

Company number: 5155753

**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTIONS**

of

**CHAO PHRAYA LIMITED (COMPANY)**

Circulated on 03 September 2012

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (**2006 Act**), the directors of the Company propose that resolution 1 below is passed as an ordinary resolution (**Ordinary Resolution**) and resolution 2 as a special resolution (**Special Resolution**)

**ORDINARY RESOLUTION**

- 1 **That**, having considered the terms and conditions of the documents listed in the appendix to these written resolutions (**Documents**), and notwithstanding any existing provisions of the Articles of Association of the Company to the contrary nor any personal interest of any directors of the Company, the Company's execution, delivery and performance of each of the Documents be and are hereby approved in the form produced to the board or with such amendments as the directors of the Company shall in their discretion approve

**SPECIAL RESOLUTION**

- 2 **That** the Articles of Association of the Company be altered by the insertion of the new Article 14 attached to this resolution and for the purposes of identification marked "A"

**AGREEMENT**

Please read the notes at the end of this document before signifying your agreement to the Ordinary Resolution and Special Resolution (**Resolutions**)

The undersigned, being all the persons entitled to vote on the Resolutions on 03 September 2012, hereby irrevocably agrees to the Resolutions

Signed as legal owner

Date



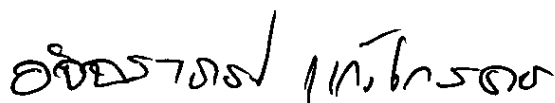
03 September 2012

**Martin Gerald Stead**



Signed as legal owner

Date



03 September 2012

**Atcharaporn Kaewkraikhot**

Signed as beneficial owner

Date



03 September 2012

**Thai Leisure Group Limited**

## NOTES

- 1 You can choose to agree to the all of the Resolutions or none of them but you cannot agree to only some of the Resolutions. If you agree to all of the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods
  - **By Hand** delivering the signed copy to Martin Stead at the Company's registered office
  - **Post** returning the signed copy by post to the Company's registered office, marked for the attention of Martin Stead
- 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, by 30 September 2012, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date
- 5 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document

## **The Appendix**

### **Documents**

- 1 A debenture to be given by the Company in favour of Santander UK plc (**Bank**)
2. An inter-company composite guarantee to be entered into by Thai Leisure Group Limited (company number 8128700), Chao Phraya Limited (company number 5155753), Chaobaby (Bullring) Limited (company number 7537321), Chao Phraya (Edinburgh) Limited (company number 8074009), Chao Phraya (Glasgow) Limited (company number 7661202), Chao Phraya (Liverpool) Limited (company number 6665833), Chao Phraya (Liverpool Park) Limited (company number 6705061), Chao Phraya (Manchester) Limited (company number 5740662), Chaobaby (Meadowhall) Limited (company number 7477694) and Chaobaby Limited (company number 7186686) in favour of the Bank

"A"

#### Article 14

14 Notwithstanding anything contained in these articles, whether expressly or impliedly contradictory to the provisions of this Article 14 (to the effect that any provision contained in this Article 14 shall override any other provision of these Articles)

14 1 The directors shall not decline to register any transfer of shares, nor may they suspend registration thereof, where such transfer

14 1 1 is to any bank, institution or other person which has been granted a security interest in respect of such shares, or to any nominee of such a bank, institution or other person (or a person acting as agent or security trustee for such person) (**Secured Institution**) (and a certificate by any such person or an employee of any such person that a security interest over the shares was so granted and the transfer was so executed shall be conclusive evidence of such facts), or

14 1 2 is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares, or

14 1 3 is executed by a Secured Institution or its nominee pursuant to a power of sale or other power existing under such security,

and the directors shall forthwith register any such transfer of shares upon receipt and furthermore notwithstanding anything to the contrary contained in these articles no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall (in either such case) be required to offer the shares which are or are to be the subject of any transfer as aforesaid to the shareholders for the time being of the Company or any of them and no such shareholder shall have any right under the articles or otherwise howsoever to require such shares to be transferred to them whether for any valuable consideration or otherwise

14 2 The directors shall not issue any share certificates (whether by way of replacement or otherwise) without the prior written consent of (or on behalf of) all (if any) Secured Institution (as defined in Article 14 1 1 above)

14 3 The lien set out in article 3 shall not apply to shares held by a Secured Institution (as defined in Article 14 1 1 above)

Any variation of this Article 14 shall be deemed to be a variation of the rights of each class of share in the capital of the Company