

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

will be held at Oasis, Lakeland Forest Village, Temple Sowerby, Cumbria, CA10 2DW on the 10<sup>th</sup> October 2001 at 1pm 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 read sub-clause (1)(a) and the addition of the following sub-clause:-

"(1)(b) To promote the interests of Center Parcs Longleat Limited (registered number 3920523), 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 10<sup>th</sup> October 2001.

*Mary Edgerton*  
.....  
Secretary

We being the holders of all the issued Ordinary shares in the capital of Center Parcs Elveden 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 thereat 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.

*[Signature]*  
.....  
Did this 10<sup>th</sup> day of October 2001.

*[Signature]*  
.....  
For Center Parcs Longleat Limited

