

COPY TO BE FILED AT COMPANIES HOUSE

Notice is hereby given that an Extraordinary General Meeting of Center Parcs Longleat Limited 3920523
("the Company")

will be held at Tower 42, 25 Old Broad Street, London
on the 19th 12/2001 at 14:00 for the purpose of considering and if thought fit passing the following
Resolution, which will be proposed as a Special Resolution:-

Special Resolution

That the provisions of the Memorandum of Association of the Company with respect to the objects of
the Company be and are hereby altered by the re-numbering of sub-clause (1) of Clause 3 thereof to 1/
read sub-clause (1)(a) and the addition of the following sub-clause:-

"(1)(b) To promote the interests of Center Parcs Elveden Limited (registered number 4074184, Center
Parcs Sherwood Limited (registered number 4074263 and Center Parcs NW (registered
number 4259182), and any other company which is for the time being the subsidiary, holding
company or subsidiary of any holding company of the Company in any manner whatever, and
in particular by paying or discharging the liabilities thereof or giving any undertaking to do so,
by giving any indemnity or guarantee in respect of such liabilities and by giving any security
or charge for any such indemnity or guarantee or for the payment of money or performance of
obligations by any such company as aforesaid, either with or without consideration and
whether or not any benefit flows to the Company other than the promotion of such interests as
aforesaid, to the intent that the promotion of interests of any such company as aforesaid shall
be an object and not a power of the Company."

I hereby certify that the above Special Resolution was passed at an Extraordinary General Meeting

Held on the 19th December 2001

Mary Edgerton
Secretary

We being the holders of all the issued shares in the capital of Center Parcs Longleat Limited entitled to
attend and vote at General Meetings of the Company hereby consent to the convening and holding of
the above mentioned Extraordinary General Meeting of the Company today and the passing thereof
of the Resolution above set forth notwithstanding that less than 21 days notice has been given of the said
Meeting and that the Resolution to be proposed thereat will be so proposed as a Special Resolution.

Dated this 19 day of December 2001

[Signature]
[Signature]

For Carp (UK) 3 Limited

