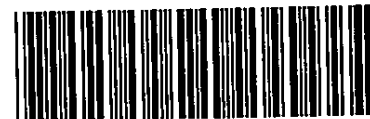


Company No 335899

The Companies Act 2006

Company limited by shares

TUESDAY



RM 25/02/2014 #27
COMPANIES HOUSE

Special and Ordinary resolutions

of

Burden Leisure plc

the ("Company")

(passed on 24 January 2014)

At the annual general meeting of the Company duly convened and held at The Reebok Stadium, Burden Way, Lostock, Bolton, BL6 6JW on 24 January 2014 at 10 00am the following resolutions were passed of which resolutions 1 to 5 were passed as **ordinary resolutions** and resolutions 6 to 10 were passed as **special resolutions** of the Company

Ordinary Resolutions:

1 Adoption of audited accounts

To consider and adopt the report of the directors and the audited accounts of the Company for the year ended 30 June 2013

2 Re-election of retiring director

To re-elect Mr William Brett Warburton as director of the Company who retires by rotation in accordance with Article 86 1 of the Company's Articles of Association

3 Election of director

To elect Mr Richard Charles Gee as director of the Company who, having been appointed as a director since the last Annual General Meeting of the Company, offers himself for election at the Annual General Meeting in accordance with Article 82 of the Company's Articles of Association

4 Election of director

To elect Mr Anthony Massey as director of the Company who, having been appointed as a director since the last Annual General Meeting of the Company, offers himself for election at the Annual General Meeting in accordance with Article 82 of the Company's Articles of Association

5 Re-appointment of auditors

To re-appoint Deloitte LLP as auditors of the Company until the conclusion of the next Annual General Meeting of the Company and to authorise the directors to fix their remuneration

Special Resolutions:

6 Directors power to allot relevant securities

That the directors be and they are generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the "Act") to exercise all powers of the Company to allot shares in the Company, and grant rights to subscribe for or to convert any security into shares of the Company (such shares, and rights to subscribe for or to convert any security into shares of the Company being "relevant securities")

- (a) up to a nominal amount of £4,000 by way of conversion of the convertible unsecured loan stock 1999,
- (b) up to a nominal amount of £8,230 by way of conversion of the cumulative convertible redeemable preference shares of 10p each in the capital of the Company, and
- (c) otherwise than pursuant to sub-paragraphs (a) and (b) above, up to a maximum aggregate nominal amount of £610,000

Unless previously renewed, revoked, varied or extended, this authority shall expire at the earlier of the date which is 15 months from the date of the passing of this resolution and the conclusion of the next Annual General Meeting of the Company except that the Company may at any time before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such an offer or agreement as if the said power had not expired

7 Disapplication of pre-emption rights

That the directors be and they are empowered pursuant to section 570(1) of the Act to allot equity securities (as defined in section 560(1) of the Act) of the Company for cash pursuant to the authority of the directors under section 551 of the Act conferred by resolution 6 as if section 561(1) of the Act did not apply to such allotment provided that the power conferred by this resolution shall be limited to

- (a) the allotment of equity securities in connection with an invitation or offer of equity securities to the holders of ordinary shares in the capital of the Company in proportion to their respective holdings of such shares or in accordance with the rights attached to such shares but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or as a result of legal or practical problems under the laws of, or the requirements of any regulatory body or any stock exchange in any territory, and
- (b) the allotment, otherwise than pursuant to paragraph (a) above, of equity securities
 - (i) up to a nominal amount of £4,000 by way of conversion of the convertible unsecured loan stock 1999,
 - (ii) up to a nominal amount of £8,230 by way of conversion of the cumulative convertible redeemable preference shares of 10p each in the capital of the Company, and
 - (iii) otherwise than pursuant to sub-paragraphs (b)(i) and (ii) above, up to a maximum aggregate nominal amount of £610,000

Unless previously renewed, revoked, varied or extended this power shall expire on the earlier of the conclusion of the next Annual General Meeting of the Company and the date falling 15 months after the date of the passing of this resolution except that the Company may before the expiry of this power 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 such offer or agreement as if this power had not expired

8 Re-registration as private limited company

That the Company be re-registered as a private limited company under the Companies Act 2006

9 Change of name

That the name of the Company be changed to Burnden Leisure Limited

10 Amendment of Articles of Association

That, subject to such re-registration, the Company hereby adopts the proposed new Articles of Association, a copy of which is identified by signature by the Chairman of the meeting


Chairman