

Company Number 04166295

**Written resolution of GB Holiday Parks (Holdings) 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

**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 and grant any guarantees and/or security contemplated by the documents listed below (the **Documents**) and that the Company should approve and enter into the Documents being
- 1 1 an agreement to be entered into between (1) Dome Holdings Limited as Parent, (2) Dome Bidco Limited as Existing Borrower, (3) the companies listed in part 2 of schedule 1 as Existing Guarantors, (4) Bank of Scotland plc (formerly known as the Governor and Company of the Bank of Scotland) (the **Bank**) as Arranger, (5) the financial institutions listed in part 3 of schedule 1 thereto as the Lenders, (6) the Bank as Facility Agent, and (7) the Bank as Security Agent (the **Third Restatement Agreement**) amending and restating the terms of facilities agreement entered into between (1) Dome Holdings Limited as Parent, (2) Dome Bidco Limited as Original Borrower, (3) the Company and the other companies listed in part 1 of schedule 1 thereto as Original Guarantors, (4) the Bank as Arranger, (5) the financial institutions listed in part 2 of schedule 1 thereto as Original Lenders, (6) the Bank as Facility Agent, (7) the Bank as Security Agent, and (8) the Bank as Issuing Bank dated 21 March 2007, as amended and restated from time to time (the **Opco Facilities Agreement**),
- 1 2 a certificate signed by a director of the Company containing various certifications required pursuant to the Third Restatement Agreement including a list of the authorised signatories of the Company together with a specimen of each authorised signature (the **Opco Formalities Certificate**), and
- 1 3 all and any documents ancillary to the Third Restatement Agreement and the Opco Formalities Certificate listed above or the transactions thereby contemplated (the **Ancillary Documents**)
- 2 **that** the Third Restatement Agreement, the Opco Formalities Certificate and all Ancillary Documents are approved and that approval for the Company to enter into the Documents be given with such amendments as any director shall approve

For and on behalf of Beach Mezzanine Limited

Date 19 September 2008

TUESDAY



A16 30/09/2008 273  
COMPANIES HOUSE

## 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 September 2008. If it is not passed by the end of 28 days, it will lapse. If you agree to the resolution, please ensure that your agreement reaches us by the end of