

4070861

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

COMPANY NUMBER: 04070861

WRITTEN RESOLUTION

OF

ASH GAMING LTD (THE "COMPANY")

FRIDAY



A03 *A10FN5MB* 13/01/2012 #55
COMPANIES HOUSE

Circulation Date: 15 December 2011

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose that the following resolutions (the "Resolutions") are passed as special resolutions

SPECIAL RESOLUTIONS

1 AUTHORITY TO ALLOT

THAT, in accordance with section 551 of the Act, the directors be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £293 35 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of the date hereof save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired

This authority is in substitution for all previous authorities conferred on the directors in accordance with section 80 of the Companies Act 1985 or section 551 of the 2006 Act

2. DISAPPLICATION OF PRE-EMPTION RIGHTS

THAT, subject to the passing of the Resolution 1 above and in accordance with section 570 of the Act and the provisions of the shareholders' agreement dated 26 March 2007 and entered into between the Company, Christopher Ash, Richard Waddell and Turpin Limited, the directors be generally empowered to allot equity securities (as defined in section 560 of the 2006 Act) pursuant to the authority conferred by Resolution 1, as if section 561(1) of the Act and the provisions of the above-mentioned shareholders' agreement did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities up to an aggregate nominal amount of £293 35


- 3 THAT, the auditors of the Company, Crowe Clark Whitehill LLP, resign from office and that BDO LLP be appointed as the auditors of the Company in their place

AGREEMENT

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

The undersigned, being the shareholders entitled to vote on the above Resolutions on December 2011 hereby irrevocably agree to the Resolution

Signed by



CHRISTOPHER ASH

Date

15/12/2011

Signed by



CHRISTOPHER ASH ON BEHALF OF
KIRSTY ASH PURSUANT TO A POWER
OF ATTORNEY DATED 15/12/11.

Date

15/12/2011

Signed by



RICHARD WADDELL

Date

15/12/11

Signed for and on behalf of

TURPIN LIMITED

Date

NOTES

- 1 If you agree to the Resolutions being passed, 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 Joelson Wilson LLP, 30 Portland Place, London W1B 1LZ (FAO Philippa Sturt)
- **Post** returning the signed copy by post Joelson Wilson LLP, 30 Portland Place, London W1B 1LZ (FAO Philippa Sturt)
- **Fax** faxing the signed copy to 02075802251 marked "For the attention of Philippa Sturt"
- **E-mail** by attaching a scanned copy of the signed document to an e-mail and sending it to pbs@joelsonwilson.com Please enter "Written Resolution dated December 2011" in the e-mail subject box

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

- 2 Once you have indicated your agreement to the Resolution, you may not revoke your agreement
- 3 If your agreement to the Resolution has not been received by 28 days from Circulation Date, the Resolution shall lapse
- 4 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

- 3 THAT, the auditors of the Company, Crowe Clark Whitehill LLP, resign from office and that BDO LLP be appointed as the auditors of the Company in their place

AGREEMENT

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

The undersigned, being the shareholders entitled to vote on the above Resolutions on December 2011 hereby irrevocably agree to the Resolution

Signed by

CHRISTOPHER ASH

Date

Signed by

KIRSTY ASH

Date

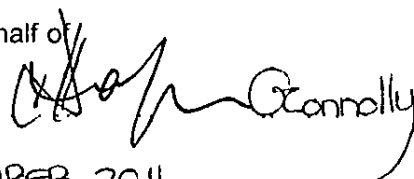
Signed by

RICHARD WADDELL

Date

Signed for and on behalf of

TURPIN LIMITED

A handwritten signature in black ink, appearing to read 'G. Connelly', is written over the printed name 'TURPIN LIMITED'.

Date 10th DECEMBER 2011