

COPY

THE COMPANIES ACT 2006
WRITTEN RESOLUTIONS
OF THE SHAREHOLDER IN
SAGA GROUP LIMITED
(the "Company")

We the undersigned, being the Shareholder(s) of the Company (the "Shareholder(s)") are entitled to receive notice of and attend and vote at meetings of Shareholder(s), in accordance with section 288 of the Companies Act 2006 (the "2006 Act") pass the following resolutions and agree that these resolutions are, for all purposes, as valid and effective as if the same had been passed at a meeting of the Shareholder(s) of the Company duly convened and held

SPECIAL RESOLUTIONS

- 1 THAT the remedial actions outlined in the transaction summary (the "Transaction Summary") as appended to these written resolutions as at Appendix 1 are confirmed as all of the transactions recorded in relation to the Company's constitution and share capital during the last 5 years are confirmed, ratified and approved and THAT the directors be authorised to take all and any such necessary or incidental steps for the remedial actions to be completed,
- 2 THAT any share allotments outlined in the Summary made in contravention of section 80 of the Companies Act 1985 (the "1985 Act") and section 551 of the 2006 Act (relating to the Directors' authority to allot), and/or in contravention of section 89 of the 1985 Act and section 561 of the 2006 Act (relating to pre-emption rights of existing shareholders) are confirmed, ratified and approved to the fullest extent legally possible,
- 3 THAT with effect from the time of the passing of this resolution the directors are unconditionally authorised, pursuant to section 551 of the 2006 Act to allot share at any time or times during the period of five years from the date hereof,
- 4 THAT the appointments and resignations outlined in the directors and secretaries summary as appended to these written resolutions as Appendix 2 are confirmed, ratified and approved and THAT any procedural inaccuracies associated with the appointments and resignations are confirmed, ratified and approved,
- 5 THAT the Annual Accounts outlined in the Annual Accounts Summary (the "AA Summary") as appended to these written resolutions as Appendix 3 are confirmed, ratified and approved,
- 6 THAT the following registers in the Company
 - a Register of the Directors and Officers of the Company,
 - b Register of members
 - c Register of Allotments of shares
 - d the register of transfers of shares
 - e Register of Mortgages
 - f Register of Loan Notes
 - g Register of Directors Interests

(the "Registers") as appended to these written resolutions at Appendix 4 are confirmed, ratified and approved as an accurate reflection of the current position

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COMPANIES HOUSE

AGREEMENT

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

The undersigned, being the Shareholder(s) entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions



Stuart Howard
For and on behalf of
Saga Leisure Limited
Date 28/3/2014

NOTES

- 1 If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company
- 2 If you do not agree to the Resolutions, 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 Resolutions, you may not revoke your agreement
- 4 Unless sufficient agreement has been received for the Resolutions to be passed before the end of the period of 28 days beginning on the Circulation Date, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before the end of this period

Remedial Actions

	Appendix 1 - Transaction Summary if approval not obtain during the last 5 years	Effective date
1	Director Authority to allot expired 10 December 1986 and therefore authority to be renewed now	Renewed as at date of this meeting
2	2009, 2010, 2011, 2012, and 2013 Annual General Meeting should have been held	
	Together the "Transactions"	

	Appendix 2 - Director/Secretary Summary	Effective date
1	Appointment of Andrew Paul Stringer as Secretary of the Company	17 08 2012
2	Resignation of John Davies as a Secretary of the Company	17 08 2012
3	Appointment of Victoria Haynes as Secretary of the Company	31 07 2013
4	Resignation of Andrew Paul Stringer as Secretary of the Company	31 07 2013

	Appendix 3 - Annual Accounts Schedule	
1	Annual Accounts as at 31 January 2009	
2	Annual Accounts as at 31 January 2010	
3	Annual Accounts as at 31 January 2011	
4	Annual Accounts as at 31 January 2012	
5	Annual Accounts as at 31 January 2013	
	Together the "Annual Accounts"	

	Appendix 4 - Registers Schedule	
1	Register of Directors	12 03 2014
2	Register of Secretary	12 03 2014
3	Register of Members	12 03 2014
4	Register of Allotments	12 03 2014
5	Register of Transfers	12 03 2014
6	Register of Mortgages	12 03 2014
7	Register of Loan Notes	12 03 2014
8	Register of Directors interests	12 03 2014
	Together the "Registers"	12.03.2014

CHAIRMAN

