

Company Number 04166268

**Written resolution of GB Holiday Parks Limited (the Company) pursuant to sections 288-300 of the Companies Act 2006 (the Act)**

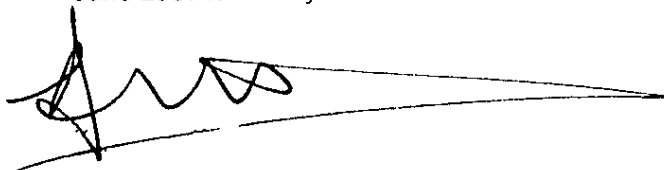
We, the undersigned, being the sole eligible member of the Company in accordance with section 289 of the Act agree to pass the following resolutions by way of written resolutions

**Special resolutions**

- 1 **that** it is in the best interests of the Company's business and to the commercial benefit and advantage of the Company to enter into the transactions contemplated by the documents listed below (the **Reorganisation Documents**) and that the Company should approve and enter into the Reorganisation Documents being
  - 1 1 a business transfer agreement to be entered into between Park Resorts Limited (**PRL**) as purchaser (1) and the Company as seller (2) for the purchase of the Business (as defined therein) comprising the Business Assets (as defined therein) of the Company,
  - 1 2 a licence to assign the leasehold property known as St Margarets Holiday Village to be entered into between the Landlord (as defined therein) (1), the Company as Transferor (2) and PRL as Transferee (3),
  - 1 3 a form of transfer in relation to the leasehold property known as St Margarets Holiday Village to be entered into between the Company as Transferee (1) and PRL as Transferor (2),
  - 1 4 a call option and agreement to surrender in relation to the property known as St Margarets Holiday Village to be entered into between Value and Income Trust plc as Landlord (1), the Company as Tenant (2) and PRL as Assignee (3),
  - 1 5 a licence to assign the leasehold property known as Romney Sands Holiday Village to be entered into between the Landlord (as defined therein) (1), the Company as Transferor (2) and PRL as Transferee (3),
  - 1 6 a form of transfer in relation to the leasehold property known as Romney Sands Holiday Village to be entered into between the Company as Transferee (1) and PRL as Transferor (2),
  - 1 7 a call option and agreement to surrender in relation to the property known as Romney Sands Holiday Village to be entered into between The Scottish American Investment Company plc as Landlord (1), the Company as Tenant (2) and PRL as Assignee (3),
  - 1 8 an assignation of the Occupational lease in respect of the property known as Eyemouth Holiday Park between the Company (1) and PRL (2), and
  - 1 9 all and any documents ancillary to the documents listed in 1 1 to 1 8 (inclusive) listed above or the transactions thereby contemplated (the **Ancillary Documents**)
- 2 **that** the documents listed in 1 1 to 1 8 above, and all Ancillary Documents are approved and that approval for the Company to enter into the Reorganisation Documents be given with such amendments as any director shall approve



- 3      that the business transfer agreement between the Company and Park Resorts Limited transferring certain of the business assets of the Company to Park Resorts Limited on 1 June 2007 is hereby ratified

A handwritten signature in black ink, consisting of a series of loops and a long horizontal stroke extending to the right.

For and on behalf of Park Resorts Group Limited

Date 19 December 2007

## Important notes

- 1 If you agree with the resolution, please indicate your agreement by signing and dating where indicated above and returning this document to the Company using one of the following methods

- **By hand** delivering the signed copy to the Company Secretary at Sceptre Court, 40 Tower Hill, London EC3N 4DX
- **Post** returning the signed copy by post to the Company Secretary at Sceptre Court, 40 Tower Hill, London EC3N 4DX
- **Email** attaching a scanned copy of the signed document to an email and sending it to [jgubbins@towers.com](mailto:jgubbins@towers.com)
- **Fax** faxing the signed copy to +44 (0)20 7423 8001 marked "For the attention of Jennie Gubbins"

An ordinary resolution must be passed by members representing a simple majority (i.e. more than 50%) of the voting rights of eligible members. A special resolution must be passed by members representing not less than 75% of the voting rights of eligible members.

Please note that once you have indicated your agreement to the resolution, you may not revoke your agreement.

If you do not agree with the resolution, you do not need to do anything. If you do not reply, you will be deemed to have rejected the resolution.

- 2 The circulation date of this resolution is 19 December 2007. If it is not passed by the end of 15 January 2008 it will lapse. If you agree to the resolution, please ensure that your agreement reaches us by the end of 15 January 2008.