

CERTIFIED TO BE A TRUE AND COMPLETE
COPY OF THE ORIGINAL
DATED THIS 6th DAY OF December 2010

Pinsent Masons LLP *Pinsent Masons LLP*

THE COMPANIES ACT 2006

Company No 939924

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

COSALT HALSON LEISURE LIMITED (the "Company")

CIRCULATED ON 29 NOVEMBER 2010 (the "Circulation Date")

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

We, the undersigned, being or representing all of the members of the Company **HEREBY RESOLVE** as follows -

SPECIAL RESOLUTIONS

THAT -

- 1 the entering into of, transactions contemplated by and the terms contained within the amending and restating deed which amends and restates the term loan and revolving credit facilities agreement entered into by (1) Cosalt Plc and others (including the Company) (as Original Borrowers) (2) Cosalt Plc and others (including the Company) (as Original Guarantors) (the Original Borrowers and Original Guarantors together with any other subsidiary of Cosalt Plc who becomes a party to the Facilities Agreement being the "**Obligors**"), (3) HSBC Bank Plc and The Royal Bank of Scotland plc (as Mandated Lead Arrangers), (4) HSBC Bank Plc and National Westminster Bank plc (as Lenders) (5) The Royal Bank of Scotland plc (as Agent) and (6) HSBC Corporate Trustee Company (UK) Limited (as Security Trustee) on 26 March 2009 as amended and restated on 31 July 2009 (the "**Facilities Agreement**") to be entered into by (1) Cosalt Plc and others (including the Company) (as Borrowers), (2) Cosalt Plc and others (including the Company) (as Guarantors), (3) HSBC Bank Plc and National Westminster Bank Plc (as Lenders), (5) The Royal Bank of Scotland plc (as Agent) and (6) HSBC Corporate Trustee Company (UK) Limited (as Security Trustee) (the Agent, Security Trustee, Mandated Lead Arrangers, Lenders, hedge counterparty and any other who becomes a party in such capacity as the "**Finance Parties**" and each a "**Finance Party**") be and are hereby approved,
- 2 the confirmation to be given by the Company and other members of the group in respect of the continuation of the guarantee contained within the Facilities Agreement pursuant to which the Company, amongst others, irrevocably and unconditionally, jointly and severally, guarantees all monies, liabilities and obligations of each of the Obligors and any other member of the group (from time to time) to the Finance Parties arising under the Facilities Agreement or any other finance or security documents entered into in relation to the Facilities (as defined in the Facilities Agreement) be and are hereby approved, and
- 3 the confirmation to be given by the Company and the other members of the group confirming that the security granted by each in relation to, amongst other things, the Facilities Agreement, would continue notwithstanding the amendments to the Facilities Agreement be and are hereby approved



AGREEMENT

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

The undersigned, a person entitled to vote on the Resolutions on 30 November 2010, hereby irrevocably agrees to the Resolutions -

A handwritten signature in black ink, appearing to be 'J.R. Leimik', written over a horizontal line.

30 November

For and on behalf of
COSALT PLC

2010

NOTES

- 1 This document contains proposed written resolutions of the Company for approval by you as a member of the Company. The Resolutions are proposed as special resolutions and they require members holding not less than 75 per cent of the total voting rights of members entitled to vote in the Resolutions to vote in favour of them to be passed.
- 2 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 at Origin 4, Genesis Park, Origin Way, Grimsby DN37 9TZ.

If you do not agree with any of 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. Please note that you can only agree to all of the Resolutions and not some only. Any document or reply which purports to approve some only of the Resolutions will be treated as a vote against all of the Resolutions.
- 4 Where, by 28 days after the Circulation Date, insufficient agreement has been received for the Resolutions to pass, such Resolutions will lapse. If you agree to all or any of the Resolutions, please ensure that your agreement reaches us before or during this date.