

Company Number: 3278093

The Companies Acts 1985 to 2006

Company Limited By Shares

Written Special Resolution of

Eden Project Limited ('the Company')

Circulation date 24 February 2009

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution be passed as a Special Resolution:

SPECIAL RESOLUTION

"THAT article 11 of the articles of association of the Company be altered to insert further provisions as follows:

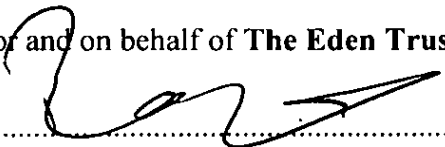
- (c) A Directors' meeting may be held by telephone or by televisual or other electronic or virtual means agreed by resolution of the Directors in which all participants may communicate simultaneously with all other participants.*
- (d) The Directors may take a unanimous decision without a Directors' meeting by indicating to each other by any means, including without limitation by electronic means, that they share a common view on a matter. Such a decision may, but need not, take the form of a resolution in writing, copies of which have been signed by each Director or to which each Director has otherwise indicated agreement in writing."*

Agreement

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

We the undersigned, being the sole member of the Company entitled to vote on the resolution on the date indicated below, hereby irrevocably agree to the special resolutions set out herein:

Signed for and on behalf of **The Eden Trust** by:



Authorised Signatory

Name: PETER COX

Position: COMPANY SECRETARY

WEDNESDAY



LD2 30/09/2009 376
COMPANIES HOUSE

Date:.....26 / 2 / 09.....

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 within 5 days.
2. 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.
3. Once you have indicated your agreement to the resolution, you may not revoke your agreement.
4. Unless, by 28 days after the circulation date specified above sufficient agreement has been 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.