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Company number 05188166

Skullions LLP

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

G4 LEISURE LTD ("Company")

CIRCULATION DATE *5 february* 2016

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, (the 2006 Act), the directors of the Company propose that Resolution 1 below is passed as special resolution (Resolution)

SPECIAL RESOLUTION

- 1 **THAT** the articles of association of the Company be altered by the insertion of the below Special Article at the end of the articles of association of the Company

Special Article

- A Notwithstanding anything contained in these articles, whether expressly or implied contradictory to the provisions of this Special Article (to the effect that any provision contained in this Special Article shall override any other provision of these articles)

- 1 The directors shall not decline to register any transfer of shares, nor may they suspend registration thereof, where such transfer

- (a) is to any bank, institution or other person which has been granted a security interest in respect of such shares, or to any nominee of such a bank institution or other person (or a person acting as agent or security trustee for such person) ("**Secured Institution**") (and a certificate by any such person or an employee of any such person that a security interest over the shares was so granted and the transfer was so executed shall be conclusive evidence of such facts), or
- (b) is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares, or
- (c) is executed by a Secured Institution or its nominee pursuant to a power of sale or other power existing under such security,

and the directors shall forthwith register any such transfer or shares upon receipt 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 (in either such case) be required to offer the shares which are or are to be the subject of any transfer as 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 any valuable consideration or otherwise



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- 2 The directors shall not issue any share certificates (whether by way of replacement or otherwise) without the prior written consent of (or on behalf of) all (if any) Secured Institutions (as defined in Special Article 1(a) above)
- 3 The lien set out in article 8, shall not apply to shares held by a Secured Institution (as defined in Special Article 1(a) above)

Any variation of this Special Article shall be deemed to be a variation of the rights of each class of share in the capital of the Company"

AGREEMENT

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

The undersigned, being the sole member of the Company entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agrees to the Resolution

Director for and on behalf of
G4 LEISURE LTD

Date



5 February 2016

NOTES

- 1 You can choose to agree to all of the Resolution or none of them but you cannot agree to only one of the Resolution. If you agree to both of the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning to the Company using one of the following methods

- **By hand** delivering the signed copy to the Company Secretary at the Company's registered office
- **Post** returning the signed copy by post to the Company Secretary at the Company's registered office

You may not indicate your agreement to the Resolution by any other method.

If you do not agree to either of the Resolution, you do not need to do anything you will not be deemed to agree if you fail to reply

- 2 Once you have indicated your agreement to the Resolution, you may not revoke your agreement
- 3 Unless, by the day falling 28 days from the Circulation Date, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to all of the Resolution, please ensure that your agreement reaches us before or during this date
- 4 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
- 5 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