

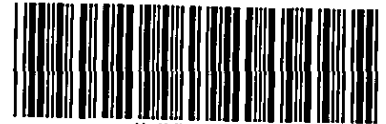
ACTIVEBIDCO LIMITED

(the *Company*)

7726905

(Company No ~~FC68714~~)

WEDNESDAY



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24/08/2011

25

COMPANIES HOUSE

SOLE MEMBER'S WRITTEN RESOLUTIONS

17 August 2011

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the *Act*), we the undersigned, being the sole member of the Company for the time being entitled to receive notice of, attend and vote at general meetings of the Company, do hereby declare that the following resolutions (the *Resolutions*) are passed as if the same had been passed at a general meeting of the Company duly convened and held

ORDINARY RESOLUTION

1 **THAT** the following interests of the directors of the Company (the *Directors*), namely that

- (a) Pev Hooper is a Director and also a director of Darwin Holdings Sàrl,
- (b) Patrick McCall is a Director and also a director of Virgin Health Clubs Holdings Limited,
- (c) Pev Hooper, Tim Gallico and Patrick McCall are Directors and are also directors of
 - i ActiveMidCo Limited, and
 - ii ActiveIPCo Limited, and
- (d) Pev Hooper and Patrick McCall are also directors of ActiveTopCo Limited,

(together, the *Specific Conflicts*),

and any direct or indirect interest arising from such Specific Conflicts which conflicts or may conflict, directly or indirectly, with the interests of the Company be and are hereby authorised in accordance with section 175 of the Act and any breach of duty under section 175 of the Act be and is hereby ratified

SPECIAL RESOLUTION

We note that the directors of certain subsidiary undertakings of the Company (the *Subsidiaries*) have also made declarations of interests (the *Group Specific Conflicts*) which conflict or possibly may conflict with the interests of those Subsidiaries for the purposes of section 175 of the Act. We further note that pursuant to section 175(6)(a) of the Act, the authorisation of the Group Specific Conflicts by the directors of the relevant Subsidiaries is in some cases not possible as a quorum at the approving board meeting cannot be achieved without counting the director or directors in question or any other interested directors, and the matter cannot be agreed to without their voting or without counting their votes

In order for the Group Specific Conflicts to be authorised, the shareholders of ActiveTopCo Limited, being the first companies in the group's corporate structure with boards comprising different directors to those of the Company, and its Subsidiaries, should authorise the Group Specific Conflicts at each level of the group's corporate chain and the shareholder of each Subsidiary should then in turn authorise the Group Specific Conflicts of its subsidiary undertakings. Accordingly, **WE RESOLVE:**

2 **THAT** any of the Group Specific Conflicts which conflicts or possibly may conflict with the interests of any Subsidiary be and is hereby authorised, and any breach of duty which has arisen or may arise from any such conflict be and is hereby ratified, **AND THAT** the board of directors of the Company be authorised to (a) pass any required shareholder resolutions of its Subsidiaries, and (b) authorise the boards of directors of such subsidiary companies to pass shareholder resolutions of their own Subsidiaries (and so on down the group corporate chain), in each case until the members of each Subsidiary have authorised any of the Group Specific Conflicts which conflicts or possibly may conflict with the interests of that Subsidiary and ratified any breach of duty which has arisen or may arise from any such conflict


AGREEMENT

The undersigned, being a person entitled to vote on the above Resolutions on 17 August 2011, hereby irrevocably agrees to the Resolutions

Signed by

On behalf of **ACTIVEMIDCO LIMITED**

Date


17 August 2011