

Company Number: 6061765

**Written resolutions of Dome Holdings Limited (the Company) proposed by the directors of the Company pursuant to sections 288-300 of the Companies Act 2006 (the 2006 Act)**

On the 5<sup>th</sup> day of October 2009, the following written resolutions were duly passed as special resolutions by the members of the Company pursuant to sections 288-300 of the Companies Act 2006:

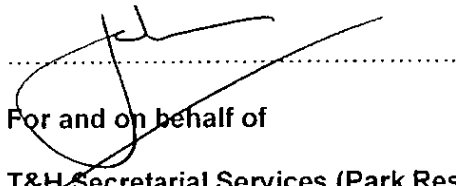
- 1 **THAT** it is in the best interests of the Company's business and to the commercial benefit and advantage of the Company to enter into the transactions and grant any guarantees and/or security contemplated by the documents listed below (the **Documents**) and that the Company should approve and enter into the Documents being:
  - 1.1 a facilities agreement between (1) the Company as Parent, (2) Dome Bidco Limited (**Bidco**) as Original Borrower, (3) the companies listed in part 1 of schedule 1 thereto, including the Company, as Original Guarantors, (4) Bank of Scotland plc (the **Bank**) as Arranger, (5) the financial institutions listed in part 2 of schedule 1 thereto as Original Lenders, (6) the persons listed in part 3 of schedule 1 thereto as Original Hedge Counterparties, (7) the Bank as Facility Agent, (8) the Bank as Security Agent and (9) the Bank as Issuing Bank, (the **Facilities Agreement**);
  - 1.2 an intercreditor deed between (1) Bidco as Original Borrower, (2) the companies listed in part 2 of Schedule 1 thereto, including the Company, as Original Guarantors, (3) the companies listed in part 3 of Schedule 1 thereto, including the Company, as Intra-Group Creditors, (4) the financial institutions listed in part 4 of Schedule 1 thereto as Senior Lenders, (5) the companies listed in part 5 of Schedule 1 thereto as Holdcos, (6) the persons listed in part 6 of Schedule 1 thereto as Managers, (7) the Bank as Facility Agent, (8) the Bank as Security Agent and (9) the Bank as Original Hedge Counterparty (the **Intercreditor Deed**);
  - 1.3 a debenture between (1) Bidco, (2) the companies listed in schedule 1 thereto, including the Company, and (3) the Bank as Security Agent (the **Debenture**);
  - 1.4 an intragroup loan between (1) the Company, Bidco, Park Resorts Limited (**PRL**), GB Holiday Parks Limited (**GBHPL**), Church Point (Leisure) Limited (**CPLL**), Dome Propco Limited (**Propco**) and Park Resorts Transport Limited (**PRTL**), each as Lender and (2) the Company, Bidco, PRL, GBHPL, CPLL, Propco and PRTL, each as Borrower (the **Intragroup Loan**);
  - 1.5 a letter to be entered into between (1) the Company, (2) Bidco and (3) the Bank as Facility Agent pursuant to which the Bank consents (on behalf of all of the lenders under the **Opco Facilities Agreement** (as defined in the Facilities Agreement)) to the release of funds from the Term B Prepayment Account (as defined in the Opco Facilities Agreement) for prepayment of amounts outstanding under the Opco Facilities Agreement and the repayment and discharge of all sums owing to the Senior Finance Parties under the Opco Facilities Agreement and the cancellation of all Commitments (in each case, as defined in the Opco Facilities Agreement) (the **Opco Consent and Pay-off Letter**);
  - 1.6 an irrevocable restructuring costs undertaking from the Company in favour of the Bank as Facility Agent to pay within three Business Days of Completion (as defined in the Facilities



Agreement) certain fees, costs and expenses pursuant to the Facilities Agreement (**Parent Costs Undertaking**);

- 1.7 a deed of release to be executed by each of (1) the Bank as Security Agent, (2) the Bank as Facility Agent and (3) the companies listed in Schedule 1 thereto, including the Company in respect of all of the Security and guarantees granted in connection with the Opco Facilities Agreement (the **Opco Deed of Release**);
  - 1.8 a formalities certificate to be signed by a director of the Company containing various certifications required pursuant to the Facilities Agreement including, inter alia, a solvency statement by reference to section 123(1) of the Insolvency Act 1986, a list of Material Companies (as defined in the Facilities Agreement) and a list of the authorised signatories of the Company together with a specimen of each authorised signature (the **Formalities Certificate**); and
  - 1.9 all and any documents ancillary to the Documents or the transactions thereby contemplated (the **Ancillary Documents**).
- 2 **THAT** each of the Documents are approved and that approval for the Company to enter into each such Document be given with such amendments as any director shall approve.

Unless otherwise stated or the context otherwise requires a term defined in the Facilities Agreement has the same meaning in these resolutions.



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For and on behalf of

**T&H Secretarial Services (Park Resorts) Limited**

**Secretary**

Dated: 5 October 2009