relevant securities up to an aggregate nominal amount equal to the nominal amount of the authorised but unissued share capital of the Company (being 20,202,705 ordinary shares of 10p each) and to make offers or agreements which would or might require relevant securities to be allotted after the expiry of the said period provided that such allotments will fall within the limit aforesaid if made during the said period, for the purposes of this Resolution words and expressions defined in or for the purposes of the said Section 80 shall bear the same meaning in this resolution.

SPECIAL RESOLUTIONS

2. That the regulations contained in the document attached to this resolution and signed for identification purposes by the Company Secretary be and they are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company
3. That any rights of pre-emption whether under the existing or new Articles of Association of the Company or under if Section 89(1) of the Companies Act 1985 or otherwise be disappplied in relation to the securities that the Directors are authorised to allot under the resolution numbered 1 above

AGREEMENT

Please read the Notes attached to this document before signifying your agreement to the Ordinary Resolution and Special Resolutions

We the undersigned (being the only members who are entitled to vote on the Ordinary Resolution and Special Resolutions on the Circulation Date) hereby irrevocably agree to the Ordinary Resolution and Special Resolutions.

Shareholder name: **PETER M TONY**
(please print)

Signed: 

Date

21/2/08

NOTES

- 1 You can choose to agree to the all of the Ordinary Resolution and Special Resolutions (together the "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 before 5 00pm on Wednesday 27th 2008 (the "Lapse Date") using one of the following methods

- 1.1 By Hand delivering the signed copy to:

The Company Secretary, Tangram Leisure Limited c/o First Step, Unit 19 Leaffield Trading Estate, CORSHAM, Wiltshire SN13 9SW,

- 1.2 Post returning the signed copy by post to

The Company Secretary, Tangram Leisure Limited c/o First Step, Unit 19 Leaffield Trading Estate, CORSHAM Wiltshire SN13 9SW,

- 1.3 Fax faxing the signed copy to 01225 811427 marked "For the attention of the Company Secretary, Tangram Leisure Limited".

- 1.4 E-mail by attaching a scanned copy of the signed document to an e-mail and sending it to

paul@prcenterpdses.co.uk

Please enter "Written Tangram resolutions dated 20th February 2008" in the e-mail subject box.

- 2 If you do not agree with the Resolutions, you do not need to do anything. You will not be deemed to agree if you fail to reply
- 3 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
- 4 The Resolutions will be passed when the required majority of eligible members have signified their agreement to them but shall only take effect upon the satisfaction of the Condition
- 5 If the Resolutions are not passed by the Lapse Date they will lapse. If the Company receives your signed document after the Lapse Date your agreement to the Resolutions will be ineffective
- 6 If the Condition is not satisfied on or before the date and time which is 30 days after the expiry of the Lapse Date then the Resolutions shall not be effective
- 7 In the case of joint holders of shares only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
- 8 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

PETER RIBLEY

147,487 shares.

AGREEMENT

Please read the Notes attached to this document before signifying your agreement to the Ordinary Resolution and Special Resolutions.

We the undersigned (being the only members who are entitled to vote on the Ordinary Resolution and Special Resolutions on the Circulation Date) hereby irrevocably agree to the Ordinary Resolution and Special Resolutions

Shareholder name
(please print)

Peter Ribley

Signed

[Signature]

Date

22 February 2008

NOTES

- 1 You can choose to agree to all of the Ordinary Resolution and Special Resolutions (together the '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 before 5 00pm on Wednesday 27th 2008 (the "Lapse Date") using one of the following methods

- 1.1 By Hand delivering the signed copy to

The Company Secretary, Tangram Leisure Limited c/o First Step Unit 19 Leafield Trading Estate, CORSHAM, Wiltshire SN13 9SW,

- 1.2 Post returning the signed copy by post to

The Company Secretary, Tangram Leisure Limited c/o First Step, Unit 19 Leafield Trading Estate, CORSHAM, Wiltshire SN13 9SW,

- 1.3 Fax faxing the signed copy to 01225 811427 marked "For the attention of the Company Secretary Tangram Leisure Limited"

- 1.4 E-mail by attaching a scanned copy of the signed document to an e-mail and sending it to

paul@prcenterprises.co.uk

Please enter "Written Tangram resolutions dated 20th February 2008" in the e-mail subject box

- 2 If you do not agree with the Resolutions you do not need to do anything. You will not be deemed to agree if you fail to reply
- 3 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement
- 4 The Resolutions will be passed when the required majority of eligible members have signified their agreement to them but shall only take effect upon the satisfaction of the Condition
- 5 If the Resolutions are not passed by the Lapse Date they will lapse. If the Company receives your signed document after the Lapse Date your agreement to the Resolutions will be ineffective
- 6 If the Condition is not satisfied on or before the date and time which is 30 days after the expiry of the Lapse Date then the Resolutions shall not be effective
- 7 In the case of joint holders of shares, only the vote of the senior holder whose name will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members
- 8 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

Company No. 3966166

THE COMPANIES ACTS 1985 AND 2006

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

TANGRAM LEISURE LIMITED

CIRCULATION DATE 20th February 2008

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 the Directors propose, in each case conditional upon and effective (if passed) as from the date of execution of an investment agreement proposed to be entered into by the Company, Paul Cronk and others (as Managers), the Investors (Hotbed Investors) and Decade Investments Limited substantially in the form of the draft accompanying these resolutions within the period specified in note 6 below (the "Condition"), that -

- the resolution numbered 1 below be passed as an ordinary resolution (the "Ordinary Resolution"), and
- the resolutions numbered 2 and 3 below be passed as special resolutions (together the "Special Resolutions")

ORDINARY RESOLUTION

- 1 That the Directors be and are hereby authorised generally and unconditionally pursuant to and in accordance with Section 80 of the Companies Act 1985 to exercise for a period from the date of the passing of this resolution until the fifth anniversary thereof all the powers of the Company to allot relevant securities up to an aggregate nominal amount equal to the nominal amount of the authorised but unissued share capital of the Company (being 20,202,705 ordinary shares of 10p each) and to make offers or agreements which would or might require relevant securities to be allotted after the expiry of the said period provided that such allotments will fall within the limit aforesaid if made during the said period, for the purposes of this Resolution words and expressions defined in or for the purposes of the said Section 80 shall bear the same meaning in this resolution

SPECIAL RESOLUTIONS

- 2 That the regulations contained in the document attached to this resolution and signed for identification purposes by the Company Secretary be and they are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company
- 3 That any rights of pre-emption whether under the existing or new Articles of Association of the Company or under if Section 89(1) of the Companies Act 1985 or otherwise be disapplied in relation to the securities that the Directors are authorised to allot under the resolution numbered 1 above

AGREEMENT

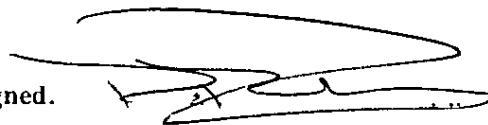
Please read the Notes attached to this document before signifying your agreement to the Ordinary Resolution and Special Resolutions

We the undersigned (being the only members who are entitled to vote on the Ordinary Resolution and Special Resolutions on the Circulation Date) hereby irrevocably agree to the Ordinary Resolution and Special Resolutions

Shareholder name:
(please print)

Peter Ridgely

Signed.



Date

22 February 2008

NOTES

- 1 You can choose to agree to all of the Ordinary Resolution and Special Resolutions (together the "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 before 5 00pm on Wednesday 27th 2008 (the "Lapse Date") using one of the following methods
 - 1 1 **By Hand** delivering the signed copy to
The Company Secretary, Tangram Leisure Limited c/o First Step, Unit 19 Leaffield Trading Estate, CORSHAM, Wiltshire SN13 9SW,
 - 1 2 **Post** returning the signed copy by post to
The Company Secretary, Tangram Leisure Limited c/o First Step, Unit 19 Leaffield Trading Estate, CORSHAM, Wiltshire SN13 9SW,
 - 1 3 **Fax** faxing the signed copy to 01225 811427 marked "For the attention of the Company Secretary, Tangram Leisure Limited"
 - 1 4 **E-mail** by attaching a scanned copy of the signed document to an e-mail and sending it to
paul@prcenterprises.co.uk
Please enter "Written Tangram resolutions dated 20th February 2008" in the e-mail subject box
- 2 If you do not agree with the Resolutions, you do not need to do anything. You will not be deemed to agree if you fail to reply.
- 3 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
- 4 The Resolutions will be passed when the required majority of eligible members have signified their agreement to them but shall only take effect upon the satisfaction of the Condition.
- 5 If the Resolutions are not passed by the Lapse Date they will lapse. If the Company receives your signed document after the Lapse Date your agreement to the Resolutions will be ineffective.
- 6 If the Condition is not satisfied on or before the date and time which is 30 days after the expiry of the Lapse Date, then the Resolutions shall not be effective.
- 7 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
- 8 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.

Louis Tucker
103,198 Shares

Company No. 3966166

THE COMPANIES ACTS 1985 AND 2006
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
OF
TANGRAM LEISURE LIMITED

CIRCULATION DATE, 20th February 2008

PURSUANT TO CHAPTER 2 OF PART 13 OF THE COMPANIES ACT 2006 THE DIRECTORS PROPOSE, IN EACH CASE CONDITIONAL UPON AND EFFECTIVE (IF PASSED) AS FROM THE DATE OF EXECUTION OF AN INVESTMENT AGREEMENT PROPOSED TO BE ENTERED INTO BY THE COMPANY, PAUL CRONK AND OTHERS (AS MANAGERS), THE INVESTORS (HOTBED INVESTORS) AND DECADE INVESTMENTS LIMITED SUBSTANTIALLY IN THE FORM OF THE DRAFT ACCOMPANYING THESE RESOLUTIONS WITHIN THE PERIOD SPECIFIED IN NOTE 6 BELOW (THE "CONDITION"), THAT:-

- the resolution numbered 1 below be passed as an ordinary resolution (the "Ordinary Resolution"); and
- the resolutions numbered 2 and 3 below be passed as special resolutions (together the "Special Resolutions")

ORDINARY RESOLUTION

- 1 That the Directors be and are hereby authorised generally and unconditionally pursuant to and in accordance with Section 80 of the Companies Act 1985 to exercise for a period from the date of the passing of this resolution until the fifth anniversary thereof all the powers of the Company to allot relevant securities up to an aggregate nominal amount equal to the nominal amount of the authorised but unissued share capital of the Company (being 20,202,705 ordinary shares of 10p each) and to make offers or agreements which would or might require relevant securities to be allotted after the expiry of the said period provided that such allotments will fall within the limit aforesaid if made during the said period; for the purposes of this Resolution words and expressions defined in or for the purposes of the said Section 80 shall bear the same meaning in this resolution.

SPECIAL RESOLUTIONS

- 2 That the regulations contained in the document attached to this resolution and signed for identification purposes by the Company Secretary be and they are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company.
- 3 That any rights of pre-emption whether under the existing or new Articles of Association of the Company or under if Section 89(1) of the Companies Act 1985 or otherwise be disapplied in relation to the securities that the Directors are authorised to allot under the resolution numbered 1 above.

AGREEMENT

Please read the Notes attached to this document before signifying your agreement to the Ordinary Resolution and Special Resolutions.

We the undersigned (being the only members who are entitled to vote on the Ordinary Resolution and Special Resolutions on the Circulation Date) hereby irrevocably agree to the Ordinary Resolution and Special Resolutions.

Shareholder name, LONIS NEWTON TUCKER Signed: 
(please print)

Date: 22.2.08

NOTES

- 1 You can choose to agree to all of the Ordinary Resolution and Special Resolutions (together the "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 before 5 pm on Wednesday 27th 2008 (the "Lapse Date") using one of the following methods

- 1.1 By Hand, delivering the signed copy to:

The Company Secretary, Tangram Leisure Limited c/o First Step, Unit 19 Leafeld Trading Estate,
CORSHAM, Wiltshire SN13 9SW.

- 1.2 Post, returning the signed copy by post to:

The Company Secretary, Tangram Leisure Limited c/o First Step, Unit 19 Leafeld Trading Estate,
CORSHAM, Wiltshire SN13 9SW;

- 1.3 Fax: faxing the signed copy to 01225 811427 marked "For the attention of the Company Secretary Tangram Leisure Limited"

- 1.4 E-mail, by attaching a scanned copy of the signed document to an e-mail and sending it to
paul@corshamleisure.co.uk

Please enter "Written Tangram resolutions dated 20th February 2008" in the e-mail subject box.

- 2 If you do not agree with the Resolutions, you do not need to do anything. You will not be deemed to agree if you fail to reply.
- 3 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
- 4 The Resolutions will be passed when the required majority of eligible members have signified their agreement to them but shall only take effect upon the satisfaction of the Condition.
- 5 If the Resolutions are not passed by the Lapse Date they will lapse. If the Company receives your signed document after the Lapse Date your agreement to the Resolutions will be ineffective.
- 6 If the Condition is not satisfied on or before the date and time which is 30 days after the expiry of the Lapse Date, then the Resolutions shall not be effective.
- 7 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
- 8 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.

Company No. 3966166

Paul Cronk
82,364 shares

THE COMPANIES ACTS 1985 AND 2006

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

TANGRAM LEISURE LIMITED

CIRCULATION DATE 20th February 2008

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 the Directors propose, in each case conditional upon and effective (if passed) as from the date of execution of an investment agreement proposed to be entered into by the Company, Paul Cronk and others (as Managers), the Investors (Hotbed Investors) and Decade Investments Limited substantially in the form of the draft accompanying these resolutions within the period specified in note 6 below (the "Condition"), that -

- the resolution numbered 1 below be passed as an ordinary resolution (the "Ordinary Resolution"), and
- the resolutions numbered 2 and 3 below be passed as special resolutions (together the "Special Resolutions")

ORDINARY RESOLUTION

- 1 That the Directors be and are hereby authorised generally and unconditionally pursuant to and in accordance with Section 80 of the Companies Act 1985 to exercise for a period from the date of the passing of this resolution until the fifth anniversary thereof all the powers of the Company to allot relevant securities up to an aggregate nominal amount equal to the nominal amount of the authorised but unissued share capital of the Company (being 20,202,705 ordinary shares of 10p each) and to make offers or agreements which would or might require relevant securities to be allotted after the expiry of the said period provided that such allotments will fall within the limit aforesaid if made during the said period, for the purposes of this Resolution words and expressions defined in or for the purposes of the said Section 80 shall bear the same meaning in this resolution

SPECIAL RESOLUTIONS

- 2 That the regulations contained in the document attached to this resolution and signed for identification purposes by the Company Secretary be and they are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company
- 3 That any rights of pre-emption whether under the existing or new Articles of Association of the Company or under if Section 89(1) of the Companies Act 1985 or otherwise be disappplied in relation to the securities that the Directors are authorised to allot under the resolution numbered 1 above

AGREEMENT

Please read the Notes attached to this document before signifying your agreement to the Ordinary Resolution and Special Resolutions.

We the undersigned (being the only members who are entitled to vote on the Ordinary Resolution and Special Resolutions on the Circulation Date) hereby irrevocably agree to the Ordinary Resolution and Special Resolutions

Shareholder name:
(please print)

OWEN - Paul

Signed:



Date

21st / 2 / 2008

NOTES

- 1 You can choose to agree to the all of the Ordinary Resolution and Special Resolutions (together the "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 before 5 00pm on Wednesday 27th 2008 (the "Lapse Date") using one of the following methods

- 1.1 By Hand delivering the signed copy to

The Company Secretary, Tangram Leisure Limited c/o First Step, Unit 19 Leaffield Trading Estate, CORSHAM, Wiltshire SN13 9SW,

- 1.2 Post returning the signed copy by post to

The Company Secretary, Tangram Leisure Limited c/o First Step, Unit 19 Leaffield Trading Estate, CORSHAM, Wiltshire SN13 9SW,

- 1.3 Fax faxing the signed copy to 01225 811427 marked "For the attention of the Company Secretary, Tangram Leisure Limited"

- 1.4 E-mail* by attaching a scanned copy of the signed document to an e-mail and sending it to

paul@prcenterpnases.co.uk

Please enter "Written Tangram resolutions dated 20th February 2008" in the e-mail subject box

- 2 If you do not agree with the Resolutions, you do not need to do anything. You will not be deemed to agree if you fail to reply
- 3 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement
- 4 The Resolutions will be passed when the required majority of eligible members have signified their agreement to them but shall only take effect upon the satisfaction of the Condition
- 5 If the Resolutions are not passed by the Lapse Date they will lapse. If the Company receives your signed document after the Lapse Date your agreement to the Resolutions will be ineffective
- 6 If the Condition is not satisfied on or before the date and time which is 30 days after the expiry of the Lapse Date, then the Resolutions shall not be effective
- 7 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members
- 8 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

Max Owen
82,364 shares.

Company No. 3966166

THE COMPANIES ACTS 1985 AND 2006

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

TANGRAM LEISURE LIMITED

CIRCULATION DATE 20th February 2008

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 the Directors propose, in each case conditional upon and effective (if passed) as from the date of execution of an investment agreement proposed to be entered into by the Company, Paul Cronk and others (as Managers), the Investors (Hotbed Investors) and Decade Investments Limited substantially in the form of the draft accompanying these resolutions within the period specified in note 6 below (the "**Condition**"), that -

- the resolution numbered 1 below be passed as an ordinary resolution (the "**Ordinary Resolution**"), and
- the resolutions numbered 2 and 3 below be passed as special resolutions (together the "**Special Resolutions**")

ORDINARY RESOLUTION

- 1 That the Directors be and are hereby authorised generally and unconditionally pursuant to and in accordance with Section 80 of the Companies Act 1985 to exercise for a period from the date of the passing of this resolution until the fifth anniversary thereof all the powers of the Company to allot relevant securities up to an aggregate nominal amount equal to the nominal amount of the authorised but unissued share capital of the Company (being 20,202,705 ordinary shares of 10p each) and to make offers or agreements which would or might require relevant securities to be allotted after the expiry of the said period provided that such allotments will fall within the limit aforesaid if made during the said period, for the purposes of this Resolution words and expressions defined in or for the purposes of the said Section 80 shall bear the same meaning in this resolution

SPECIAL RESOLUTIONS

- 2 That the regulations contained in the document attached to this resolution and signed for identification purposes by the Company Secretary be and they are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company
- 3 That any rights of pre-emption whether under the existing or new Articles of Association of the Company or under if Section 89(1) of the Companies Act 1985 or otherwise be disappplied in relation to the securities that the Directors are authorised to allot under the resolution numbered 1 above

AGREEMENT

Please read the Notes attached to this document before signifying your agreement to the Ordinary Resolution and Special Resolutions.

We the undersigned (being the only members who are entitled to vote on the Ordinary Resolution and Special Resolutions on the Circulation Date) hereby irrevocably agree to the Ordinary Resolution and Special Resolutions

Shareholder name:
(please print)

MAX. OWEN

Signed:



Date

21-02-08

NOTES

- 1 You can choose to agree to the all of the Ordinary Resolution and Special Resolutions (together the "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 before 5 00pm on Wednesday 27th 2008 (the "Lapse Date") using one of the following methods
 - 1 1 By Hand delivering the signed copy to
The Company Secretary, Tangram Leisure Limited c/o First Step, Unit 19 Leafield Trading Estate, CORSHAM, Wiltshire SN13 9SW,
 - 1 2 Post returning the signed copy by post to
The Company Secretary, Tangram Leisure Limited c/o First Step, Unit 19 Leafield Trading Estate, CORSHAM, Wiltshire SN13 9SW,
 - 1 3 Fax faxing the signed copy to 01225 811427 marked "For the attention of the Company Secretary, Tangram Leisure Limited"
 - 1 4 E-mail by attaching a scanned copy of the signed document to an e-mail and sending it to
paul@prcenterprises.co.uk
Please enter "Written Tangram resolutions dated 20th February 2008" in the e-mail subject box
- 2 If you do not agree with the Resolutions, you do not need to do anything. You will not be deemed to agree if you fail to reply.
- 3 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
- 4 The Resolutions will be passed when the required majority of eligible members have signified their agreement to them but shall only take effect upon the satisfaction of the Condition.
- 5 If the Resolutions are not passed by the Lapse Date they will lapse. If the Company receives your signed document after the Lapse Date your agreement to the Resolutions will be ineffective.
- 6 If the Condition is not satisfied on or before the date and time which is 30 days after the expiry of the Lapse Date, then the Resolutions shall not be effective.
- 7 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
- 8 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.

Charm Ekhle
30,766 shares.

Company No. 3966166

THE COMPANIES ACTS 1985 AND 2006

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

TANGRAM LEISURE LIMITED

CIRCULATION DATE: 20th February 2008

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 the Directors propose, in each case conditional upon and effective (if passed) as from the date of execution of an investment agreement proposed to be entered into by the Company, Paul Cronk and others (as Managers), the Investors (Hothbed Investors) and Decade Investments Limited substantially in the form of the draft accompanying these resolutions within the period specified in note 6 below (the "Condition"), that -

- the resolution numbered 1 below be passed as an ordinary resolution (the "Ordinary Resolution"); and
- the resolutions numbered 2 and 3 below be passed as special resolutions (together the "Special Resolutions").

ORDINARY RESOLUTION

- 1 That the Directors be and are hereby authorised generally and unconditionally pursuant to and in accordance with Section 80 of the Companies Act 1985 to exercise for a period from the date of the passing of this resolution until the fifth anniversary thereof all the powers of the Company to allot relevant securities up to an aggregate nominal amount equal to the nominal amount of the authorised but unissued share capital of the Company (being 20,202,705 ordinary shares of 10p each) and to make offers or agreements which would or might require relevant securities to be allotted after the expiry of the said period provided that such allotments will fall within the limit aforesaid if made during the said period, for the purposes of this Resolution words and expressions defined in or for the purposes of the said Section 80 shall bear the same meaning in this resolution

SPECIAL RESOLUTIONS

2. That the regulations contained in the document attached to this resolution and signed for identification purposes by the Company Secretary be and they are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company
- 3 That any rights of pre-emption whether under the existing or new Articles of Association of the Company or under if Section 89(1) of the Companies Act 1985 or otherwise be disapplied in relation to the securities that the Directors are authorised to allot under the resolution numbered 1 above.

nm

AGREEMENT

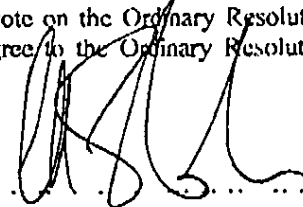
Please read the Notes attached to this document before signifying your agreement to the Ordinary Resolution and Special Resolutions.

We the undersigned (being the only members who are entitled to vote on the Ordinary Resolution and Special Resolutions on the Circulation Date) hereby irrevocably agree to the Ordinary Resolution and Special Resolutions.

Shareholder name:
(please print)

CHARMIAN EBERLE

Signed:



Date

21/2/08

NOTES

- 1 You can choose to agree to all of the Ordinary Resolution and Special Resolutions (together the "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 before 5.00pm on Wednesday 27th 2008 (the "Lapse Date") using one of the following methods

- 1.1 By Hand, delivering the signed copy to:

The Company Secretary, Tangram Leisure Limited c/o First Step, Unit 19 Leafield Trading Estate, CORNHAM, Wiltshire SN13 9SW.

- 1.2 Post, returning the signed copy by post to

The Company Secretary, Tangram Leisure Limited c/o First Step, Unit 19 Leafield Trading Estate, CORNHAM, Wiltshire SN13 9SW.

- 1.3 Fax, faxing the signed copy to 01225 811427 marked "For the attention of the Company Secretary, Tangram Leisure Limited"

- 1.4 E-mail by attaching a scanned copy of the signed document to an e-mail and sending it to

paul@prcenteronuses.co.uk

Please enter "Written Tangram resolutions dated 20th February 2008" in the e-mail subject box.

- 2 If you do not agree with the Resolutions, you do not need to do anything. You will not be deemed to agree if you fail to reply.
- 3 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement
- 4 The Resolutions will be passed when the required majority of eligible members have signified their agreement to them but shall only take effect upon the satisfaction of the Condition
- 5 If the Resolutions are not passed by the Lapse Date they will lapse. If the Company receives your signed document after the Lapse Date, your agreement to the Resolutions will be ineffective
- 6 If the Condition is not satisfied on or before the date and time which is 30 days after the expiry of the Lapse Date then the Resolutions shall not be effective
- 7 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members
- 8 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

HAWKES
143,895 shares

Company No. 3966166

THE COMPANIES ACTS 1985 AND 2006

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

TANGRAM LEISURE LIMITED

CIRCULATION DATE, 20th February 2008

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 the Directors propose, in each case conditional upon and effective (if passed) as from the date of execution of an investment agreement proposed to be entered into by the Company, Paul Cronk and others (as Managers), the Investors (Hotbed Investors) and Decade Investments Limited substantially in the form of the draft accompanying these resolutions within the period specified in note 6 below (the "Condition"), that:-

- the resolution numbered 1 below be passed as an ordinary resolution (the "Ordinary Resolution") and
- the resolutions numbered 2 and 3 below be passed as special resolutions (together the "Special Resolutions")

ORDINARY RESOLUTION

- 1 That the Directors be and are hereby authorised generally and unconditionally pursuant to and in accordance with Section 80 of the Companies Act 1985 to exercise for a period from the date of the passing of this resolution until the fifth anniversary thereof all the powers of the Company to allot relevant securities up to an aggregate nominal amount equal to the nominal amount of the authorised but unissued share capital of the Company (being 20,202,705 ordinary shares of 10p each) and to make offers or agreements which would or might require relevant securities to be allotted after the expiry of the said period provided that such allotments will fall within the limit aforesaid if made during the said period, for the purposes of this Resolution words and expressions defined in or for the purposes of the said Section 80 shall bear the same meaning in this resolution.

SPECIAL RESOLUTIONS

- 2 That the regulations contained in the document attached to this resolution and signed for identification purposes by the Company Secretary be and they are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company
- 3 That any rights of pre-emption whether under the existing or new Articles of Association of the Company or under if Section 89(1) of the Companies Act 1985 or otherwise be disappplied in relation to the securities that the Directors are authorised to allot under the resolution numbered 1 above

AGREEMENT

Please read the Notes attached to this document before signifying your agreement to the Ordinary Resolution and Special Resolutions.

We the undersigned (being the only members who are entitled to vote on the Ordinary Resolution and Special Resolutions on the Circulation Date) hereby irrevocably agree to the Ordinary Resolution and Special Resolutions

Shareholder name: **PETER HAWKES**
(please print)

Signed: 

Date

21st February 2008.

NOTES

- 1 You can choose to agree to all of the Ordinary Resolution and Special Resolutions (together the "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 before 5.00pm on Wednesday 27th 2008 (the "Lapse Date") using one of the following methods

- 1.1 **By Hand** delivering the signed copy to

The Company Secretary, Tangram Leisure Limited c/o First Step, Unit 19 Leafield Trading Estate, CROSSHAM, Wiltshire SN13 9SW,

- 1.2 **Post**, returning the signed copy by post to:

The Company Secretary, Tangram Leisure Limited c/o First Step Unit 19 Leafield Trading Estate, CROSSHAM, Wiltshire SN13 9SW,

- 1.3 **Fax**: faxing the signed copy to 01225 811427 marked "For the attention of the Company Secretary, Tangram Leisure Limited"

- 1.4 **E-mail** by attaching a scanned copy of the signed document to an e-mail and sending it to

paul@prcenterprises.co.uk

Please enter "Written Tangram resolutions dated 20th February 2008" in the e-mail subject box

- 2 If you do not agree with the Resolutions, you do not need to do anything. You will not be deemed to agree if you fail to reply
- 3 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
- 4 The Resolutions will be passed when the required majority of eligible members have signified their agreement to them but shall only take effect upon the satisfaction of the Condition
- 5 If the Resolutions are not passed by the Lapse Date they will lapse. If the Company receives your signed document after the Lapse Date your agreement to the Resolutions will be ineffective
- 6 If the Condition is not satisfied on or before the date and time which is 30 days after the expiry of the Lapse Date then the Resolutions shall not be effective
- 7 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members
- 8 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

Worthmore
61,243 shares

Company No 3966166

THE COMPANIES ACTS 1985 AND 2006

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

TANGRAM LEISURE LIMITED

CIRCULATION DATE 20th February 2008

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 the Directors propose, in each case conditional upon and effective (if passed) as from the date of execution of an investment agreement proposed to be entered into by the Company, Paul Cronk and others (as Managers), the Investors (Hotbed Investors) and Decade Investments Limited substantially in the form of the draft accompanying these resolutions within the period specified in note 6 below (the "Condition"), that -

- the resolution numbered 1 below be passed as an ordinary resolution (the "Ordinary Resolution"), and
- the resolutions numbered 2 and 3 below be passed as special resolutions (together the "Special Resolutions")

ORDINARY RESOLUTION

- 1 That the Directors be and are hereby authorised generally and unconditionally pursuant to and in accordance with Section 80 of the Companies Act 1985 to exercise for a period from the date of the passing of this resolution until the fifth anniversary thereof all the powers of the Company to allot relevant securities up to an aggregate nominal amount equal to the nominal amount of the authorised but unissued share capital of the Company (being 20,202,705 ordinary shares of 10p each) and to make offers or agreements which would or might require relevant securities to be allotted after the expiry of the said period provided that such allotments will fall within the limit aforesaid if made during the said period, for the purposes of this Resolution words and expressions defined in or for the purposes of the said Section 80 shall bear the same meaning in this resolution

SPECIAL RESOLUTIONS

- 2 That the regulations contained in the document attached to this resolution and signed for identification purposes by the Company Secretary be and they are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company
- 3 That any rights of pre-emption whether under the existing or new Articles of Association of the Company or under if Section 89(1) of the Companies Act 1985 or otherwise be disapphed in relation to the securities that the Directors are authorised to allot under the resolution numbered 1 above

AGREEMENT

Please read the Notes attached to this document before signifying your Resolution and Special Resolutions.

We the undersigned (being the only members who are entitled to vote on Special Resolutions on the Circulation Date) hereby irrevocably agree to Special Resolutions.

Shareholder name: RICHARD PAUL WOODHOUSE
(please print)

Signed: 

Date: 20/

NOTES

- 1 You can choose to agree to all of the Ordinary Resolution and Special Resolutions or none of them but you cannot agree to only some of the Resolutions. If you indicate your agreement by signing and dating this document where indicated on the back of this document before 5.00pm on Wednesday 27th 2008 (the "Lapse Date") using one of the following methods:

- 1.1 By Hand: delivering the signed copy to:

The Company Secretary, Tangram Leisure Limited
Trading Estate, CORSHAM, Wiltshire SN13 9SW

- 1.2 Post: returning the signed copy by post to:

The Company Secretary, Tangram Leisure Limited
Trading Estate, CORSHAM, Wiltshire SN13 9SW

- 1.3 Fax: faxing the signed copy to 01225 811427 marked "For the Tangram Leisure Limited".

- 1.4 E-mail: by attaching a scanned copy of the signed document to an e-mail to:

paul@prcenterprises.co.uk

Please enter "Written Tangram resolutions dated 20/02/2008"

To Paul Cronk
(2 sheets)

Company No. 3966166

INVERARL

139,153 shares

THE COMPANIES ACTS 1985 AND 2006

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

TANGRAM LEISURE LIMITED

CIRCULATION DATE. 20th February 2008

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 the Directors propose, in each case conditional upon and effective (if passed) as from the date of execution of an investment agreement proposed to be entered into by the Company, Paul Cronk and others (as Managers), the Investors (Hotbed Investors) and Decade Investments Limited substantially in the form of the draft accompanying these resolutions within the period specified in note 6 below (the "Condition"), that -

- the resolution numbered 1 below be passed as an ordinary resolution (the "Ordinary Resolution"); and
- the resolutions numbered 2 and 3 below be passed as special resolutions (together the "Special Resolutions")

ORDINARY RESOLUTION

- 1 That the Directors be and are hereby authorised generally and unconditionally pursuant to and in accordance with Section 80 of the Companies Act 1985 to exercise for a period from the date of the passing of this resolution until the fifth anniversary thereof all the powers of the Company to allot relevant securities up to an aggregate nominal amount equal to the nominal amount of the authorised but unissued share capital of the Company (being 20,202,705 ordinary shares of 10p each) and to make offers or agreements which would or might require relevant securities to be allotted after the expiry of the said period provided that such allotments will fall within the limit aforesaid if made during the said period, for the purposes of this Resolution words and expressions defined in or for the purposes of the said Section 80 shall bear the same meaning in this resolution

SPECIAL RESOLUTIONS

2. That the regulations contained in the document attached to this resolution and signed for identification purposes by the Company Secretary be and they are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company
- 3 That any rights of pre-emption whether under the existing or new Articles of Association of the Company or under if Section 89(1) of the Companies Act 1985 or otherwise be disapplied in relation to the securities that the Directors are authorised to allot under the resolution numbered 1 above

AGREEMENT

Please read the Notes attached to this document before signifying your agreement to the Ordinary Resolution and Special Resolutions.

We the undersigned (being the only members who are entitled to vote on the Ordinary Resolution and Special Resolutions on the Circulation Date) hereby irrevocably agree to the Ordinary Resolution and Special Resolutions

Shareholder name: A. J. CULVERWELL
(please print)

Signed: 

Date. 21/02/08

NOTES

- 1 You can choose to agree to the all of the Ordinary Resolution and Special Resolutions (together the "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 before 5.00pm on Wednesday 27th 2008 (the "Lapse Date") using one of the following methods:

- 1.1 By Hand, delivering the signed copy to

The Company Secretary, Tangram Leisure Limited c/o First Step, Unit 19 Leaffield Trading Estate, CORSHAM, Wiltshire SN13 9SW,

- 1.2 Post returning the signed copy by post to

The Company Secretary, Tangram Leisure Limited c/o First Step, Unit 19 Leaffield Trading Estate, CORSHAM, Wiltshire SN13 9SW;

- 1.3 Fax: faxing the signed copy to 01225 811427 marked "For the attention of the Company Secretary, Tangram Leisure Limited"

- 1.4 E-mail: by attaching a scanned copy of the signed document to an e-mail and sending it to:

paul@prcenterprises.co.uk

Please enter "Written Tangram resolutions dated 20th February 2008" in the e-mail subject box.

- 2 If you do not agree with the Resolutions, you do not need to do anything. You will not be deemed to agree if you fail to reply
- 3 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement
- 4 The Resolutions will be passed when the required majority of eligible members have signified their agreement to them but shall only take effect upon the satisfaction of the Condition.
- 5 If the Resolutions are not passed by the Lapse Date they will lapse. If the Company receives your signed document after the Lapse Date your agreement to the Resolutions will be ineffective
- 6 If the Condition is not satisfied on or before the date and time which is 30 days after the expiry of the Lapse Date, then the Resolutions shall not be effective
- 7 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
- 8 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

Key
63,614 shares

Company No. 3966166

THE COMPANIES ACTS 1985 AND 2006

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

TANGRAM LEISURE LIMITED

CIRCULATION DATE. 20th February 2008

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 the Directors propose, in each case conditional upon and effective (if passed) as from the date of execution of an investment agreement proposed to be entered into by the Company, Paul Cronk and others (as Managers), the Investors (Hotbed Investors) and Decade Investments Limited substantially in the form of the draft accompanying these resolutions within the period specified in note 6 below (the "Condition"), that:-

- the resolution numbered 1 below be passed as an ordinary resolution (the "Ordinary Resolution"), and
- the resolutions numbered 2 and 3 below be passed as special resolutions (together the "Special Resolutions")

ORDINARY RESOLUTION

1. That the Directors be and are hereby authorised generally and unconditionally pursuant to and in accordance with Section 80 of the Companies Act 1985 to exercise for a period from the date of the passing of this resolution until the fifth anniversary thereof all the powers of the Company to allot relevant securities up to an aggregate nominal amount equal to the nominal amount of the authorised but unissued share capital of the Company (being 20,202,705 ordinary shares of 10p each) and to make offers or agreements which would or might require relevant securities to be allotted after the expiry of the said period provided that such allotments will fall within the limit aforesaid if made during the said period, for the purposes of this Resolution words and expressions defined in or for the purposes of the said Section 80 shall bear the same meaning in this resolution.

SPECIAL RESOLUTIONS

2. That the regulations contained in the document attached to this resolution and signed for identification purposes by the Company Secretary be and they are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company
3. That any rights of pre-emption whether under the existing or new Articles of Association of the Company or under if Section 89(1) of the Companies Act 1985 or otherwise in relation to the securities that the Directors are authorised to allot under above

AGREEMENT

Please read the Notes attached to this document before signifying your agreement to the Ordinary Resolution and Special Resolutions.

We the undersigned (being the only members who are entitled to vote on the Ordinary Resolution and Special Resolutions on the Circulation Date) hereby irrevocably agree to the Ordinary Resolution and Special Resolutions

Shareholder name:
(please print)

RUPERT G. DEWEY

Signed:

R. G. Dewey

Date:

21/2/2008

NOTES

- 1 You can choose to agree to the all of the Ordinary Resolution and Special Resolutions (together the "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 before 5.00pm on Wednesday 27th 2008 (the "Lapse Date") using one of the following methods
 - 1.1 By Hand delivering the signed copy to
The Company Secretary, Tangram Leisure Limited c/o First Step, Unit 19 Leaffield Trading Estate, CORSHAM, Wiltshire SN13 9SW,
 - 1.2 Post returning the signed copy by post to
The Company Secretary, Tangram Leisure Limited c/o First Step, Unit 19 Leaffield Trading Estate, CORSHAM, Wiltshire SN13 9SW,
 - 1.3 Fax: faxing the signed copy to 01225 811427 marked "For the attention of the Company Secretary, Tangram Leisure Limited"
 - 1.4 E-mail: by attaching a scanned copy of the signed document to an e-mail and sending it to.
paul@prcenterprises.co.uk
Please enter "Written Tangram resolutions dated 20th February 2008" in the e-mail subject box
- 2 If you do not agree with the Resolutions, you do not need to do anything. You will not be deemed to agree if you fail to reply
- 3 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement
- 4 The Resolutions will be passed when the required majority of eligible members have signified their agreement to them but shall only take effect upon the satisfaction of the Condition
- 5 If the Resolutions are not passed by the Lapse Date they will lapse. If the Company receives your signed document after the Lapse Date your agreement to the Resolutions will be ineffective
- 6 If the Condition is not satisfied on or before the date and time which is 30 days after the expiry of the Lapse Date, then the Resolutions shall not be effective
- 7 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members
- 8 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.

NN. Zucker
257,025 shares

Company No. 3966166

THE COMPANIES ACTS 1985 AND 2006

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

TANGRAM LEISURE LIMITED

CIRCULATION DATE. 20th February 2008

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 the Directors propose, in each case conditional upon and effective (if passed) as from the date of execution of an investment agreement proposed to be entered into by the Company, Paul Cronk and others (as Managers), the Investors (Hotbed Investors) and Decade Investments Limited substantially in the form of the draft accompanying these resolutions within the period specified in note 6 below (the "Condition"), that -

the resolution numbered 1 below be passed as an ordinary resolution (the "Ordinary Resolution"), and

the resolutions numbered 2 and 3 below be passed as special resolutions (together the "Special Resolutions")

ORDINARY RESOLUTION

- 1 That the Directors be and are hereby authorised generally and unconditionally pursuant to and in accordance with Section 80 of the Companies Act 1985 to exercise for a period from the date of the passing of this resolution until the fifth anniversary thereof all the powers of the Company to allot relevant securities up to an aggregate nominal amount equal to the nominal amount of the authorised but unissued share capital of the Company (being 20,202,705 ordinary shares of 10p each) and to make offers or agreements which would or might require relevant securities to be allotted after the expiry of the said period provided that such allotments will fall within the limit aforesaid if made during the said period, for the purposes of this Resolution words and expressions defined in or for the purposes of the said Section 80 shall bear the same meaning in this resolution.

SPECIAL RESOLUTIONS

2. That the regulations contained in the document attached to this resolution and signed for identification purposes by the Company Secretary be and they are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company
- 3 That any rights of pre-emption whether under the existing or new Articles of Association of the Company or under if Section 89(1) of the Companies Act 1985 or otherwise be disapplied in relation to the securities that the Directors are authorised to allot under the resolution numbered 1 above

AGREEMENT

Please read the Notes attached to this document before signifying your agreement to the Ordinary Resolution and Special Resolutions.

We the undersigned (being the only members who are entitled to vote on the Ordinary Resolution and Special Resolutions on the Circulation Date) hereby irrevocably agree to the Ordinary Resolution and Special Resolutions

Shareholder name:

NICHOLAS M. JONES. *[Signature]*
(please print)

S i g n e d :

[Signature]

Date: 21 February 2008

NOTES

You can choose to agree to the all of the Ordinary Resolution and Special Resolutions (together the "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 before 5.00pm on Wednesday 27th 2008 (the "Lapse Date") using one of the following methods

By Hand delivering the signed copy to:

The Company Secretary Tangram Leisure Limited c/o First Step, Unit 19
Leafield Trading Estate, CORSHAM, Wiltshire SN13 9SW,

Post returning the signed copy by post to

The Company Secretary, Tangram Leisure Limited c/o First Step, Unit 19
Leafield Trading Estate, CORSHAM, Wiltshire SN13 9SW,

[Handwritten mark] **Fax**, faxing the signed copy to 01225 811427 marked "For the attention of the Company Secretary, Tangram Leisure Limited"

E-mail by attaching a scanned copy of the signed document to an e-mail and sending it to
HYPERLINK "mailto:paul@prcenterprises.co.uk" paul@prcenterprises.co.uk

Please enter "Written Tangram resolutions dated 20th February 2008" in the e-mail subject box

If you do not agree with the Resolutions, you do not need to do anything. You will not be deemed to agree if you fail to reply.

Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.

The Resolutions will be passed when the required majority of eligible members have signified their agreement to them but shall only take effect upon the satisfaction of the Condition

If the Resolutions are not passed by the Lapse Date they will lapse. If the Company receives your signed document after the Lapse Date your agreement to the Resolutions will be ineffective.

If the Condition is not satisfied on or before the date and time which is 30 days after the expiry of the Lapse Date,

then the Resolutions shall not be effective.

In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.

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.

fb uk 30557605 01

Company No 3966166

RELL -
61,31 shares

THE COMPANIES ACTS 1985 AND 2006

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

TANGRAM LEISURE LIMITED

CIRCULATION DATE 20th February 2008

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 the Directors propose, in each case conditional upon and effective (if passed) as from the date of execution of an investment agreement proposed to be entered into by the Company, Paul Cronk and others (as Managers), the Investors (Hotbed Investors) and Decade Investments Limited substantially in the form of the draft accompanying these resolutions within the period specified in note 6 below (the "Condition"), that -

- the resolution numbered 1 below be passed as an ordinary resolution (the "Ordinary Resolution"), and
- the resolutions numbered 2 and 3 below be passed as special resolutions (together the "Special Resolutions")

ORDINARY RESOLUTION

- 1 That the Directors be and are hereby authorised generally and unconditionally pursuant to and in accordance with Section 80 of the Companies Act 1985 to exercise for a period from the date of the passing of this resolution until the fifth anniversary thereof all the powers of the Company to allot relevant securities up to an aggregate nominal amount equal to the nominal amount of the authorised but unissued share capital of the Company (being 20,202,705 ordinary shares of 10p each) and to make offers or agreements which would or might require relevant securities to be allotted after the expiry of the said period provided that such allotments will fall within the limit aforesaid if made during the said period, for the purposes of this Resolution words and expressions defined in or for the purposes of the said Section 80 shall bear the same meaning in this resolution

SPECIAL RESOLUTIONS

- 2 That the regulations contained in the document attached to this resolution and signed for identification purposes by the Company Secretary be and they are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company
- 3 That any rights of pre-emption whether under the existing or new Articles of Association of the Company or under if Section 89(1) of the Companies Act 1985 or otherwise be disappplied in relation to the securities that the Directors are authorised to allot under the resolution numbered 1 above

AGREEMENT

Please read the Notes attached to this document before signifying your agreement to the Ordinary Resolution and Special Resolutions

We the undersigned (being the only members who are entitled to vote on the Ordinary Resolution and Special Resolutions on the Circulation Date) hereby irrevocably agree to the Ordinary Resolution and Special Resolutions

Shareholder name:
(please print)

PETER J. BELL

Signed.

PJB

Date

21/2/08

NOTES

- 1 You can choose to agree to the all of the Ordinary Resolution and Special Resolutions (together the 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 before 5.00pm on Wednesday 27th 2008 (the "Lapse Date") using one of the following methods
 - 1.1 By Hand delivering the signed copy to
The Company Secretary Tangram Leisure Limited c/o First Step Unit 19 Leaffield Trading Estate CORSHAM, Wiltshire SN13 9SW
 - 1.2 Post returning the signed copy by post to
The Company Secretary Tangram Leisure Limited c/o First Step Unit 19 Leaffield Trading Estate CORSHAM Wiltshire SN13 9SW
 - 1.3 Fax faxing the signed copy to 01225 811427 marked "For the attention of the Company Secretary, Tangram Leisure Limited"
 - 1.4 E-mail by attaching a scanned copy of the signed document to an e-mail and sending it to
paul@prcenterprises.co.uk
Please enter "Written Tangram resolutions dated 20th February 2008" in the e-mail subject box
- 2 If you do not agree with the Resolutions, you do not need to do anything. You will not be deemed to agree if you fail to reply.
- 3 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
- 4 The Resolutions will be passed when the required majority of eligible members have signified their agreement to them but shall only take effect upon the satisfaction of the Condition.
- 5 If the Resolutions are not passed by the Lapse Date they will lapse. If the Company receives your signed document after the Lapse Date your agreement to the Resolutions will be ineffective.
- 6 If the Condition is not satisfied on or before the date and time which is 30 days after the expiry of the Lapse Date, then the Resolutions shall not be effective.
- 7 In the case of joint holders of shares only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
- 8 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.

FOR THE ATTENTION OF THE COMPANY SECRETARY,

TANGRAM LEISURE LTD

Company No. 3966166

30224 MAYNARD
332672 shares.

THE COMPANIES ACTS 1985 AND 2006

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

TANGRAM LEISURE LIMITED

CIRCULATION DATE: 20th February 2008

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 the Directors propose, in each case conditional upon and effective (if passed) as from the date of execution of an investment agreement proposed to be entered into by the Company, Paul Cronk and others (as Managers), the Investors (Hotbed Investors) and Decade Investments Limited substantially in the form of the draft accompanying these resolutions within the period specified in note 6 below (the "Condition"), that:-

- the resolution numbered 1 below be passed as an ordinary resolution (the "Ordinary Resolution"), and
- the resolutions numbered 2 and 3 below be passed as special resolutions (together the "Special Resolutions").

ORDINARY RESOLUTION

1. That the Directors be and are hereby authorised generally and unconditionally pursuant to and in accordance with Section 80 of the Companies Act 1985 to exercise for a period from the date of the passing of this resolution until the fifth anniversary thereof all the powers of the Company to allot relevant securities up to an aggregate nominal amount equal to the nominal amount of the authorised but unissued share capital of the Company (being 20,202,705 ordinary shares of 10p each) and to make offers or agreements which would or might require relevant securities to be allotted after the expiry of the said period provided that such allotments will fall within the limit aforesaid if made during the said period, for the purposes of this Resolution words and expressions defined in or for the purposes of the said Section 80 shall bear the same meaning in this resolution

SPECIAL RESOLUTIONS

2. That the regulations contained in the document attached to this resolution and signed for identification purposes by the Company Secretary be and they are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company.
3. That any rights of pre-emption whether under the existing or new Articles of Association of the Company or under if Section 89(1) of the Companies Act 1985 or otherwise be disapplied in relation to the securities that the Directors are authorised to allot under the resolution numbered 1 above

AGREEMENT

Please read the Notes attached to this document before signifying your agreement to the Ordinary Resolution and Special Resolutions.

We the undersigned (being the only members who are entitled to vote on the Ordinary Resolution and Special Resolutions on the Circulation Date) hereby irrevocably agree to the Ordinary Resolution and Special Resolutions.

Shareholder name:
(please print)

SALLY GODLEY
MAYNARD

Signed:..

Sally Godley Maynard

Date

20/2/08

NOTES

- 1 You can choose to agree to the all of the Ordinary Resolution and Special Resolutions (together the "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 before 5.00pm on Wednesday 27th 2008 (the "Lapse Date") using one of the following methods
 - 1.1 By Hand. delivering the signed copy to
The Company Secretary, Tangram Leisure Limited c/o First Step, Unit 19 Leaffield Trading Estate, CORSHAM, Wiltshire SN13 9SW,
 - 1.2 Post returning the signed copy by post to:
The Company Secretary, Tangram Leisure Limited c/o First Step, Unit 19 Leaffield Trading Estate, CORSHAM, Wiltshire SN13 9SW,
 - 1.3 Fax: faxing the signed copy to 01225 811427 marked "For the attention of the Company Secretary, Tangram Leisure Limited"
 - 1.4 E-mail. by attaching a scanned copy of the signed document to an e-mail and sending it to
paul@prcenterpnses.co.uk
Please enter "Written Tangram resolutions dated 20th February 2008" in the e-mail subject box
- 2 If you do not agree with the Resolutions, you do not need to do anything. You will not be deemed to agree if you fail to reply
- 3 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
- 4 The Resolutions will be passed when the required majority of eligible members have signified their agreement to them but shall only take effect upon the satisfaction of the Condition
- 5 If the Resolutions are not passed by the Lapse Date they will lapse. If the Company receives your signed document after the Lapse Date your agreement to the Resolutions will be ineffective
- 6 If the Condition is not satisfied on or before the date and time which is 30 days after the expiry of the Lapse Date, then the Resolutions shall not be effective
- 7 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
- 8 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

Company No. 3966166

CRONK
561,531 shares

THE COMPANIES ACTS 1985 AND 2006

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

TANGRAM LEISURE LIMITED

CIRCULATION DATE 20th February 2008

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 the Directors propose, in each case conditional upon and effective (if passed) as from the date of execution of an investment agreement proposed to be entered into by the Company, Paul Cronk and others (as Managers), the Investors (Hoibed Investors) and Decade Investments Limited substantially in the form of the draft accompanying these resolutions within the period specified in note 6 below (the "Condition"), that -

- the resolution numbered 1 below be passed as an ordinary resolution (the "Ordinary Resolution"), and
- the resolutions numbered 2 and 3 below be passed as special resolutions (together the "Special Resolutions")

ORDINARY RESOLUTION

- 1 That the Directors be and are hereby authorised generally and unconditionally pursuant to and in accordance with Section 80 of the Companies Act 1985 to exercise for a period from the date of the passing of this resolution until the fifth anniversary thereof all the powers of the Company to allot relevant securities up to an aggregate nominal amount equal to the nominal amount of the authorised but unissued share capital of the Company (being 20,202,705 ordinary shares of 10p each) and to make offers or agreements which would or might require relevant securities to be allotted after the expiry of the said period provided that such allotments will fall within the limit aforesaid if made during the said period, for the purposes of this Resolution words and expressions defined in or for the purposes of the said Section 80 shall bear the same meaning in this resolution

SPECIAL RESOLUTIONS

- 2 That the regulations contained in the document attached to this resolution and signed for identification purposes by the Company Secretary be and they are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company
- 3 That any rights of pre-emption whether under the existing or new Articles of Association of the Company or under if Section 89(1) of the Companies Act 1985 or otherwise be disappplied in relation to the securities that the Directors are authorised to allot under the resolution numbered 1 above

AGREEMENT

Please read the Notes attached to this document before signifying your agreement to the Ordinary Resolution and Special Resolutions.

We the undersigned (being the only members who are entitled to vote on the Ordinary Resolution and Special Resolutions on the Circulation Date) hereby irrevocably agree to the Ordinary Resolution and Special Resolutions

Shareholder name.
(please print)

Paul R. Cronk

Signed



Date

20/02/2008

NOTES

- 1 You can choose to agree to all of the Ordinary Resolution and Special Resolutions (together the "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 before 5 00pm on Wednesday 27th 2008 (the "Lapse Date") using one of the following methods:
 - 1.1 By Hand delivering the signed copy to
The Company Secretary Tangram Leisure Limited c/o First Step, Unit 19 Leaffield Trading Estate, CORSHAM, Wiltshire SN13 9SW
 - 1.2 Post returning the signed copy by post to
The Company Secretary Tangram Leisure Limited c/o First Step Unit 19 Leaffield Trading Estate CORSHAM Wiltshire SN13 9SW,
 - 1.3 Fax faxing the signed copy to 01225 811427 marked "For the attention of the Company Secretary, Tangram Leisure Limited"
 - 1.4 E-mail by attaching a scanned copy of the signed document to an e-mail and sending it to
paul@prcenterprises.co.uk
Please enter "Written Tangram resolutions dated 20th February 2008" in the e-mail subject box
- 2 If you do not agree with the Resolutions, you do not need to do anything. You will not be deemed to agree if you fail to reply.
- 3 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
- 4 The Resolutions will be passed when the required majority of eligible members have signified their agreement to them but shall only take effect upon the satisfaction of the Condition.
- 5 If the Resolutions are not passed by the Lapse Date they will lapse. If the Company receives your signed document after the Lapse Date your agreement to the Resolutions will be ineffective.
- 6 If the Condition is not satisfied on or before the date and time which is 30 days after the expiry of the Lapse Date then the Resolutions shall not be effective.
- 7 In the case of joint holders of shares only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
- 8 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.

Company No 3966166

MANNINGTON PP
61531 shares

THE COMPANIES ACTS 1985 AND 2006

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

TANGRAM LEISURE LIMITED

CIRCULATION DATE 20th February 2008

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 the Directors propose, in each case conditional upon and effective (if passed) as from the date of execution of an investment agreement proposed to be entered into by the Company, Paul Cronk and others (as Managers), the Investors (Hotbed Investors) and Decade Investments Limited substantially in the form of the draft accompanying these resolutions within the period specified in note 6 below (the "Condition"), that -

- the resolution numbered 1 below be passed as an ordinary resolution (the "Ordinary Resolution"), and
- the resolutions numbered 2 and 3 below be passed as special resolutions (together the "Special Resolutions")

ORDINARY RESOLUTION

- 1 That the Directors be and are hereby authorised generally and unconditionally pursuant to and in accordance with Section 80 of the Companies Act 1985 to exercise for a period from the date of the passing of this resolution until the fifth anniversary thereof all the powers of the Company to allot relevant securities up to an aggregate nominal amount equal to the nominal amount of the authorised but unissued share capital of the Company (being 20,202,705 ordinary shares of 10p each) and to make offers or agreements which would or might require relevant securities to be allotted after the expiry of the said period provided that such allotments will fall within the limit aforesaid if made during the said period, for the purposes of this Resolution words and expressions defined in or for the purposes of the said Section 80 shall bear the same meaning in this resolution

SPECIAL RESOLUTIONS

- 2 That the regulations contained in the document attached to this resolution and signed for identification purposes by the Company Secretary be and they are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company
- 3 That any rights of pre-emption whether under the existing or new Articles of Association of the Company or under if Section 89(1) of the Companies Act 1985 or otherwise be disappplied in relation to the securities that the Directors are authorised to allot under the resolution numbered 1 above

AGREEMENT

Please read the Notes attached to this document before signifying your agreement to the Ordinary Resolution and Special Resolutions.

We the undersigned (being the only members who are entitled to vote on the Ordinary Resolution and Special Resolutions on the Circulation Date) hereby irrevocably agree to the Ordinary Resolution and Special Resolutions

Shareholder name-
(please print)

MANNINZON INT.
(UK) LTD Penina Penn

Signed:



Date

20/02/2008

NOTES

- 1 You can choose to agree to the all of the Ordinary Resolution and Special Resolutions (together the '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 before 5 00pm on Wednesday 27th 2008 (the "Lapse Date") using one of the following methods
 - 1.1 By Hand delivering the signed copy to
The Company Secretary Tangram Leisure Limited c/o First Step, Unit 19 Leaffield Trading Estate CORSHAM Wiltshire SN13 9SW,
 - 1.2 Post returning the signed copy by post to
The Company Secretary Tangram Leisure Limited c/o First Step Unit 19 Leaffield Trading Estate CORSHAM, Wiltshire SN13 9SW
 - 1.3 Fax faxing the signed copy to 01225 811427 marked "For the attention of the Company Secretary, Tangram Leisure Limited"
 - 1.4 E-mail by attaching a scanned copy of the signed document to an e-mail and sending it to
paul@prcenterprises.co.uk
Please enter "Written Tangram resolutions dated 20th February 2008" in the e-mail subject box
- 2 If you do not agree with the Resolutions you do not need to do anything. You will not be deemed to agree if you fail to reply.
- 3 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
- 4 The Resolutions will be passed when the required majority of eligible members have signified their agreement to them but shall only take effect upon the satisfaction of the Condition.
- 5 If the Resolutions are not passed by the Lapse Date they will lapse. If the Company receives your signed document after the Lapse Date your agreement to the Resolutions will be ineffective.
- 6 If the Condition is not satisfied on or before the date and time which is 30 days after the expiry of the Lapse Date then the Resolutions shall not be effective.
- 7 In the case of joint holders of shares only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
- 8 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.

THE COMPANIES ACT 1985-2006

ml

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

TANGRAM LEISURE LIMITED

emw law llp
seebeck house
one seebeck place
knowlhill
milton keynes
mk5 8fr

THE COMPANIES ACT 1985-2006

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

ADOPTED BY SPECIAL RESOLUTION PASSED ON 5th March 2008

of

Tangram Leisure Limited ("the Company")

Registered number 3966166

Incorporated on 6 April 2000

1 INTERPRETATION

1.1 Subject to the provisions of Article 1.2 below the regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (Statutory Instrument 1985 No. 805) as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (Statutory Instrument 1985 No. 1052), the Companies Act 1985 (Electronic Communications) Order 2000 (Statutory Instrument 2000 No. 3373), the Companies (Tables A to F) (Amendment) Regulations 2007 (Statutory Instrument 2007 No. 2541) and the Companies (Tables A to F) (Amendment) (No 2) Regulations 2007 (Statutory Instrument 2007 No. 2826) ("Table A") shall together with the following regulations, subject to the modifications hereinafter expressed, constitute the Articles of association of the Company.

1.2 Regulations number 50, 73 to 80 (inclusive), 94 to 98 (inclusive) in Table A shall not apply to the Company

1.3 In these Articles the following words and expressions shall (except where the context otherwise requires) have the following meanings

"2013 Resigning Leaver" means a member (provided that neither an Investor nor a Connected Person of an Investor may be a 2013 Resigning Leaver) who is not a Bad Leaver and who:-

(a) is an employee of a Group Company who, after 31 December 2012 but on or before 31 December 2013, ceases to be an employee of a Group Company unless:-

(i) he is immediately employed by another Group Company, or

(ii) such cessation is as a result of:-

1 his death, or

2. his permanent incapacity through ill health; or

3. his dismissal from employment and such dismissal is found to be substantively unfair by an industrial tribunal or, if appealed, the final appellate body from such industrial tribunal, or

- 4 a Group Company terminating his employment on notice, or
 - 5 his resignation with the prior written approval of the Investors' Attorney, or
- (b) is a Consultant who, after 31 December 2012 but on or before 31 December 2013, ceases to be a Consultant unless -
- (i) he is immediately re-engaged by another Group Company; or
 - (ii) such cessation is as a result of:-
 - 1 his death; or
 - 2 his permanent incapacity through ill health; or
 - 3. the termination of his consultancy arrangements with the Company and such termination is in breach of the terms of his consultancy arrangements with the Company, or
 - 4. the Company terminating his consultancy arrangements with the Company on notice; or
 - 5. his terminating his consultancy arrangements with the Company with the prior written approval of the Investor Attorney

"2013 Resigning Leaver Shares" means Shares held by a 2013 Resigning Leaver on the 2013 Resigning Leaver Transfer Date and any Shares that (as at the 2013 Resigning Leaver Transfer Date) have been transferred by that 2013 Resigning Leaver or his permitted transferees pursuant to Articles 4.2 to 4.10

"2013 Resigning Leaver Transfer Date" means the date on which a member becomes a 2013 Resigning Leaver

"2014 Resigning Leaver" means a member (provided that neither an Investor nor a Connected Person of an Investor may be a 2014 Resigning Leaver) who is not a Bad Leaver and who -

- (a) is an employee of a Group Company who, after 31 December 2013 but on or before 31 December 2014, ceases to be an employee of a Group Company unless -
 - (i) he is immediately employed by another Group Company; or
 - (ii) such cessation is as a result of -
 - 1 his death; or
 - 2. his permanent incapacity through ill health, or
 - 3. his dismissal from employment and such dismissal is found to be substantively unfair by an industrial tribunal or, if appealed, the final appellate body from such industrial tribunal; or

- 4 a Group Company terminating his employment on notice; or
 5. his resignation with the prior written approval of the Investors' Attorney, or
- (b) is a Consultant who, after 31 December 2013 but on or before 31 December 2014, ceases to be a Consultant unless -
- (i) he is immediately re-engaged by another Group Company; or
 - (ii) such cessation is as a result of:-
 - 1 his death, or
 - 2 his permanent incapacity through ill health, or
 3. the termination of his consultancy arrangements with the Company and such termination is in breach of the terms of his consultancy arrangements with the Company, or
 4. the Company terminating his consultancy arrangements with the Company on notice; or
 - 5 his terminating his consultancy arrangements with the Company with the prior written approval of the Investor Attorney

"2014 Resigning Leaver Shares" means Shares held by a 2014 Resigning Leaver on the 2014 Resigning Leaver Transfer Date and any Shares that (as at the 2014 Resigning Leaver Transfer Date) have been transferred by that 2014 Resigning Leaver or his permitted transferees pursuant to Articles 4.2 to 4.10

"2014 Resigning Leaver Transfer Date" means the date on which a member becomes a 2014 Resigning Leaver

"Act" means the Companies Act 1985 (as amended by the Companies Act 1989) including any statutory modification or re-enactment thereof for the time being in force

"Approved Offer" means an arms length offer in writing for all the Shares in issue (including any Shares which may be allotted during the offer period or upon the offer becoming unconditional pursuant to the exercise or conversion of options or rights to subscribe for or securities convertible into Shares in existence at the date of such offer) on equal terms (unless in the case of a particular member less favourable terms are agreed in writing with that member) and which

- (a) is stipulated to be open for acceptance for at least 15 Business Days,
- (b) includes an undertaking by the offeror that neither it nor any person acting by agreement or understanding with it have entered into more favourable terms or have agreed more favourable terms with any other member for the purchase of Shares; and
- (c) has the prior written approval of the Investors' Attorney

"Articles" means the articles of association of the Company

"Bad Leaver" means a member (provided that neither an Investor nor a Connected Person of an Investor may be a Bad Leaver) who -

- (a) is a Manager who commits an Unremedied Breach, or
- (b) is summarily dismissed from employment by a Group Company provided that such dismissal is in accordance with the terms of that member's contract of employment with the Group Company, or
- (c) resigns his employment from a Group Company in circumstances where the relevant Group Company would have been entitled to summarily dismiss him provided that such dismissal would have been in accordance with the terms of that member's contract of employment with the Group Company, or
- (d) is an employee of a Group Company who, on or before 31 December 2012, ceases to be an employee of a Group Company unless -
 - (i) he is immediately employed by another Group Company, or
 - (ii) such cessation is as a result of:-
 - 1 his death; or
 - 2. his permanent incapacity through ill health, or
 - 3 his dismissal from employment and such dismissal is found to be substantively unfair by an industrial tribunal or, if appealed, the final appellate body from such industrial tribunal; or
 - 4. a Group Company terminating his employment on notice, or
 - 5 his resignation with the prior written approval of the Investors' Attorney
- (e) is a Consultant whose consultancy services are properly terminated without notice by the Company, or
- (f) is a Consultant who terminates his consultancy arrangements with the Company in circumstances where the Company would have been entitled to properly terminate such arrangements without notice; or
- (g) is a Consultant who, on or before 31 December 2012, ceases to be a Consultant unless:-
 - (i) he is immediately re-engaged by another Group Company; or
 - (ii) such cessation is as a result of:-
 - 1. his death, or
 - 2. his permanent incapacity through ill health; or

- 3 the termination of his consultancy arrangements with the Company and such termination is in breach of the terms of his consultancy arrangements with the Company, or
4. the Company terminating his consultancy arrangements with the Company on notice; or
- 5 his terminating his consultancy arrangements with the Company with the prior written approval of the Investor Attorney

"Bad Leaver Shares" means Shares held by a Bad Leaver on the Bad Leaver Transfer Date and any Shares that (as at the Bad Leaver Transfer Date) have been transferred by that Bad Leaver or his permitted transferees pursuant to Articles 4.2 to 4.10

"Bad Leaver Transfer Date" means the date on which a member becomes a Bad Leaver

"Banking Agreements" shall have the meaning given to it in the Investment Agreement

"Beneficial Owner" means the beneficial owner of any Shares

"Board" means the board of directors of the Company from time to time

"Business Day" means a day (other than Saturday or Sunday) on which banks are generally open in London for normal business

"Connected Persons" has the meaning ascribed to such expression in Section 839 of the Income and Corporation Taxes Act 1988

"Consultant" means a member who either provides consultancy services to the Company himself or on behalf of a third party entity and references in these Articles to any such member shall where the context admits also include any such third party entity (if applicable)

"Controlling Interest" means the holding of Shares (or the right to exercise the votes attaching to Shares) which confer in aggregate 50% or more of the total voting rights conferred by all the Shares for the relevant time being in issue

"Directors" means the directors of the Company from time to time

"Employee Option Shares" means up to 837,144 Ordinary Shares that may be issued to employees of the Company at a price no less than £0.21 per Ordinary Share

"Employee Trust" means a trust approved by the Investors' Attorney whose beneficiaries are bona fide directors, employees or future directors and/or employees of any Group Company

"Family Trust" means a trust (whether arising under a settlement inter vivos or a testamentary disposition by whomsoever made or on an intestacy) under which the only persons being (or capable of being) beneficiaries are the individual Beneficial Owner and/or his Privileged Relations and no power of control over the voting powers conferred by such shares is for the time being exercisable by or subject to the consent of any person other than the trustees as trustees or the individual Beneficial Owner or his Privileged Relations

"Group Company" means the Company or a Subsidiary of the Company or a Holding Company of the Company or a Subsidiary of the Holding Company of the Company

"Holder" in relation to shares means the member whose name is entered in the register of members as the holder of the shares

"Independent Expert" means an independent accountant (acting as expert and not as an arbitrator) nominated by the parties concerned or in the event of disagreement as to nomination appointed by the President for the time being of the Institute of Chartered Accountants in England and Wales

"Investment Agreement" means the agreement made on the date of adoption of these Articles between (inter alia) (1) the Company, (2) the Managers (as defined in that Agreement), (3) the Investors (as defined in that Agreement) and (4) Decade Investments Limited

"Investor" shall have the meaning given to it in the Investment Agreement

"Investors' Attorney" means Hotbed Limited (company number 4197067) and its successors in title or assignees from time to time

"Invitees" means a person or persons selected by the Investors' Attorney (in the 50 Business Days immediately following the date on which the Transfer Price is fixed, agreed or determined) being any employee or officer of the Company or Group Company or prospective employee or officer of the Company or Group Company or the trustees of an Employee Trust

"Leaver" means a member who is not a Bad Leaver, a 2013 Resigning Leaver or a 2014 Resigning Leaver and who ceases to be employed or engaged as a Consultant by a Group Company (unless he is immediately employed or engaged as a Consultant by another Group Company) provided that no Investor or Connected Person of an Investor shall be a Leaver

"Leaver Shares" means Shares held by a Leaver on the Leaver Transfer Date and any Shares that (as at the Leaver Transfer Date) have been transferred by that Leaver or his permitted transferees pursuant to Articles 4.2 to 4.10

"Leaver Transfer Date" means the date on which a member becomes a Leaver

"Loan Note Instrument" shall have the meaning given to it in the Investment Agreement

"Manager" shall have the meaning given to it in the Investment Agreement

"Option Agreement" means the option agreement made on the date of adoption of these Articles and entered into between the Investors' Attorney and the Company under which the Investors' Attorney is entitled to subscribe for up to 418,572 Ordinary Shares in the Company

"Ordinary Share" means an ordinary share of £0.10 in the capital of the Company having the rights and being subject to the restrictions set out in these Articles

"Privileged Relation" means in relation to a member, a spouse of that member and all lineal descendants of that member (including for this purpose any stepchild, adopted child or illegitimate child of any such member or his lineal descendants)

"Shares" means shares in the capital of the Company

"Subsidiary" and **"Holding Company"** have the meanings ascribed to such expressions by section 736 and 736a of the Act

"Transfer Notice" means a notice in writing to the Company notifying a wish to transfer Shares under these Articles

"Unremedied Breach" means a breach of the Investment Agreement, these Articles or a Manager's service agreement with the Company that (if capable of remedy) is not remedied to the reasonable satisfaction of the Investors' Attorney within 10 Business Days of receipt of notice by the relevant Manager from the Investors' Attorney or the Company to remedy such breach

- 1.4 Words incorporating the masculine gender only include the feminine and neuter genders and words incorporating the singular number only include the plural and vice versa
- 1.5 Clause headings are for ease of reference only and do not affect the construction or interpretation of these Articles
- 1.6 References to persons shall include bodies corporate unincorporated associations and partnerships.
- 1.7 Words and expressions defined in or for the purpose of the Act or Table A shall have the same meanings in these Articles unless the context otherwise requires.
- 1.8 References in the definitions of "2013 Resigning Leaver", "2014 Resigning Leaver", "Bad Leaver" and "Leaver" to the termination or cessation of the provision of consultancy services shall be construed to include termination or cessation of such services provided whether those services are provided by the Consultant or the third party entity via whom the Consultant provides his services to the Company

2 **SHARE CAPITAL**

- 2.1 The authorised share capital of the Company as at the adoption of these Articles is £2,500,000 divided into 25,000,000 Ordinary Shares
- 2.2 Subject to the provisions of the Act, Shares may be issued which are to be redeemed or are to be liable to be redeemed at the option of the Company or the Holder on such terms and in such manner as may be provided by the Articles.

3 **ALLOTMENT OF SHARES**

- 3.1 The Shares (whether forming part of the initial authorised share capital or any increased authorised share capital) may be allotted or otherwise disposed of only in accordance with the provisions of this Article.
- 3.2 Any Shares of the initial authorised share capital for the time being unissued and any new Shares from time to time being unissued and any new Shares from time to time to be created shall, before they are allotted, be offered to the members in proportion as nearly as may be to the number of Shares held by them unless the Company shall by special resolution otherwise direct. Such offer shall be made by notice in writing specifying the number of Shares and limiting the time in which

the offer if not accepted will lapse and determine, such time limit to be not less than 20 Business Days ("the Lapse Date")

- 3.3 If the offer to a member lapses and determines without any of the Shares the subject of the offer having been accepted or if members accept some but not all of the Shares offered by the Lapse Date, then the Company shall make a second offer in the manner specified above of the Shares unaccepted on the first offer to those members who did accept all the Shares offered to them in the first offer.
- 3.4 First and second offers shall be deemed to be accepted upon receipt of a letter of acceptance by the Company.
- 3.5 If any Shares offered have not been accepted in the second offer (due to the expiration of such time limit or on receipt of a written intimation from the person to whom the offer was made that he declines to accept any or all of the Shares comprising in the second offer) or if any Shares are released from the provisions of Article 3.2 by special resolution of the Company in general meeting then the Directors may allot or grant options over such Shares in such manner to such persons on such terms as they think most beneficial to the Company.
- 3.6 The Directors may also dispose in such manner to such persons on such terms as they think most beneficial to the Company any Shares which cannot be offered except by way of fractions.
- 3.7 Any Shares accepted in the first offer shall be paid for within 15 Business Days of the date on which the offer lapsed. Where Shares were accepted on the second offer then they shall be paid for within 15 Business Days of the date on which the second offer lapsed. Payment shall be deemed to be made on the day the Company receives a cheque, credit transfer or banker's draft for the appropriate sum. Failure to pay within the time specified will enable the Company to re-offer the Shares unpaid for as if they had been offered to and unaccepted by the defaulting member.
- 3.8 The Directors are authorised in accordance with Section 80 of the Act to allot and dispose of or grant options over the Company's shares, in accordance with the Articles, up to the amount of the authorised share capital of the Company at any time or times during the period of 5 years from the date of adoption of these Articles.
- 3.9 In accordance with Section 91(1) of the Act Section 89(1), Section 90(1) to (5) and Section 90(6) of the Act shall be excluded from applying to the Company.
- 3.10 The provisions of Articles 3.2 to 3.7 shall not apply -
 - 3.10.1 to the allotment and issue of Shares properly made in accordance with the terms of Clause 3 of the Investment Agreement,
 - 3.10.2 to any Employee Option Shares the allotment and issue of which are properly made in accordance with the terms of the Investment Agreement; or
 - 3.10.3 to any Shares which are properly allotted and issued pursuant to the terms of the Option Agreement.

4 **PERMITTED TRANSFERS**

- 4.1 Any member may at any time transfer all or any of his Ordinary Shares to any other person with the prior written consent of 90% of the other members of the Company (by holding of Ordinary Shares) and any such transfers shall be registered by the Board
- 4.2 Any Ordinary Shares may be transferred.-
- 4.2.1 by a Beneficial Owner who is an individual to a Privileged Relation of such Beneficial Owner or to trustees to be held upon Family Trusts, or
- 4.2.2 by the nominee of a Beneficial Owner to the Beneficial Owner or to another nominee of the Beneficial Owner.
- 4.3 Where any Ordinary Shares have been transferred to Privileged Relations or trustees pursuant to Article 4.2 the Privileged Relation or the trustees as the case may be may transfer any such Ordinary Shares to a person or persons shown to the reasonable satisfaction of the Board to be
- 4.3.1 the trustees for the time being (on a change of trustee) of the Family Trusts in questions and/or,
- 4.3.2 the Beneficial Owner or any Privileged Relation of the Beneficial Owner
- 4.4 In any case where a member proposing to transfer Ordinary Shares under Article 4.2 (the "Proposing Transferor") holds those Ordinary Shares as a result of an earlier transfer authorised under Article 4.2 from the first Holder of those Shares (the "Original Member") the Proposing Transferor may only transfer those Ordinary Shares to a person to whom the Original Member could have transferred such Ordinary Shares under Article 4.2
- 4.5 Where Ordinary Shares are held by trustees of a Family Trust and any such Ordinary Shares cease to be held upon Family Trusts (otherwise than in consequence of a transfer authorised under Articles 4.2 to 4.4) the trustees shall forthwith transfer such Ordinary Shares to a transferee permitted under Articles 4.2 to 4.4 and in default thereof the trustees shall, unless the Investors' Attorney agrees otherwise, be deemed to have given a Transfer Notice in respect of the Ordinary Shares in question provided that the price shall be the nominal value of such Shares
- 4.6 Any Ordinary Shares held by an Original Member may be transferred to any company in which that Original Member holds a Controlling Interest provided that if that Original Member ceases to hold a Controlling Interest then such company shall within 5 Business Days of such cessation transfer any Ordinary Shares held by it to the Original Member or to a company in which the Original Member holds Majority Voting Rights or another person to whom the Original Member could have transferred such Shares under Article 4.2.
- 4.7 Any Ordinary Shares held by an undertaking when first transferred to a company under Article 4.6 ("Original Undertaking") may be transferred to any other company ("Transferee Undertaking") which is a holding company or subsidiary of the Original Undertaking or a subsidiary of a holding company of the Original Undertaking (a "Group Undertaking") provided that such company is a company in respect of which the relevant Original Member holds a Controlling Interest.

- 4 8 If any Transferee Undertaking ceases to be a Group Undertaking in relation to the Original Undertaking then such Transferee Undertaking shall within 5 Business Days of such cessation transfer any Ordinary Shares held by the Transferee Undertaking to the Original Undertaking or to a company which, in relation to the Original Undertaking, is a Group Undertaking provided that such company is a company in respect of which the relevant Original Member holds a Controlling Interest.
- 4.9 In the event of any default of Articles 4 6, 4 7 or 4 8 the Original Undertaking or the Transferee Undertaking or the company referred to in Article 4 8 (as the case may be) shall, unless the Investors' Attorney agrees otherwise, be deemed to have served a Transfer Notice in respect of all such Ordinary Shares provided that the price shall be the nominal value of such Shares
- 4.10 Any member who is a member of Hotbed Limited's investor member network may transfer shares to any person who is also a member of Hotbed Limited's investor member network with the prior written consent of Hotbed Limited (such consent not to be unreasonably withheld or delayed).
- 4.11 Any member may transfer shares to any person who is also a member with the prior written consent of Hotbed Limited.

5 TRANSFER PROCEDURE

- 5 1 Any member holding Shares who wishes to transfer any of such Shares ("a Vendor") otherwise than in accordance with Article 4 shall give a Transfer Notice to the Company of his wish specifying:
- 5 1 1 the number of Shares which he wishes to transfer ("Sale Shares"),
 - 5 1 2 the price per Share at which he wishes to sell such Sale Shares,
 - 5.1.3 the name and address of any third party to whom he proposes to transfer the Sale Shares and the terms of any offer made by that third party, and
 - 5.1.4 whether the Transfer Notice is conditional upon all and not part only of the Sale Shares so specified being sold pursuant to the offer hereinafter mentioned, and in the absence of such stipulation it shall be deemed not to be so conditional.
- 5 2 Where any Transfer Notice is given in accordance with Article 5.1, the sale price of the Sale Shares shall, subject to the written approval of the Investors' Attorney, be the price per Share specified in the Transfer Notice pursuant to Article 5 1 2
- 5 3 Where any Transfer Notice is deemed to have been given in accordance with these Articles, the deemed Transfer Notice shall be treated as having specified
- 5 3 1 that all the Shares registered in the name of the Vendor shall be included for transfer,
 - 5 3 2 that the sale price of the Sale Shares shall be determined in accordance with Articles 5.4 to 5 6 below, and
 - 5.3 3 that the Transfer Notice is not conditional upon all and not part only of the Shares so specified being sold pursuant to the offer

- 5 4 Where any Transfer Notice is deemed to have been given in accordance with these Articles, the Vendor, the Investors' Attorney and the Board shall seek to agree the sale price of the Sale Shares the subject of the deemed Transfer Notice within 10 Business Days of the date of the deemed Transfer Notice and, if agreement is reached such agreed price shall be the sale price of the Sale Shares the subject of the deemed Transfer Notice
- 5 5 In the event that agreement is not reached as to the sale price of the Sale Shares pursuant to Article 5.2 or 5.4 (as appropriate) within 10 Business Days of the date of the Transfer Notice, the Board shall within 20 Business Days of the Transfer Notice or, in the case of Article 5 4, within 20 Business Days of receiving notice of the events giving rise to the deemed issue of such Transfer Notice having occurred instruct the Independent Expert to determine in accordance with Article 5.6 the sale price of the Sale Shares the subject of the Transfer Notice
- 5 6 Where the Independent Expert is instructed in accordance with these Articles the sale price of the Sale Shares shall, subject to Article 6 2, be the value which the Independent Expert certifies in his opinion as a fair value of the Sale Shares In arriving at his opinion the Independent Expert will value the Sale Shares as at the date the Transfer Notice is deemed to have been served -
- 5.6.1 as shares in the Company on a going concern basis,
- 5 6 2 as on an arms length basis between a willing seller and a willing buyer,
- 5.6.3 ignoring any reduction or enhancement in value which may be ascribed to the Sale Shares by virtue of the fact that they represent a minority or majority interest; and
- 5 6 4 on the assumption that the Sale Shares are capable of transfer without restriction.
- 5.7 The sale price of the Sale Shares whether fixed, agreed or determined under these Articles shall be referred to as the "Transfer Price"
- 5 8 Any member (including the Vendor) shall be entitled to make representations, in connection with the calculation of the fair value of the Sale Shares to the Independent Expert within 20 Business Days of his appointment (which shall be notified to the members within 5 Business Days of being made) and the Independent Expert shall be required to take into account in calculating the fair value of the Sale Shares all reasonable representations so made to him.
- 5 9 The decision of the Independent Expert as to the Transfer Price shall, save in the case of clerical or manifest error appearing within 15 Business Days of the Independent Expert's determination of the Transfer Price, be final and binding. The Independent Expert's charges including disbursements and value added tax in connection with the determination will be paid as to one half by the Company and the other half by the Vendor
- 5.10 No Transfer Notice once given in accordance with this Article 5 shall be withdrawn without the consent in writing of the Investors' Attorney
- 5 11 The Transfer Notice shall constitute the Company the agent of the Vendor for the sale of the Sale Shares specified therein at the Transfer Price.
- 5.12 Once the Transfer Price has been fixed, agreed or determined (as the case may be) the Company may (with the consent of the Investors' Attorney) not later than 15 Business Days from the

Transfer Price being agreed, fixed or determined exercise its power, subject to the provisions of the Act to purchase any of the Sale Shares at the Transfer Price

5 13 If the Company declines or is unable to exercise the powers referred to in Article 5 12 it shall within 60 Business Days of the Transfer Price being fixed, agreed or determined (but after the Company has determined that it will not exercise its rights under Article 5.12) give notice in writing to any Invitees and to each of the members of the Company (other than the Vendor) informing them that the Sale Shares are available and of the Transfer Price and shall invite each member (other than the Vendor) and each Invitee to state in writing within 20 Business Days from the date of the said notice (which date shall be specified therein) whether he is willing to purchase any and, if so, how many of the Sale Shares at the Transfer Price The notice in this Article shall not without the prior written consent of the Investors' Attorney be issued earlier than the earlier of 50 Business Days from fixing, agreement or determination of the Transfer Price and the Investors' Attorney stating in writing to the Company that there will be no Invitees or that the Company has been supplied with a list of all Invitees.

5 14 The Sale Shares shall be offered -

5 14 1 first to any Invitee; then

5 14 2 to the extent not acquired by Invitees, to each member (other than the Vendor) on terms that in the event of competition the remaining Sale Shares offered shall be sold to the members accepting the offer in proportion (as nearly as may be) to their existing holdings of Shares ("Proportionate Entitlement") It shall be open to each such member to specify if he is willing to purchase the remaining Sale Shares in excess of his Proportionate Entitlement ("Excess Shares") and if the member does so specify he shall state the number of Excess Shares.

5 15 After the expiry of the offers to be made pursuant to Article 5 14 above the Board shall allocate the Sale Shares in the following manner

5.15.1 first, to any Invitees; then

5 15 2 if the total number of remaining Sale Shares applied for is equal to or less than the available number of remaining Sale Shares the Company shall allocate the number applied for in accordance with the applications;

5 15 3 if the total number of remaining Sale Shares applied for is more than the available number of remaining Sale Shares, each member shall be allocated his Proportionate Entitlement or such lesser number of remaining Sale Shares for which he may have applied and applications for Excess Shares shall be allocated in accordance with such applications or, in the event of competition, (as nearly as may be) to each member applying for Excess Shares in the proportion which the Shares held by such member bears to the total number of Shares held by all such members applying for Excess Shares and provided that such member shall not be allocated more Excess Shares than he shall have stated himself willing to take and in either case the Company shall forthwith give notice of each such allocation ("Allocation Notice") to the Vendor and each of the persons to whom remaining Sale Shares have been allocated ("Member Applicant") and shall specify in the Allocation Notice the place and time (being not later than 10 Business Days after the date of the Allocation Notice) at which the sale of the Sale Shares be completed.

- 5 16 Subject to Article 5.17, upon such allocation being made as aforesaid, the Vendor shall be bound, on payment of the Transfer Price for each of the Sale Shares, to transfer the Sale Shares as required by Article 5.15. If the Vendor makes default in so doing, any person nominated by the Investors' Attorney for that purpose shall forthwith be deemed to be the duly appointed attorney of the Vendor with full power to execute complete and deliver in the name and on behalf of the Vendor a transfer of the relevant Sale Shares to the Invitee and/or the Member Applicant (as appropriate) and any Director may receive and give a good discharge for the purchase money on behalf of the Vendor and (subject to the transfer being duly stamped) enter the name of the Invitee and/or the Member Applicant (as appropriate) in the register of members as the Holder or Holders by transfer of the Sale Shares so purchased by him or them. The Board shall forthwith pay the purchase money into a separate bank account in the Company's name and shall hold such money on trust (but without interest) for the Vendor until he shall deliver up his certificate or certificates for the relevant Sale Shares to the Company when he shall thereupon be paid the purchase money.
- 5 17 If the Vendor shall have included (or be deemed to have included pursuant to these Articles) in the Transfer Notice a provision that unless all the Sale Shares are sold none shall be sold and if the aggregate number of Sale Shares applied for by Invitees and/or Member Applicants is less than the total number of Sale Shares then a further invitation shall be open for 20 Business Days to those persons to whom Sale Shares have been allocated to apply for further Sale Shares and completion of the sales in accordance with the preceding paragraphs of this Article shall be conditional upon such provision as aforesaid being complied with in full.
- 5 18 In the event of all the Sale Shares specified in a Transfer Notice not being sold under the preceding paragraphs of this Article, the Company shall forthwith give notice in writing of this fact to the Vendor, and the Vendor may (with the Investors' Attorney's consent and subject to the provisos to this Article 5 19) at any time within 3 calendar months after receiving such notice from the Company that the pre-emption provisions herein contained have been exhausted, with the prior written approval of the Investors' Attorney transfer any Sale Shares not sold at any price not less than the Transfer Price provided that -
- 5.18 1 if the Transfer Notice was conditional upon all and not part only of the Sale Shares so specified being transferred pursuant to the offer then all of the Sale Shares so specified must be sold to the third party, and
- 5 18 2 the transferee of the Sale Shares shall enter into a deed of adherence to the Investment Agreement on such terms as the Investors' Attorney may reasonably require
- 5.19 Notwithstanding the provisions relating to the transfer of Shares in these Articles, if a transfer of Shares would result, if made and registered, in a person and/or his Connected Persons and/or his or their Permitted Transferees (as set out in Article 4) obtaining a Controlling Interest, no transfer of Shares shall be made or registered unless an Approved Offer is made and accepted by a majority of the Investors (by holding of Ordinary Shares).
- 5 20 Any transfer of Shares in the Company pursuant to an Approved Offer shall not be subject to the restrictions on transfer or pre-emption provisions contained in these Articles.
- 5.21 If at any time an Approved Offer is made which is accepted by a majority of the Investors (by holding of Ordinary Shares), the members who have not accepted the Approved Offer shall be

obliged to accept the Approved Offer in respect of the Shares held by them and to sell all of the Shares held by them in accordance with such Approved Offer

5.22 If any person (a "Compulsory Transferor") fails to transfer any Shares in accordance with Article 5.21 above within 20 Business Days of the Approved Offer having been made the Directors may authorise any person to execute and deliver on his behalf the necessary stock transfer form transferring the relevant Shares with full title guarantee and the Company shall receive the purchase money in trust for the Compulsory Transferor and cause the purchaser to be registered as the Holder of such shares (subject to payment of any stamp duty) The receipt of the Company for the purchase money shall be a good discharge to the purchaser (who shall not be bound to see to the application thereof). The Compulsory Transferor shall in such case be bound to deliver up his certificate for such Shares to the Company whereupon he shall be entitled to receive the purchase price without interest.

5.23 Save as expressly provided in these Articles, a transfer of Shares in accordance with these Articles shall mean a transfer of the entire legal and beneficial interest in such Shares, whereby a Shareholder cannot transfer one without the other

6 DEEMED TRANSFER NOTICE

6.1 Upon a person becoming a Leaver (unless the Investors' Attorney within 20 Business Days following the date on which that person becomes a Leaver notifies the Company that no Transfer Notice shall be deemed to be issued), an irrevocable Transfer Notice shall be deemed to be issued in respect of all the Leaver Shares on the date 20 Business Days following the date on which that person becomes a Leaver in which case the provisions of Article 5 will apply and the transfer price for such Leaver Shares shall be the Transfer Price agreed or determined in accordance with Article 5

6.2 Upon a person becoming a Bad Leaver (unless the Investors' Attorney within 20 Business Days following the date on which that person becomes a Bad Leaver notifies the Company that no Transfer Notice shall be deemed to be issued), an irrevocable Transfer Notice shall be deemed to be issued in respect of all the Bad Leaver Shares on the date 20 Business Days following the date on which that person becomes a Bad Leaver in which case the provisions of Article 5 (other than those as to agreement or determination of price) will apply and, notwithstanding the provisions of Article 5 as to agreement or determination of price, the transfer price for such Bad Leaver Shares shall be the lower of the nominal value of such Bad Leaver Shares and the transfer price agreed or determined in accordance with Article 5

6.3 Upon a person becoming a 2013 Resigning Leaver (unless the Investors' Attorney within 20 Business Days following the date on which that person becomes a 2013 Resigning Leaver notifies the Company that no Transfer Notice shall be deemed to be issued), an irrevocable Transfer Notice shall be deemed to be issued in respect of all the 2013 Resigning Leaver Shares on the date 20 Business Days following the date on which that person becomes a 2013 Resigning Leaver in which case the provisions of Article 5 will apply and the transfer price for such 2013 Resigning Leaver Shares shall be the one third of the Transfer Price agreed or determined in accordance with Article 5

6.4 Upon a person becoming a 2014 Resigning Leaver (unless the Investors' Attorney within 20 Business Days following the date on which that person becomes a 2014 Resigning Leaver notifies

the Company that no Transfer Notice shall be deemed to be issued), an irrevocable Transfer Notice shall be deemed to be issued in respect of all the 2014 Resigning Leaver Shares on the date 20 Business Days following the date on which that person becomes a 2014 Resigning Leaver in which case the provisions of Article 5 will apply and the transfer price for such 2014 Resigning Leaver Shares shall be the two thirds of the Transfer Price agreed or determined in accordance with Article 5.

- 6.5 In the event that a member who has transferred his shares pursuant to Articles 6.1, 6.3 or 6.4 shall at any time become a Bad Leaver, he shall, within 20 Business Days of written request to do so by the Company or the Investors' Attorney, repay to those persons to whom he transferred Shares pursuant to Articles 6.1, 6.3 or 6.4, the difference between the price paid to him for those Shares and the price that would have been paid had the Shares been Bad Leaver Shares together with interest on such amount at a rate of 3% over the base rate of the Bank of England at the date of repayment, accrued from the date of payment to the date of repayment.
- 6.6 Once a person has become a Leaver, a 2013 Resigning Leaver, a 2014 Resigning Leaver or a Bad Leaver, all prior outstanding Transfer Notices in respect of the same Shares shall be immediately cancelled and no further Transfer Notices may be served in respect of the same Shares until the Company has notified the Vendor in accordance with Article 5.18 that not all of the Sale Shares have been sold in accordance with the provisions of Article 5.
- 6.7 Once a person has become a Leaver, a 2013 Resigning Leaver, a 2014 Resigning Leaver or a Bad Leaver, the Leaver Shares, the 2013 Resigning Leaver Shares, the 2014 Resigning Leaver Shares or the Bad Leaver Shares shall cease to have the right to receive notice of, attend, speak at a vote at general meetings of the Company or consent to holding general meetings on short notice ("the Disenfranchised Rights") until all of the Leaver Shares, 2013 Resigning Leaver Shares, 2014 Resigning Leaver Shares or Bad Leaver Shares have been sold in accordance with the provisions of Article 5 ("the Disenfranchised Period")
- 6.8 If the Investors' Attorney so resolves by notice in writing to the Company, the Investors' Attorney shall be entitled to exercise the Disenfranchised Rights in its absolute discretion in the Disenfranchised Period.
- 6.9 The provisions of this Article 6 shall not apply to the 63,833 of the Ordinary Shares held by Martin John Wootton or 61,531 of the Ordinary Shares held by Paul Cronk

7 PROCEEDINGS OF DIRECTORS

- 7.1 Unless and until the Company by ordinary resolution shall otherwise determine, there shall be no maximum number of Directors and the minimum number of Directors shall be one. If and so long as there is a sole Director he may exercise all the powers and authorities vested in the Directors by these Articles. The quorum necessary for the transaction of the business of the Directors when more than one Director holds office may be fixed by the Directors but unless so fixed shall be two present in person or by their alternate Directors provided that, unless the Investor Director (as defined in the Investment Agreement) agrees otherwise, the Investor Director (as defined in the Investment Agreement) must be present. If and so long as there is a sole Director, the quorum shall be one. Regulation 89 of Table A shall be modified accordingly
- 7.2 The Directors, or a committee of the Directors, may hold meetings by telephone either by conference telephone connection(s) or by a series of telephone conversations or by exchange of

facsimile transmissions or electronic mail addressed to the chairman. The views of the Directors, or a committee of the Directors, as ascertained by such telephone conversations or facsimile transmissions or electronic mail and communicated to the chairman shall be treated as votes in favour of or against a particular resolution (as appropriate) A resolution passed at any meeting held in this manner and signed by the chairman shall be as valid and effectual as if it had been passed at a meeting of the Directors (or, as the case may be, of that committee) duly convened and held Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the chairman of the meeting is then present.

7.3 A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote, his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration.

7.4 In the case of an equality of votes the chairman shall not be entitled to a casting vote and regulation 88 of Table A shall be modified accordingly.

8 APPOINTMENT OF DIRECTORS

8.1 Subject to Article 9 a person shall not be appointed a Director at any general meeting unless either:

8.1.1 he is recommended by the Directors, or

8.1.2 not less than 14 nor more than 35 clear days before the date appointed for the general meeting, notice signed by a member qualified to vote at the general meeting has been given to the Company of the intention to propose that person for appointment, together with notice signed by that person of his willingness to be appointed

8.2 Subject to Article 8.1, the Company may by ordinary resolution appoint any person who is willing to be a Director, either to fill a vacancy or as an additional Director.

8.3 The Directors may appoint a person who is willing to be a Director, either to fill a vacancy or as an additional Director

8.4 Any Director (other than an alternate director) may appoint any other Director, or any person willing to act and approved by resolution of the Directors (such approval not to be unreasonably withheld or delayed) to be an alternate director, and Regulation 65 of Table A shall be amended accordingly.

9 INVESTOR DIRECTORS

9.1 For so long as any of the Investors shall be the holder of any Ordinary Shares, the Investors' Attorney may at any time and from time to time appoint two persons to be Directors (each an "Investor Director") or remove from office any such Investor Director so appointed and replace him with a new Investor Director. Upon request of the Investors' Attorney the Company shall procure any Investor Director appointed pursuant to this Article 9.1 is appointed a director of any Group Company

9.2 Any such appointment, removal, consent or notice shall be in writing served on the Company and signed on behalf of the Investors' Attorney. No person dealing with the Company shall be concerned to see or enquire as to whether the powers of the Directors have been in any way restricted hereunder or as to whether any requisite consent of the Investors' Attorney has been obtained and no obligation incurred or security given or transaction effected by the Company to or with any third party shall be invalid or ineffectual unless the third party had at the time express notice that the incurring of such obligation or the giving of such security or the effecting of such transaction was in excess of the powers of the Directors.

9.3 For so long as the Investors hold any Ordinary Shares, the Investors' Attorney shall be entitled to appoint an observer who shall be entitled to receive notice of, attend at and speak but not vote at meetings of the Board.

10 PROCEEDINGS AT GENERAL MEETINGS

10.1 No business shall be transacted at any meeting unless a quorum is present. 4 persons entitled to vote upon the business to be transacted each being a member or a proxy for a member or a duly authorised representative of a corporation that is a member shall be a quorum provided that at least one shall be an Investor or proxy for a member who is an Investor or a duly authorised representative of a corporation that is an Investor. If such a quorum is not present within 30 minutes of the time scheduled for commencement of the meeting, the meeting shall be adjourned and shall be reconvened at the same time and place 7 days later. The quorum at any such reconvened meeting shall be any 4 members present (in person or by proxy).

10.2 The chairman shall not be entitled to a casting vote in addition to any other vote he may have.

11 INDEMNITY

11.1 Subject to the provisions of the Act, every Director or other officer of the Company shall be indemnified out of the assets of the Company against all costs, charges, expenses, losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including (without prejudice to the generality of the foregoing) any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application in which relief is granted to him by the Court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company. No Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the proper execution of the duties of his office or in relation thereto.

11.2 Without prejudice to the provisions of Article 11.1, the Board shall have the power to purchase and maintain insurance for or for the benefit of any persons who are or were at any time Directors, officers, employees or auditors of the Company or of any subsidiary undertaking of the Company including (without prejudice to the generality of the foregoing) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution and/or discharge of their duties and/or the exercise or purported exercise of their powers and/or otherwise in relation to or in connection with their duties, powers or offices in relation to the Company or any such subsidiary undertaking.