

**FITNESS FIRST HOLDINGS LIMITED**

(the "Company")

(Registered No: 4699401)

**SPECIAL RESOLUTION**



The undersigned, being all the members of the company entitled to attend and vote at a general meeting of the Company hereby resolve that the following resolution be and is hereby passed as a Written Resolution of the Company in accordance with Section 318A of the Companies Act 1985:

"THAT:-

1. the execution by the Company of each of:
  - (i) a deed of accession by the Company to accede as an Additional Guarantor (as defined therein) to a secured senior term loan and revolving facilities agreement (the "**Senior Facilities Agreement**") dated 4 November 2005 between, amongst others, DMWSL 462 Limited (the "**Purchaser**") as Original Borrower, the Original Guarantors, Mizuho Corporate Bank, Ltd. as Mandated Lead Arranger, Mizuho Corporate Bank, Ltd. as Security Agent, Mizuho Corporate Bank, Ltd. as Agent, Mizuho Corporate Bank, Ltd. as Issuing Bank, Mizuho Corporate Bank, Ltd. as VLN Bank and the Original Lenders (each as defined therein) in relation to senior A term loan facilities of US\$88,346,700 and A\$59,572,100, senior B term loan facilities of €249,901,190, £60,000,000, A\$20,054,447 and A\$230,148,373, senior capex facilities of A\$25,616,003, €28,297,634, £23,250,000 and US\$16,344,139 and a revolving credit facility of £20,000,000 (or equivalent in other currencies) (together the "**Senior Facilities**");
  - (ii) an accession letter by the Company to accede as an Additional Guarantor (as defined therein) to a secured mezzanine term loan agreement dated 4 November 2005 (the "**Mezzanine Facility Agreement**") between, amongst others, the Purchaser as Borrower, the Original Guarantors, Mizuho Corporate Bank, Ltd. as Mezzanine Agent, Mizuho Corporate Bank, Ltd. as Mezzanine Arranger, Mizuho Corporate Bank, Ltd. as Security Agent and the Lenders (each defined therein) in relation to a £45,000,000 and US\$44,173,350 warranted term loan facility and a €51,450,245 unwarranted term loan facility (the "**Mezzanine Facilities**");
  - (iii) an inter-company funding agreement (the "**Inter-Company Funding Agreement**") between the Company as Lender and the Purchaser as borrower (the "**ICLA Borrower**") to make available to the ICLA Borrower a revolving credit facility of up to £1,900,000,000 in aggregate to be used by the ICLA Borrower to (a) comply with its obligations under the Funding Documents and the Intercreditor

Agreement including, without limitation, the guarantee to each Hedge Counterparty (as defined in the Senior Facilities Agreement) contained in the Intercreditor Agreement; (b) to enable the ICLA Borrower to pay costs and expenses of the Acquisition (as defined in the Senior Facilities Agreement); (c) to enable the ICLA Borrower to meet its obligations in respect of the Loan Notes and the Intercompany Loan Agreement (each as defined therein); (d) for the general corporate purposes of the Group (as defined in the Senior Facilities Agreement); (e) for such other purposes as the Lenders may agree in writing and; (f) indirectly, to enable Holdco (as defined in the Intercreditor Agreement) to repay any of its own borrowings or share funding;

- (iv) a deed of accession by the Company to an intercreditor agreement (the "**Intercreditor Agreement**") between, the Purchaser, the other Obligors, the Security Agent, the Senior Arranger, the Senior Agent, the Senior Creditors, the Hedge Counterparties, the VLN Bank, the Mezzanine Arranger, the Mezzanine Agent, Mezzanine Creditors, the Intercompany Debtors and the Intercompany Creditors, (each as defined therein); and
- (v) a deed of accession and supplemental charge to the debenture be granted by the Company in favour of Mizuho Corporate Bank, Ltd. as the Security Agent (as defined therein) creating fixed and floating charges over all of their assets and undertakings by way of security for the payment and discharge of its obligations and liabilities under the Finance Documents (as defined therein) (the "**Security Agreement**");

(together referred to as the "**Documents**")

is in the best interests of the Company and the approval for the Company to enter into each of the Documents (and any documents reasonably ancillary thereto) to which the Company is a party is given, subject to compliance with Sections 155-158 of the Companies Act 1985 (the "**Act**") notwithstanding that the Company is giving financial assistance for the purposes of Sections 151 and 152 of the Act;

the signed Statutory Declarations and annexed Auditors Reports required by the Act have been made available to each of the members of the Company;

2. the directors of the Company, notwithstanding any personal interest, be specially authorised to execute or ratify, as the case may be, on behalf of the Company the Documents (and any documents reasonably ancillary thereto) with such amendments, additions and variations as such persons authorised to execute the same may in their absolute discretion and sole opinion approve (the signature of such person being due evidence for all purposes of his approval of any such amendment, addition or variation);
3. the terms of the Documents described in resolution 1 above, and the entry into and performance of the transactions contemplated thereby and thereunder by the following subsidiaries of the Company be and are hereby

approved notwithstanding that those subsidiaries might be held to be giving financial assistance for the purposes of Sections 151 and 152 of the Act:

- (a) Fitness Preferred Limited;
  - (b) Moray Limited;
4. the provision of financial assistance by the Company and certain of its subsidiaries for the acquisition by the Purchaser of the entire share capital of the Company in connection with the entry into and performance by the Company of the Documents be approved with immediate effect;
  5. the Articles of Association of the Company be amended with immediate effect as follows:

By inserting two new articles in the section entitled "Transfer of Shares":

"10.3 Notwithstanding anything contained in these Articles, the Company shall have no lien on any shares which have been charged to any bank or institution or to any nominee of such bank or institution (a "Secured Institution") and the provisions of Articles 8, 9, 10 and 11 of Table A relating to liens over shares shall not apply in respect of any such shares;


10.4 Notwithstanding anything contained in these Articles, the Directors shall not decline to register any transfer of shares, nor may they suspend registration thereof when such transfer;

10.4.1 is to a Secured Institution (as defined in Article 10.3 above); or

10.4.2 is delivered to the company for registration by a Secured Institution or its nominee in order to perfect its security over the shares; or

10.4.3 is executed by a Secured Institution or its nominee pursuant to the power under such security,

and furthermore notwithstanding anything to the contrary contained in these Articles no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall be required to offer the Shares which are or are to be the subject of any transfer aforesaid to the shareholders for the time being of the Company or any of them, and no such shareholder shall have any right under the Articles or otherwise howsoever to require such shares to be transferred to them whether for consideration or not."


  
Signed by CINVEN NOMINEES LIMITED

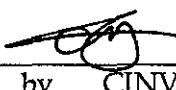
(Sub-accounts:

Cinven Nominees Limited Account No.1  
Cinven Nominees Limited Account No.3  
Cinven Nominees Limited Account No.4  
Cinven Nominees Limited Account No.5  
Cinven Nominees Limited Account No.6  
Cinven Nominees Limited Account No.7  
Cinven Nominees Limited Account No.9  
Cinven Nominees Limited Account No.11  
Cinven Nominees Limited Account No.13  
Cinven Nominees Limited Account No.14  
Cinven Nominees Limited Account No.15  
Cinven Nominees Limited Account No.16  
Cinven Nominees Limited Account No.17  
Cinven Nominees Limited Account No.18  
Cinven Nominees Limited Account No.19  
Cinven Nominees Limited Account No.21)

acting by its lawful attorney DMWSL 462 Limited

Date: 24 November 2005

  
Signed by CINVEN CAPITAL MANAGEMENT (TF NO.3) LIMITED as the General Partner of CINVEN CAPITAL MANAGEMENT (TF NO.3) LIMITED PARTNERSHIP as the General Partner of the following partnerships;

  
Signed by CINVEN CAPITAL MANAGEMENT (TF NO.1) LIMITED as the General Partner of CINVEN CAPITAL MANAGEMENT (TF NO.1) LIMITED PARTNERSHIP as the General Partner of the following partnerships;

THIRD CINVEN FUND (No.1) LIMITED PARTNERSHIP;

THIRD CINVEN FUND (No.2) LIMITED PARTNERSHIP;

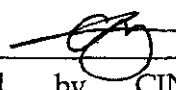
THIRD CINVEN FUND (No.3) LIMITED PARTNERSHIP;

THIRD CINVEN FUND (No.4) LIMITED PARTNERSHIP; and

THIRD CINVEN FUND (No.5) LIMITED PARTNERSHIP;

CINVEN CAPITAL MANAGEMENT (TF NO.1) LIMITED acting by its lawful attorney DMWSL 462 Limited.

Date: 24 November 2005

  
Signed by CINVEN CAPITAL MANAGEMENT (TF NO.2) LIMITED as the General Partner of CINVEN CAPITAL MANAGEMENT (TF NO.2) LIMITED PARTNERSHIP as the General Partner of the following partnerships;

THIRD CINVEN FUND DUTCH

THIRD CINVEN FUND US (No.1)  
LIMITED PARTNERSHIP;

THIRD CINVEN FUND US (No.2)  
LIMITED PARTNERSHIP;

THIRD CINVEN FUND US (No.3)  
LIMITED PARTNERSHIP;

THIRD CINVEN FUND US (No.4)  
LIMITED PARTNERSHIP; and

THIRD CINVEN FUND US (No.5)  
LIMITED PARTNERSHIP;

CINVEN CAPITAL MANAGEMENT  
(TF NO.3) LIMITED acting by its  
lawful attorney DMWSL 462 Limited.

Date: 24 November 2005



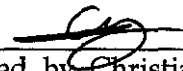
Signed by Hugh Langmuir acting by  
his lawful attorney DMWSL 462  
Limited.

Date: 24 November 2005



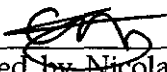
Signed by Marcus James Wood acting  
by his lawful attorney DMWSL 462  
Limited.

Date: 24 November 2005



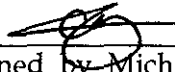
Signed by Christian Dosch acting by  
his lawful attorney DMWSL 462  
Limited.

Date: 24 November 2005



Signed by Nicolas Paulmier acting by  
his lawful attorney DMWSL 462  
Limited.

Date: 24 November 2005



Signed by Michael Balfour acting by  
his lawful attorney DMWSL 462  
Limited.

Date: 24 November 2005

(No.1) LIMITED PARTNERSHIP;

THIRD CINVEN FUND DUTCH  
(No.2) LIMITED PARTNERSHIP; and

THIRD CINVEN FUND DUTCH  
(No.3) LIMITED PARTNERSHIP;

CINVEN CAPITAL MANAGEMENT  
(TF NO.2) LIMITED acting by its  
lawful attorney DMWSL 462 Limited.

Date: 24 November 2005



Signed by Hans Peter Gangsted acting  
by his lawful attorney DMWSL 462  
Limited.

Date: 24 November 2005



Signed by Oliver Frey acting by his  
lawful attorney DMWSL 462 Limited.

Date: 24 November 2005



Signed by Vincent Aslangul acting by  
his lawful attorney DMWSL 462  
Limited.

Date: 24 November 2005



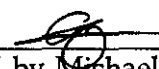
Signed by Sonja Mikic acting by her  
lawful attorney DMWSL 462 Limited.

Date: 24 November 2005




Signed by Peter Boddy acting by his  
lawful attorney DMWSL 462 Limited.


Date: 24 November 2005

  
Signed by Michael Lamb acting by his  
lawful attorney DMWSL 462 Limited.

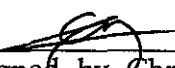
Date: 24 November 2005

  
Signed by John Lovering acting by his  
lawful attorney DMWSL 462 Limited.

Date: 24 November 2005

  
Signed by Michael Metcalf acting by  
his lawful attorney DMWSL 462  
Limited.


Date: 24 November 2005

  
Signed by Christopher Pearce acting  
by his lawful attorney DMWSL 462  
Limited.

Date: 24 November 2005

  
Signed by Colin Waggett acting by his  
lawful attorney DMWSL 462 Limited.


Date: 24 November 2005

  
Signed by Joachim Frost acting by his  
lawful attorney DMWSL 462 Limited.

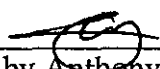
Date: 24 November 2005

  
Signed by Thomas Pöter acting by his  
lawful attorney DMWSL 462 Limited.


Date: 24 November 2005

  
Signed by Hayte Haakma acting by his  
lawful attorney DMWSL 462 Limited.


Date: 24 November 2005

  
Signed by Anthony De Leede acting by  
his lawful attorney DMWSL 462  
Limited.


Date: 24 November 2005

  
Signed by James McGoldrick acting by  
his lawful attorney DMWSL 462  
Limited.


Date: 24 November 2005

  
Signed by Timothy Newman acting by  
his lawful attorney DMWSL 462  
Limited.

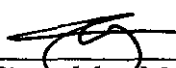
Date: 24 November 2005

  
Signed by The Pearce Trust acting by  
its lawful attorney DMWSL 462  
Limited.


Date: 24 November 2005

  
Signed by Martin Siebold acting by his  
lawful attorney DMWSL 462 Limited.

Date: 24 November 2005

  
Signed by Matthias Schmitz acting by  
his lawful attorney DMWSL 462  
Limited.

Date: 24 November 2005

  
Signed by Steve Robinson acting by his  
lawful attorney DMWSL 462 Limited.

Date: 24 November 2005

  
Signed by Luca Capelletti acting by his  
lawful attorney DMWSL 462 Limited.


Date: 24 November 2005

  
Signed by Tony Cowen acting by his  
lawful attorney DMWSL 462 Limited.


Date: 24 November 2005

  
Signed by Uwe Gorrison acting by his  
lawful attorney DMWSL 462 Limited.


Date: 24 November 2005

  
Signed by Henrik Gockel acting by his  
lawful attorney DMWSL 462 Limited.

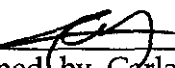
Date: 24 November 2005

  
Signed by Fitness Invest acting by its  
lawful attorney DMWSL 462 Limited.


Date: 24 November 2005

  
Signed by Jon Wood acting by his  
lawful attorney DMWSL 462 Limited.


Date: 24 November 2005

  
Signed by Carla Pflug acting by her  
lawful attorney DMWSL 462 Limited.

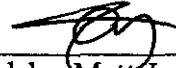
Date: 24 November 2005

  
Signed by Suzanne Ruzicka acting by  
her lawful attorney DMWSL 462  
Limited.


Date: 24 November 2005

  
Signed by Ross Chester acting by his  
lawful attorney DMWSL 462 Limited.


Date: 24 November 2005

  
Signed by Matt Leonard acting by his  
lawful attorney DMWSL 462 Limited.


Date: 24 November 2005

  
Signed by Chris Ash acting by his  
lawful attorney DMWSL 462 Limited.

Date: 24 November 2005

  
Signed by Wellness Systems NV acting  
by its lawful attorney DMWSL 462  
Limited.

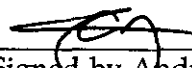
Date: 24 November 2005

  
Signed by Dick Van De Vere acting by  
his lawful attorney DMWSL 462  
Limited.

Date: 24 November 2005

  
Signed by Sally Griffiths acting by her  
lawful attorney DMWSL 462 Limited.

Date: 24 November 2005

  
Signed by Andreas Wintz acting by his  
lawful attorney DMWSL 462 Limited.


Date: 24 November 2005

  
Signed by Limor Feingold acting by his  
lawful attorney DMWSL 462 Limited.


Date: 24 November 2005

  
Signed by Dan O'Dea acting by his  
lawful attorney DMWSL 462 Limited.


Date: 24 November 2005

  
Signed by George Yiasemedes acting by his lawful attorney DMWSL 462 Limited.


Date: 24 November 2005

  
Signed by Jens Rander acting by his lawful attorney DMWSL 462 Limited.

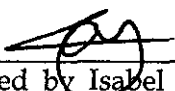
Date: 24 November 2005

  
Signed by Christian Van Asten acting by his lawful attorney DMWSL 462 Limited.


Date: 24 November 2005

  
Signed by David Allen acting by his lawful attorney DMWSL 462 Limited.


Date: 24 November 2005

  
Signed by Isabel Odlin acting by her lawful attorney DMWSL 462 Limited.


Date: 24 November 2005

  
Signed by Thomas Hess acting by his lawful attorney DMWSL 462 Limited.

Date: 24 November 2005

  
Signed by Sander de Bruin acting by his lawful attorney DMWSL 462 Limited.


Date: 24 November 2005

  
Signed by Miguel Aeguelles acting by his lawful attorney DMWSL 462 Limited.


Date: 24 November 2005

  
Signed by Jorg Kallenborn acting by his lawful attorney DMWSL 462 Limited.

Date: 24 November 2005

  
Signed by Hagen Wingerts Zahn acting by his lawful attorney DMWSL 462 Limited.


Date: 24 November 2005

  
Signed by Gianlucca Scazzosi acting by his lawful attorney DMWSL 462 Limited.


Date: 24 November 2005

  
Signed by Mark Buchanan acting by his lawful attorney DMWSL 462 Limited.


Date: 24 November 2005

  
Signed by Craig Talberg acting by his lawful attorney DMWSL 462 Limited.

Date: 24 November 2005

  
Signed by Isabel Schneider acting by her lawful attorney DMWSL 462 Limited.

Date: 24 November 2005

  
Signed by Richard Van Riel acting by his lawful attorney DMWSL 462 Limited.

Date: 24 November 2005


  
Signed by Daniel Chaffey acting by his lawful attorney DMWSL 462 Limited.

Date: 24 November 2005




  
Signed by Terry Kew acting by his  
lawful attorney DMWSL 462 Limited.


Date: 24 November 2005

  
Signed by Simon Flint acting by his  
lawful attorney DMWSL 462 Limited.


Date: 24 November 2005

  
Signed by Peter Harrington acting by  
his lawful attorney DMWSL 462  
Limited.


Date: 24 November 2005

  
Signed by Maureen Hudson acting by  
her lawful attorney DMWSL 462  
Limited.


Date: 24 November 2005

  
Signed by Kent Richards acting by his  
lawful attorney DMWSL 462 Limited.

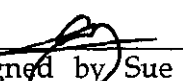
Date: 24 November 2005

  
Signed by Andrew Phillips acting by  
his lawful attorney DMWSL 462  
Limited.


Date: 24 November 2005

  
Signed by Richard Hutson acting by  
his lawful attorney DMWSL 462  
Limited.

Date: 24 November 2005

  
Signed by Sue Cadd acting by her  
lawful attorney DMWSL 462 Limited.

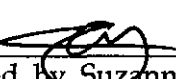
Date: 24 November 2005

  
Signed by Mark Forest acting by his  
lawful attorney DMWSL 462 Limited.


Date: 24 November 2005

  
Signed by Innes Kerr acting by her  
lawful attorney DMWSL 462 Limited.


Date: 24 November 2005

  
Signed by Suzanne Loughnane acting  
by her lawful attorney DMWSL 462  
Limited.

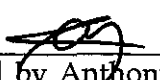
Date: 24 November 2005

  
Signed by Chiara Scanavacca acting by  
her lawful attorney DMWSL 462  
Limited.

Date: 24 November 2005

  
Signed by David Prosser acting by his  
lawful attorney DMWSL 462 Limited.

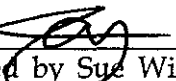
Date: 24 November 2005

  
Signed by Anthony Tottman acting by  
his lawful attorney DMWSL 462  
Limited.


Date: 24 November 2005

  
Signed by Matt Keatley acting by his  
lawful attorney DMWSL 462 Limited.

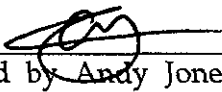
Date: 24 November 2005

  
Signed by Sue Williams acting by her  
lawful attorney DMWSL 462 Limited.


Date: 24 November 2005

  
Signed by Ann Hudson acting by her  
lawful attorney DMWSL 462 Limited.


Date: 24 November 2005

  
Signed by Andy Jones acting by his  
lawful attorney DMWSL 462 Limited.


Date: 24 November 2005

  
Signed by Mark Botha acting by his  
lawful attorney DMWSL 462 Limited.


Date: 24 November 2005

  
Signed by Rachel Young acting by her  
lawful attorney DMWSL 462 Limited.

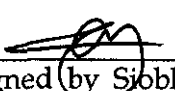
Date: 24 November 2005

  
Signed by Ralf Kees acting by his  
lawful attorney DMWSL 462 Limited.


Date: 24 November 2005

  
Signed by Michelle Harding acting by  
her lawful attorney DMWSL 462  
Limited.


Date: 24 November 2005

  
Signed by Siobhan Flattery acting by  
his lawful attorney DMWSL 462  
Limited.


Date: 24 November 2005

  
Signed by Rohen Burton acting by his  
lawful attorney DMWSL 462 Limited.


Date: 24 November 2005

  
Signed by Jeremy Richardson acting by  
his lawful attorney DMWSL 462  
Limited.


Date: 24 November 2005

  
Signed by Darren Jones acting by his  
lawful attorney DMWSL 462 Limited.

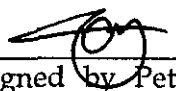
Date: 24 November 2005

  
Signed by Cristel Barton acting by his  
lawful attorney DMWSL 462 Limited.


Date: 24 November 2005

  
Signed by Amanda Hart acting by her  
lawful attorney DMWSL 462 Limited.

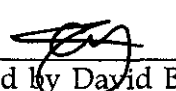
Date: 24 November 2005

  
Signed by Peter Elliot acting by his  
lawful attorney DMWSL 462 Limited.

Date: 24 November 2005

  
Signed by Brad Estrich acting by his  
lawful attorney DMWSL 462 Limited.

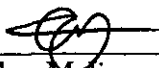
Date: 24 November 2005

  
Signed by David Browne acting by his  
lawful attorney DMWSL 462 Limited.

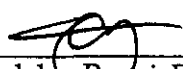
Date: 24 November 2005

  
Signed by Paul Fitzpatrick acting by his  
lawful attorney DMWSL 462 Limited.


Date: 24 November 2005

  
Signed by Melissa Burgess acting by  
her lawful attorney DMWSL 462  
Limited.

Date: 24 November 2005

  
Signed by Renai Dubos acting by his  
lawful attorney DMWSL 462 Limited.


Date: 24 November 2005

  
Signed by Dominic Dos Remedios  
acting by his lawful attorney DMWSL  
462 Limited.

Date: 24 November 2005

  
Signed by Rory Blundell acting by his  
lawful attorney DMWSL 462 Limited.

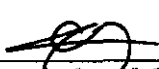
Date: 24 November 2005

  
Signed by Julie Mazarella acting by  
his lawful attorney DMWSL 462  
Limited.


Date: 24 November 2005

  
Signed by Pete Ramdhani acting by his  
lawful attorney DMWSL 462 Limited.

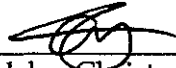
Date: 24 November 2005

  
Signed by Mourant & Co. Trustees  
Limited as trustee for Fitness First  
Holdings Ltd Employee Benefit Trust  
acting by its lawful attorney DMWSL  
462 Limited.

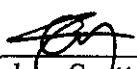
Date: 24 November 2005

  
Signed by Marie Newman acting by  
her lawful attorney DMWSL 462  
Limited.

Date: 24 November 2005

  
Signed by Christy Westrom acting by  
her lawful attorney DMWSL 462  
Limited.

Date: 24 November 2005

  
Signed by Scott Tomsett acting by  
his lawful attorney DMWSL 462  
Limited.

Date: 24 November 2005

  
Signed by Nic Monteforte acting by her  
lawful attorney DMWSL 462 Limited.


Date: 24 November 2005

  
Signed by Shane Byrne acting by his  
lawful attorney DMWSL 462 Limited.

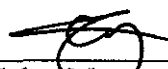
Date: 24 November 2005

  
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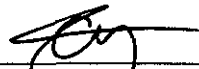
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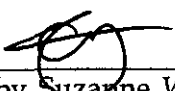
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Limited.

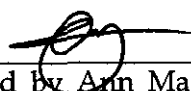
Date: 24 November 2005

  
Signed by Sarah Boddy acting by her  
lawful attorney DMWSL 462 Limited.


Date: 24 November 2005

  
Signed by Suzanne Waggett acting by  
her lawful attorney DMWSL 462  
Limited.


Date: 24 November 2005

  
Signed by Ann Marie Leonard acting  
by her lawful attorney DMWSL 462  
Limited.


Date: 24 November 2005

  
Signed by Judith Wood acting by her  
lawful attorney DMWSL 462 Limited.

Date: 24 November 2005

  
Signed by Charlotte Howlett Jones  
acting by her lawful attorney DMWSL  
462 Limited.


Date: 24 November 2005

  
Signed by Melanie Buchanan acting by  
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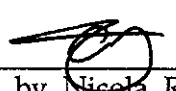
Date: 24 November 2005

  
Signed by Julie Kerr acting by her  
lawful attorney DMWSL 462 Limited.


Date: 24 November 2005

  
Signed by Louise Richards acting by  
her lawful attorney DMWSL 462  
Limited.


Date: 24 November 2005

  
Signed by Nicola Robinson acting by  
her lawful attorney DMWSL 462  
Limited.


Date: 24 November 2005

  
Signed by Sharon Ash acting by her  
lawful attorney DMWSL 462 Limited.

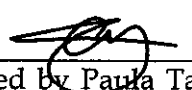
Date: 24 November 2005

  
Signed by Mark Parkes acting by his  
lawful attorney DMWSL 462 Limited.


Date: 24 November 2005

  
Signed by Effie Yiasemides acting by  
her lawful attorney DMWSL 462  
Limited.


Date: 24 November 2005

  
Signed by Paula Talberg acting by her  
lawful attorney DMWSL 462 Limited.

Date: 24 November 2005

  
Signed by Alun Williams acting by his  
lawful attorney DMWSL 462 Limited.

Date: 24 November 2005

  
Signed by Georgina Botha acting by her  
lawful attorney DMWSL 462 Limited.

Date: 24 November 2005