

Company No: 06589946

FRIDAY



LD6 22/11/2013 #17
COMPANIES HOUSE

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
COPY WRITTEN RESOLUTIONS

of

DAVID LLOYD LEISURE PROPERTY HOLDINGS NO. 3 LIMITED

("Company")

PASSED ON 01/11/2013

In accordance with the written resolution procedure in chapter 2 of part 13 of the Companies Act 2006, the following resolutions were duly passed on 01/11/2013 as ordinary and special resolutions as indicated below

ORDINARY RESOLUTIONS

- 1 **That** the articles of association of the Company be amended by deleting the provision which, by virtue of paragraph 42(2) of Schedule 2 to the Act (Commencement No 8, Transitional Provisions and Savings) Order 2008, is treated as a provision of the articles of association of the Company setting the maximum amount of shares that may be allotted by the Company
- 2 **That**, pursuant to section 551 of the Act, the directors be and are generally and unconditionally authorised to exercise all powers of the Company to allot shares in the Company up to an aggregate nominal amount of £1 40 **provided that** (unless previously revoked, varied or renewed) this authority shall expire on 01/11/2018

SPECIAL RESOLUTIONS

3. **That** the articles of association of the Company be amended by deleting all the provisions of the Company's memorandum of association which, by virtue of section 28 of the Companies Act 2006, are treated as provisions of the articles of association of the Company
- 4 **That**
 - i pursuant to section 570 of the Act, the directors be and are generally empowered to allot equity securities (within the meaning of section 560 of the Act) pursuant to the authority granted by resolution 2 up to an aggregate nominal amount of £1 40 as if section 561 of the Act did not apply to any such allotment, and
 - ii (unless previously revoked, varied or renewed) this power shall expire on 01/11/2018



T. McInnole.

Director