

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

Of

ASPERS H LIMITED

("Company")

Circulation Date – 2 JULY 2010

WEDNESDAY



A36 14/07/2010 476
COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a written resolution of the Company, having effect as a special resolution (the "**Resolution**")

A copy of each of the Documents (as defined below) relating to the Resolution are supplied with this Resolution

SPECIAL RESOLUTIONS

- 1 **THAT** in connection with the amendment and restatement of certain facilities including but not limited to a facilities agreement ("**Agreement**") dated 19 June 2007 made between (1) Aspinalls Club Finance Limited and others, and (2) The Royal Bank of Scotland PLC (acting as agent for National Westminster Bank PLC) ("**Lender**"), and the granting of new facilities to the company and others by PBL Luxembourg S A ("**Crown**")
 - 1 1 the terms of, entry into and performance by the Company of the following documents ("**Documents**") be approved
 - 1 1 1 an amendment and restatement agreement to be entered into between (amongst others) (1) the Company and (2) the Lender, attaching an amended and restated Agreement ("**A&R Agreement**") (which itself incorporates a guarantee in favour of the Lender, that the Company (and others) guarantee the liabilities of the Company (and others) owed to the Lender in accordance with the terms of the A&R Agreement),
 - 1 1 2 a debenture in favour of the Lender over all of the Company's property, assets and undertaking, present and future,
 - 1 1 3 an intercreditor agreement between (amongst others) (1) the Company and (2) the Lender,
 - 1 1 4 a sterling term loan facility and a gaming guarantee facility PBL Luxembourg S A to be made available to the Company pursuant to the terms of a facilities agreement to be entered into between (amongst others) (1) the Company and (2) Crown, and
 - 1 1 5 a debenture in favour of Crown over all of the assets and undertaking of the Company present and future, incorporating a guarantee of the liabilities of other members of the group

- 1 2 the directors be authorised to cause the execution and delivery of the Documents in the form attached with such amendments to them as they shall in their absolute discretion think fit, and
- 1 3 the execution, delivery and performance of the Documents will be for the benefit of the Company for the purposes of carrying on its business and will be most likely to promote the success of the Company for the benefit of its members as a whole

AGREEMENT

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

We, the undersigned, the sole shareholder and sole person entitled to vote on the Resolution at the time it was circulated, irrevocably agree to the Resolution



For and on behalf of Aspers Group Limited

2 July 2010

NOTES

- 1 If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods -
 - **By Hand** delivering the signed copy to Aspers H Limited, at 64 Sloane Street, London SW1X 9SH,
 - **Post** returning the signed copy by post to Aspers H Limited, at 64 Sloane Street, London SW1X 9SH,
 - **Fax** faxing the signed copy to 020 7245 9574 marked "For the attention of Martyn Kennedy",
 - **E-mail** by attaching a scanned copy of the signed document to an e-mail and sending it to martyn@aspinals.co.uk Please enter "Written resolutions Aspers H Limited" in the e-mail subject box
- 2 If you do not agree to the Resolution, 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 Resolution, you may not revoke your agreement
- 4 Unless, by 28 days after the circulation date, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date
- 5 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
- 6 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 2006
COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

ASPERS H LIMITED

("Company")

On 2 July 2010 the following resolution was passed as a written resolution of the Company in accordance with section 288 of the Companies Act 2006 (the "Act") by all the members of the Company who, at that date, were entitled to attend, and vote, at general meetings of the Company

SPECIAL RESOLUTIONS

- 1 **THAT** in connection with the amendment and restatement of certain facilities including but not limited to a facilities agreement ("**Agreement**") dated 19 June 2007 made between (1) Aspinalls Club Finance Limited and others, and (2) The Royal Bank of Scotland PLC (acting as agent for National Westminster Bank PLC) ("**Lender**"), and the granting of new facilities to the company and others by PBL Luxembourg S A ("**Crown**")
 - 1 1 the terms of, entry into and performance by the Company of the following documents ("**Documents**") be approved
 - 1 1 1 an amendment and restatement agreement to be entered into between (amongst others) (1) the Company and (2) the Lender, attaching an amended and restated Agreement ("**A&R Agreement**") (which itself incorporates a guarantee in favour of the Lender, that the Company (and others) guarantee the liabilities of the Company (and others) owed to the Lender in accordance with the terms of the A&R Agreement),
 - 1 1 2 a debenture in favour of the Lender over all of the Company's property, assets and undertaking, present and future,
 - 1 1 3 an intercreditor agreement between (amongst others) (1) the Company and (2) the Lender,
 - 1 1 4 a sterling term loan facility and a gaming guarantee facility PBL Luxembourg S A to be made available to the Company pursuant to the terms of a facilities agreement to be entered into between (amongst others) (1) the Company and (2) Crown, and
 - 1 1 5 a debenture in favour of Crown over all of the assets and undertaking of the Company present and future, incorporating a guarantee of the liabilities of other members of the group
 - 1 2 the directors be authorised to cause the execution and delivery of the Documents in the form attached with such amendments to them as they shall in their absolute discretion think fit, and
 - 1 3 the execution, delivery and performance of the Documents will be for the benefit of the Company for the purposes of carrying on its business and will be most likely to promote the success of the Company for the benefit of its members as a whole