

Company number 651467

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF **VAUXHALL HOLIDAY PARK LIMITED (Company)**

20 December 2017

Under Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as an ordinary resolution (**Resolution**).

ORDINARY RESOLUTION

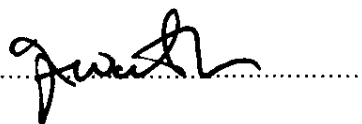
THAT, the 500,000 Preference Shares of £1.00 each in the issued share capital of the Company be re-designated as 500,000 Ordinary Shares of £1.00 each, such shares having the same rights and being subject to the same restrictions as the existing Ordinary Shares of £1.00 each in the capital of the Company as set out in the Company's articles of association for the time being.

AGREEMENT

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

The undersigned, a person entitled to vote on the Resolution on *20 December 2017*, hereby irrevocably agrees to the Resolution:

Signed by JOHN WATERWORTH
for and on behalf of Parkdean Resorts
Limited



NOTES

1. If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following delivery methods:

- **By hand:** delivering the signed copy to Judith Archibold at 2nd Floor, One Gosforth Parkway, Gosforth Business Park, Newcastle upon Tyne, NE12 8ET.
- **Post:** returning the signed copy by post to Judith Archibold at 2nd Floor, One Gosforth Parkway, Gosforth Business Park, Newcastle upon Tyne, NE12 8ET.



If you do not agree to the Resolution, you do not need to do anything. You will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.

3. Unless by such date which is 28 days from the date of this resolution sufficient agreement is received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.

4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.

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.

COMPANY NUMBER 651467

COMPANIES HOUSE

THE COMPANIES ACT 1948

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

VAUXHALL HOLIDAY PARK LIMITED

(As amended by Special Resolution passed on 14th September 1973)

PRELIMINARY

1. Subject as hereinafter provided the Regulations set out in Part II of Table "A" in the first Schedule to the Companies Act 1948 (including the Regulations referred to in Clause 1 thereof) shall apply to this Company.
2. The following clauses of Part I of the said Table "A" shall not apply to this Company videlicet:- 24, 53, 58, 75, 79, 84(2), 84(4), 89, 90, 91 and 92.

PRIVATE COMPANY

3. The Company is a Private Company within the meaning of the Act.

SHARES

4. The Directors may allot or otherwise dispose of the shares of the Company to such persons and for such consideration, and upon such terms and conditions as they may determine, but so that, except as provided by the Statutes, no shares shall be issued at a discount.

LIEN

5. The lien conferred by Clause II of Part I of Table "A" shall attach to all shares, whether fully paid or not and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole holder thereof or one of two or more joint holders.

TRANSFER OF SHARES

6. Clause 3 of Part II of Table "A" shall not apply to any transfer of an ordinary share or ordinary shares to a person who is already a registered holder of an ordinary share or shares in the Company or to the transfer of preference shares. *
7. A Member desiring to transfer ordinary shares otherwise than to a person who is already a registered holder of an ordinary share or shares in the Company shall give notice in writing of such intention to the Directors of the Company giving particulars of the shares in question. The Directors as agents for the member giving such notice may dispose of such shares or any of them to registered holders of ordinary shares in the Company at a price to be agreed between the transferor and the Directors, or failing agreement, at a price fixed by the Auditors of the Company as the fair value thereof. If within twenty-eight days from the date of the said notice the Directors are unable to find an ordinary shareholder or shareholders willing to purchase all such shares, the transferor may, subject to Clause 3 of Part II of Table "A" dispose of so many of such shares as shall remain undisposed of in any manner he may think fit within three months from the date of the said notice. *

PROCEEDINGS AT GENERAL MEETINGS

8. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or by any member present in person or by proxy. Unless a

* Articles 6 and 7 were amended by Special Resolution passed on the 28th February 1997

poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

DIRECTORS

9. The number of Directors shall not be less than one nor more than seven. The first Director of the Company shall be Roger David Biss.
10. A person may be appointed a Director notwithstanding that he shall have attained the age of 70 years and no Director shall be liable to vacate office by reason of his attaining that or any other age.
11. Subject to the provisions of Section 199 of the Act, a Director may contract with and participate in the profits of any contract or arrangement with the Company as if he were not a Director. A Director shall also be capable of voting in respect of such contract or arrangement, where he has previously disclosed his interest to the Company, or in respect of his appointment to any office or place of profit under the Company or of the arrangement of the terms thereof and may be counted in the quorum at any meeting at which any such matter is considered.

BORROWING POWERS OF DIRECTORS

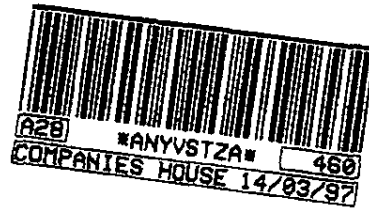
12. The Directors may exercise all the powers of the Company to borrow money, whether in excess of the nominal amount of the share capital of the Company for the time being issued or not, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt liability or obligation of the Company or any third part.

ALTERNATE DIRECTOR

13. Any Director being or being about to go abroad may by notice in writing to the Company appoint some other person to be his alternate or substitute Director during his absence, such alternate Director having in all respects the same rights and powers as the Appointor. Any person who has been so appointed may be, in like manner, removed by the person who appointed him.

INDEMNITY

14. Subject to Section 205 of the Act and in addition to such indemnity as is contained in Clause 136 of Part I of Table "A", every Director, officer, or official of the Company, shall be indemnified out of the funds of the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.



THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

VAUXHALL HOLIDAY PARK LIMITED

(as amended by Special Resolution passed on 14th September 1973)

1. The name of the Company is "VAUXHALL HOLIDAY PARK LIMITED".*1
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - (a) To carry on business as holiday camp and caravan site proprietors and operators, entertainment promoters, restaurateurs, general store keepers, grocery and provision merchants and dealers in caravan and camping equipment and allied apparatus.*2
 - (b) To carry on business as dealers in, manufacturers and repairers of, caravans, trailers, trucks, coaches, wagons, motor vans and cars, and vehicles of all kinds.*2

*1. Name changed from Biss Properties Limited by Special Resolution passed on 14th September 1973.

*2. Sub-clause (a) and (b) of Clause 3 were amended by Special Resolution passed on the 29th July 1970.

- (c) To carry on any other business of any description which may be capable of being advantageously carried on in connection with or ancillary to the objects of the Company or any of them.
- (d) To purchase, sell, exchange, improve, mortgage, charge, rent, let on lease, hire, surrender, license, accept surrenders of, and otherwise acquire and deal with any freehold, leasehold or other property, chattels and effects, erect, pull down, repair, alter, develop or otherwise deal with any building or buildings and adapt the same for the purposes of the Company's business.
- (e) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company, carrying on or formed to carry on any business which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company, and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired.
- (f) To apply for, purchase or otherwise acquire any patents, licences or concessions which may be capable of being dealt with by the company, or be deemed to benefit the Company and to grant rights thereout.
- (g) To sell, let, license, develop or otherwise deal with the undertaking, or all or any part of the property or assets of the Company, upon such terms as the Company may approve, with power to accept shares, debentures or securities of, or interests in any other company.
- (h) To invest and deal with the moneys of the Company not immediately required for the purposes of the Company in or upon such securities and subject to such conditions as may seem expedient.
- (i) To lend money to such persons, upon such terms and with or without security and subject to such conditions as may seem desirable.
- (j) To guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, moneys or shares or the performance of contracts or engagements of any other company or person and to give indemnities and guarantees of all kinds and to enter into

partnership or any joint purse arrangement with any person, persons, firm or company, having for its objects similar objects to those of this Company or any of them.

- (k) To borrow or raise money in such manner as the Company shall think fit, and in particular, by the issue of debentures or debenture stock, charged upon all or any of the Company's property, both present and future, including its uncalled capital, and to re-issue any Debentures at any time paid off.
- (l) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, debentures, warrants, and other negotiable documents.
- (m) To purchase, subscribe for, or otherwise acquire and hold shares, stocks or other interests in, or obligations of any other company or corporation.
- (n) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place any of the shares in the company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.
- (o) To pay out of the funds of the Company all costs and expenses of or incidental to the formation and registration of the Company and the issue of its capital and debentures including brokerage and commission.
- (p) To promote or aid in the promotion of any company or companies for the purpose of acquiring all or any of the property rights and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to advance the interests of this Company.
- (q) To establish and support and aid in the establishment and support of funds or trusts calculated to benefit employees or ex-employees of the Company (including any Director holding a salaried office or employment in the Company) or the dependants or connections of such persons and to grant pensions and allowances to any such persons.
- (r) To remunerate the Directors of the Company in any manner the Company may think fit and to pay or provide pensions for or make payments to or for the benefit of Directors and ex-Directors of the Company or their dependants or connections.
- (s) To distribute any property of the Company in specie among the members.

- (t) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

It is declared that the foregoing sub-clauses shall be construed independently of each other and none of the objects therein mentioned shall be deemed to be merely subsidiary to the objects contained in any other sub-clause.

4. The liability of the members is limited.
5. The Share Capital of the Company is £525,000 divided into 25,000 Ordinary Shares of £1 each and 500,000 Preference Shares of £1 each,* with power to increase or to divide the shares in the capital for the time being, into different classes having such rights, privileges and advantages as to voting and otherwise, as the Articles of Association may from time to time prescribe.

* The authorised Share Capital of the Company was increased from £100 to £25,000 by Special Resolution passed on the 22nd December 1969 and from £25,000 to £525,000 by an Ordinary Resolution passed on the 28th February 1997.