

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
OF
VIRGIN ACTIVE GROUP LIMITED
(the Company)

We, the undersigned, being the holders of all the issued ordinary shares in the share capital of the Company pass the following resolution in accordance with section 381A of the Companies Act 1985:

That:

- (a) subject to compliance with sections 155-158 of the Companies Act 1985 (the **Act**), the terms of, the transactions contemplated by and the entering into by the Company of the Intercreditor Agreement, the Deed of Assignment, the execution and issue of the Note (the **Documents**), payment of the Fixed Cash Consideration and payment of the Variable Cash Consideration (together, the **Cash Consideration**) and incurring of any fees in connection with the Acquisition and/or the Finance Documents as more particularly described in the copy of the declaration of the directors of the Company in relation to the financial assistance given in connection with the acquisition of shares in the Company (Form 155(6)a attached to this resolution (the **Declaration**)), is hereby approved;
- (b) the entering into, execution and delivery of, and the performance of its obligations under, the Documents, payment of the Cash Consideration and incurring of any fees in connection with the Acquisition and/or the Finance Documents is in the best interests of the Company and the approval of the Company to enter into the Documents, pay the Cash Consideration and incur any fees in connection with the Acquisition and/or the Finance Documents is given notwithstanding that the Company might be held to be giving financial assistance for the purposes of sections 151 and 152 of the Act;
- (c) the directors provide for the execution on behalf of the Company of the Documents, issue of the Note, payment of the Cash Consideration and incurring liability in respect of the Company Payments; and
- (d) this resolution shall have effect notwithstanding any provision of the Company's articles of association.

Date: 31 October 2006



LD5
COMPANIES HOUSE

LH0TGKI1

375
14/11/2006

Virgin Leisure Limited

Stephen Murphy

Patrick McCall

Mark Poole

Matthew Bucknall

Simon Gordon

Terence Knight

Annie Nicholas

Frank Reed

Peter Brennan

Matthew Merrick

.....
Keith Gentry

.....
Steven Dick

.....
Ross Faragher Thomas

.....
Timothy Carter

.....
Luca Valenti

.....
Bernardo de Vincente Lancho

.....
Peter Norris

.....
Keith Gentry

.....
Steven Dick

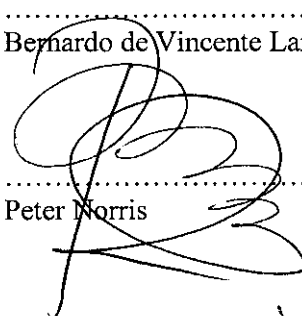
.....
Ross Faragher-Thomas

.....
Timothy Carter

.....
Luca Valotta

.....
Bernardo de Vincente Lancho

.....
Peter Norris

A large, stylized handwritten signature in black ink, appearing to be 'P. Norris', is written over the name Peter Norris and extends upwards into the space of the name Bernardo de Vincente Lancho.