

COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

THE GYM LIMITED

Company No. 05659669

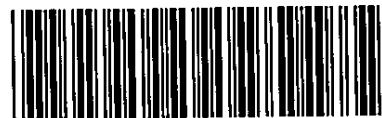
CIRCULATED ON 16 AUGUST 2010

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed.

Ordinary Resolutions

- 1 That the authorised share capital be increased from £50,000 divided into 1,000,000 A ordinary shares of £0.01 per share and 4,000,000 of B ordinary shares of £0.01 per share to £60,000 divided into 1,000,000 A ordinary shares of £0.01 per share and 5,000,000 of B ordinary shares of £0.01 per share.
- 2 That, in accordance with section 551 of the Companies Act 2006, the directors of the Company (the "Directors") be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("Rights") up to an aggregate nominal amount of £60,000 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 16 August 2015 save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights 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 Companies Act 2006.

THURSDAY



A22 *A12TSPZM* 398
16/12/2010
COMPANIES HOUSE

Special Resolution

- 3 That, subject to the passing of Resolution 2 and in accordance with section 570 of the Companies Act 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the Companies Act 2006) pursuant to the authority conferred by Resolution 1, as if section 561(1) of the Companies Act 2006 did not apply to any such allotment, provided that this power shall:
- (a) be limited to the allotment of equity securities up to an aggregate nominal amount of £60,000; and
 - (b) expire on 16 August 2015 (unless renewed, varied or revoked by the Company prior to or on that date) save that the company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

AGREEMENT

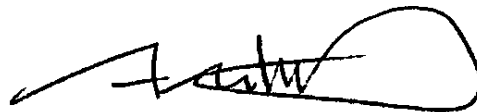
Please read the notes at the end of this document before signifying your agreement to the Ordinary Resolutions and Special Resolution.

The undersigned, a person entitled to vote on the above resolutions on 16 August 2010, hereby irrevocably agrees to the Ordinary Resolutions and Special Resolution:

Name:

ANDREW MATTHEWS

Signature:



Date:

16.08.10

NOTES

- 4 You can choose to agree to the all of the Ordinary Resolutions and Special Resolution or none of them but you cannot agree to only some of the resolutions. If you agree to all of the resolutions, 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:
- 5 By Hand: delivering the signed copy to the Company Secretary at Kennedys, 25 Fenchurch Avenue, London EC3M 5AD quoting reference 10/RND/The Gym Limited (RND).
- 6 Post: returning the signed copy by post to the Company Secretary at 25 Fenchurch Avenue, London EC3M 5AD quoting reference 10/RND/The Gym Limited(RND).
- 7 If you do not agree with all of the resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.
- 8 Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
- 9 Unless, by 21 August 2010, sufficient agreement has been received for the resolutions to pass, they will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or during this date.
- 10 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.
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COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

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OF

THE GYM LIMITED

Company No. 05659669

CIRCULATED ON 16 AUGUST 2010

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THURSDAY

A22 A12TTPZN 397
16/12/2010
COMPANIES HOUSE
1 of 3

Special Resolution

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AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Ordinary Resolutions and Special Resolution.

The undersigned, a person entitled to vote on the above resolutions on 16 August 2010, hereby irrevocably agrees to the Ordinary Resolutions and Special Resolution:

Name: JEREMY PHILLIPS

Signature: JPhillips

Date: 16th AUGUST 2010

NOTES

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THURSDAY

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A12TFPZ9
16/12/2010
COMPANIES HOUSE

411

Special Resolution

- 3 That, subject to the passing of Resolution 2 and in accordance with section 570 of the Companies Act 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the Companies Act 2006) pursuant to the authority conferred by Resolution 1, as if section 561(1) of the Companies Act 2006 did not apply to any such allotment, provided that this power shall:
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The undersigned, a person entitled to vote on the above resolutions on 16 August 2010, hereby irrevocably agrees to the Ordinary Resolutions and Special Resolution:

Name:

JOHN TREHARNE

Signature:



Date:

16 AUG 2010

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THURSDAY

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A12TUPZO
16/12/2010
COMPANIES HOUSE

396

Special Resolution


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AGREEMENT

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The undersigned, a person entitled to vote on the above resolutions on 16 August 2010, hereby irrevocably agrees to the Ordinary Resolutions and Special Resolution:

Name: BRIDGES Community VENTURES Nominees LIMITED

Signature: 
AS authorised director of Bridges Community Ventures
Nominees Limited

Date: 16TH AUGUST 2010.

NOTES

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