

WARWICK CASTLE LIMITED

(Registered No. 1284934)

NOTICE OF WRITTEN RESOLUTIONS OF THE SHAREHOLDERS

Notice is hereby given that, pursuant to section 381A of the Companies Act 1985, the following resolutions were passed as Written Resolutions of the Company on 6th November 1998:-

WRITTEN RESOLUTIONS

"THAT:

1. Subject to compliance with Sections 155-158 of the Companies Act 1985 (the "Act"), the execution by the Company of:
 - (a) a deed of accession (a "**Borrower Deed of Accession**") to a facility agreement dated 12th October 1998 between, among others, DMWSL 240 Limited (now re-named The Tussauds Group Limited), DMWSL 239 Limited (now re-named Tussauds Holdings Limited), Bankers Trust International plc as Arranger (as defined therein) and Bankers Trust Company as Syndication Agent, Security Agent, Facility Agent, LC Bank and Original Bank (all as defined therein) (the "**Senior Facilities Agreement**") under which the Company will become bound by the terms of the Senior Facilities Agreement as an Additional Borrower (as defined in the Senior Facilities Agreement);
 - (b) a deed of accession (a "**Guarantor Deed of Accession**") to the Senior Facilities Agreement under which the Company will become bound by the terms of the Senior Facilities Agreement as an Additional Guarantor (as defined in the Senior Facilities Agreement) and in that capacity will guarantee in favour of the Finance Parties (as defined in the Senior Facilities Agreement), inter alia, repayment of the Secured Liabilities (as defined in the Debenture and Guarantee);
 - (c) a deed of accession (a "**Debenture Deed of Accession**") to a debenture and guarantee (the "Debenture and Guarantee") entered into between DMWSL 240 Limited, DMWSL 239 Limited and Bankers Trust Company as agent and trustee for itself and each of the Lenders (as defined in the Debenture and Guarantee) dated 12th October 1998 and under which the Company will guarantee, inter alia, prompt performance by Tussauds Holdings Limited of all its obligations under the



£35,000,000 floating rate secured debentures 2008 (the "**Junior Debentures**") constituted by deed poll dated 12th October 1998 by DMWSL 239 Limited and the payment when due of all sums from time to time payable to the Holders by Tussauds Holdings Limited. Under the Debenture Deed of Accession the Company will also create fixed and floating charges over all of its assets and undertaking by way of security for the Secured Liabilities;

- (d) a deed of accession (a "**Priority Deed of Accession**") to a priority agreement (the "**Priority Agreement**") entered into by, inter alios, DMWSL 240 Limited, certain Borrowers and/or Guarantors; Intercompany Creditors, Intercompany Debtors, Charterhouse General Partners (VI) Limited as Investors' Agent, Bankers Trust International plc as Junior Agent, Bankers Trust Company as Senior Agent, Syndication Agent and Security Agent dated 12th October 1998 and under which the Company will agree to subordinate its claims against the Obligors' to the claims of the Senior Creditors, the Hedging Banks and the Junior Creditors (all as defined therein);
- (e) an intercompany funding agreement between, inter alios, The Tussauds Group Limited and Tussauds Holdings Limited as borrower and the Company as lender (the "**Intercompany Funding Agreement**") pursuant to which the Company will, together with Tussauds Limited and Chessington World of Adventures Limited, make available to The Tussauds Group Limited and Tussauds Holdings Limited a revolving credit facility of up to £700,000,000 in aggregate to be used by The Tussauds Group Limited and Tussauds Holdings Limited in, inter alia, meeting their payment obligations under the Senior Facilities Agreement and the Junior Debentures, payments of their loan stock and costs and expenses associated with the Acquisition;

(together the "**Assistance Documents**");

be and is hereby approved.

2. The execution of the Assistance Documents is in the best interests of the Company and the approval for the Company to enter into such Assistance Documents is given.

3. The Directors provide for the execution on behalf of the Company of the Assistance Documents with such amendments as persons authorised to execute the same may approve.
4. This resolution shall have effect notwithstanding any provision of the Company's Articles of Association."

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Secretary,
Warwick Castle Limited