

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
OF
FLAMINGO LAND LIMITED (the Company)

Circulation Date: 23 April 2010

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as an ordinary resolution.

ORDINARY RESOLUTION

- 1 That the directors of the Company be authorised to enter into on behalf of the Company the following documents in connection with the proposed acquisition of the entire issued share capital of the Company by Flamingo Land Resort Limited (the **Purchaser**):
- a loan agreement to be entered into between the Company and the Purchaser pursuant to which the Company will agree to lend up to £6,500,000 to the Purchaser;
 - a loan note instrument issued by the Purchaser and to be executed by the Company as guarantor of the liabilities of the Purchaser pursuant to such loan stock instrument constituting up to £1,100,000 secured loan notes 2010 (the **First Guarantee**);
 - a loan note instrument issued by the Purchaser and to be executed by the Company as guarantor of the liabilities of the Purchaser pursuant to such loan stock instrument constituting up to £1,100,000 secured loan notes 2011 (the **Second Guarantee**); and
 - a legal charge over three parcels of the freehold land known as Flamingo Land theme park, Kirby Misperton, Malton, North Yorkshire, YO17 6UX, to be executed by the Company to secure the Company's obligations under the First Guarantee and the Second Guarantee.

TUESDAY

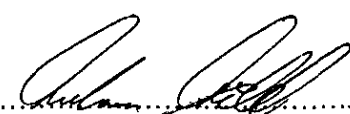


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COMPANIES HOUSE


AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the resolution.


The undersigned, persons entitled to vote on the above resolution on 23 April 2010, irrevocably vote in favour of resolution.

Signed.....
Gordon Gibb

Dated.....23 April 2010

Signed.....
Denise Pullin as attorney for
for Vicky Gibb

Dated.....23 April 2010

Signed.....
Gordon Gibb as attorney for
Maureen Gibb

Dated.....23 April 2010

Signed.....
Melanie Wood

Dated.....

NOTES

- 1 If you wish to vote in favour of the resolution, please sign and date this document and return it to the Company using one of the following methods:

- by hand: delivering the signed copy to The Directors, c/o Walker Morris at Kings Court, 12 King Street, Leeds, LS1 2HL; or
- by post: returning the signed copy to The Directors, c/o Walker Morris at Kings Court, 12 King Street, Leeds, LS1 2HL.

If you do not agree with the resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.

- 2 Once you have indicated your agreement to the resolution, you may not revoke your agreement.
- 3 The resolution is proposed as an ordinary resolution which means that it will be passed if the Company receives before the end of the period of 28 days beginning with the circulation date of this resolution (the **Lapse Date**) signified agreement from members representing a simple majority of the total voting rights of eligible members. Where, by the Lapse Date, insufficient agreement has been received for a resolution to pass, such resolution will lapse. If you agree to the resolution, please ensure that your agreement reaches us before not later than 5pm on the Lapse Date.
- 4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
- 5 If you are signing this document on behalf of a person under a power of attorney or other authority please send a certified copy of the relevant power of attorney or authority when returning this document.