

WRITTEN RESOLUTIONS OF
WEMYSS BAY CARAVAN PARK LIMITED

Company Number (00951707)



We, the undersigned being all the members of the above named Company entitled to attend and vote at an Extraordinary General Meeting of the Company hereby resolved that the resolutions below be and are passed as special resolutions of the Company pursuant to the provisions of section 381A of the Companies Act 1985 and confirm that such resolutions shall be valid and effectual as if they had been passed at an extraordinary general meeting of the Company duly convened and held:-

1. That the provisions (as the same may be amended, varied, supplemented or substituted from time to time) of the documents referred to below which the Company is proposing to enter into and grant in connection with the refinancing by Parkdean Holidays PLC (the "Parent") (and the Parent and the Original Guarantors (as defined below), the "Group") of existing loan facilities pursuant to a facility agreement dated on or about the date of this resolution for the provision of secured revolving, guarantee, counter indemnity and letter of credit loan facilities in a total aggregate maximum amount of £152,500,000 to be entered into between the Parent (as "Borrower") (1), the Parent, Parkdean Caravan Parks Limited, Upperbay Limited, Parkdean Properties Limited, Southerness Holiday Village Limited, Southerness Holiday Village (Holdings) Limited, Parkdean Holiday Parks Limited, Upperbay Limited and the Company (as "Original Guarantors") (2), Barclays Capital and Lloyds TSB Bank plc (as "Mandated Lead Arrangers") (3), the Original Lenders (as defined therein) (4), Lloyds TSB Bank plc (as "Fronting Bank") (5), Barclays Bank PLC (as "Ancillary Facilities Lender") (6), Barclays Bank PLC and Lloyds TSB Bank plc (each as "Hedging Counterparty") (7), Lloyds TSB Bank plc (as "Agent") (8), and Lloyds TSB Bank plc (as "Security Trustee") (9) (the "Facility Agreement") be and are hereby approved and (notwithstanding any provisions of the Memorandum and Articles of Association of the Company or personal interest of any of the directors) the directors of the Company be and are hereby empowered, authorised, directed to complete and enter into such documents being:-
 - 1.1 the Facility Agreement to be entered into by the Company and each other member of the Group whereby the Company will become a party to the Facility Agreement and thereby give the guarantee incorporated therein guaranteeing any liabilities arising under the Finance Documents to the Finance Parties (as each term is defined therein) (the "Guarantee");
 - 1.2 a debenture to be entered into by the Company pursuant to which the Company will secure the obligations of itself and each other member of the Group to the Finance Parties, in particular under the Facilities Agreement, by creating fixed and floating charges over all the assets and undertaking of the Company (the "Debenture");
 - 1.3 a standard security pursuant to which the Company was prepared to secure all its obligations to the Finance Parties, in particular under the Facility Agreement (including the Guarantee) by creating a standard security over its property at Wemyss Bay Caravan Park (the "Standard Security");
 - 1.4 a letter of support pursuant to which the Parent was prepared to lend such amounts as are necessary to the Company (and to the other Original Guarantors) as are necessary to enable the Company (and each other Original Guarantor) to meet any working capital shortfalls (the "Letter of Support"); and
 - 1.5 an intra group funding agreement to be entered into by the Company pursuant to which the Company will agree to advance monies from time to time at the request of each of the other

members of the Group in order (inter alia) to enable the Parent to meet its obligations under the Facilities Agreement (the "Intra Group Funding Agreement").

2. That notwithstanding that the entering into and granting of the Facility Agreement (and thereby the Guarantee), the Debenture, the Standard Security, the Letter of Support and the Intra Group Funding Agreement would constitute financial assistance within the meaning of sections 151-158 (inclusive) of the Companies Act 1985, such entry and grant and the giving of such financial assistance is in the best interests of the Company;
3. That the giving of such financial assistance be and is hereby approved and that the Company entering into and/or granting the Facility Agreement and thereby the Guarantee, the Debenture, the Standard Security, the Letter of Support and the Intra Group Funding Agreement be and is hereby approved.

DATED:

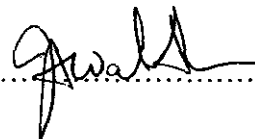
3 March

2005

Name of Shareholder

Signature

Parkdean Holidays PLC



WE CERTIFY THAT THIS IS A
TRUE COPY OF THE ORIGINAL
DOCUMENT

Dickinson Dees
DICKINSON DEES LAW FIRM