

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

RESOLUTIONS IN WRITING

of

Saga Group Limited (the "Company")

All capitalised terms used in these resolutions have, unless otherwise defined herein, the meaning ascribed to them in the Senior Facilities Agreement (as defined below).

SPECIAL RESOLUTION IN WRITING

WE, being the sole member of the Company who at the circulation date of these resolutions are entitled to attend and vote at a general meeting of the Company, **RESOLVE**, in accordance with Chapter 2 Part 13 of the Companies Act 2006, to pass as a written resolution the following resolutions as special resolutions:

1. **THAT** Articles 18, 19 and 20 of the Articles of Association of the Company be deleted in their entirety.
2. **THAT** any director of the Company shall be authorised for the purposes of section 175 of the Companies Act 2006 (the "**2006 Act**") to act or continue to act as a director of the Company notwithstanding any actual or potential conflicts of his interests arising from the accession of the Company to the senior facilities agreement dated 17 April 2014 between, amongst others, Saga Mid Co Limited, Saga plc (formerly Saga Limited), HSBC Bank plc as agent, HSBC Corporate Trustee Company (UK) Limited as the security agent and the lenders defined therein (the "**Senior Facilities Agreement**") and the associated transactions and documentation as further described in the minutes of the board of directors held on or about the date of this resolution.

Any director of the Company shall be authorised for the purposes of section 175 of the 2006 Act to act or continue to act as a director of the Company notwithstanding that at the time of his appointment or subsequently he also:

- (a) holds office as a director of any other group company;
- (b) holds any other office or employment with any other group company;
- (c) participates in any scheme, transaction or arrangement for the benefit of the employees or former employees of the Company or any other group company (including any pension fund or retirement, death or disability scheme or other bonus or employee benefit scheme); or

FRIDAY



A26

A3819OKQ


23/05/2014

COMPANIES HOUSE

#6

- (d) is interested directly or indirectly in any shares in, debentures in (or any rights to acquire shares or debentures) or guarantees of the Company or any other group company.

Dated 9 MAY 2014

Signed 

Name: STUART HEALD

For and on behalf of Saga Leisure Limited

NOTES:

1. The sole member can signify its agreement to the resolutions by signing the resolutions and by either delivering a copy of the signed resolutions to the Company Secretary by hand or by sending a copy of the signed resolutions in hard copy form by post to the Company Secretary by fax to 01303 776676 or by email to vicki.haynes@saga.co.uk. The sole member can also signify agreement to the resolutions by sending an email from its email address held by the company for such purposes to vicki.haynes@saga.co.uk identifying the resolutions and indicating his agreement to such resolutions.
2. These resolutions must be passed by 5/6 2014. If these resolutions are not passed by such date they will lapse. The agreement of a member to this/these resolutions is ineffective if signified after this date.