

COMPANY NUMBER  
4089741



THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTION OF

3D Education and Adventure Limited  
(the "Company")

Pursuant to s.381A of the CA 1985 the members of the Company pass the following resolutions:

**THAT:**

1. Subject to compliance with Sections 155-158 of the Companies Act 1985 (the "Act"), the execution by the Company, or entry into;
  - (a) as a guarantor, the senior A facility agreement between, among others, Carp (UK) 3 Limited, The Royal Bank of Scotland plc ("RBS") as arranger, RBS as agent and trustee and National Westminster Bank plc as Issuing Bank (the "**Senior A Facility Agreement**") pursuant to which RBS and certain lenders will make available to Carp (UK) 3 Limited the following facilities:
    - (A) a senior term A loan facility in an aggregate amount of £350,000,000; and
    - (B) a working capital revolving facility in an aggregate amount of £20,000,000;
  - (b) as a guarantor, the subordinated term facility agreement between, among others, Carp (UK) 2 Limited, RBS as arranger and RBS as agent and trustee (the "**Subordinated Term Facility Agreement**") pursuant to which RBS and certain lenders will make available to Carp (UK) Limited the following facilities:
    - (A) a subordinated term B loan facility tranche I in an aggregate amount of £30,000,000; and
    - (B) a subordinated term B loan facility tranche II in an aggregate amount of £20,000,000;
  - (c) as a chargor, the debenture between the Charging Companies (as such term is defined therein) and RBS as trustee (the "**Debenture**"); and
  - (d) the intercreditor agreement between RBS as trustee, RBS as Senior Lead Arranger and B Term Loan Arranger, RBS as Senior Agent and B Term Loan Agent, the Senior Lenders and the B Term Loan Lenders (as all such terms are defined therein) (the "**Intercreditor Agreement**"); and
  - (e) an upstream loan agreement between the Company, Center Parcs Limited, Center Parcs Longleat Limited, Center Parcs Elveden Limited, 3D Education and Adventure Limited (as Lenders) and Carp UK 2 Limited and Carp UK 3 Limited (as Borrowers) (the "**Upstream Loan Agreement**").