

Company Number  
4246719

THE COMPANIES ACT 1985  
PRIVATE COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTION

OF

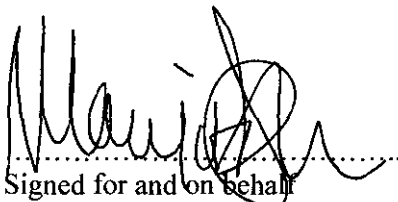
CENTER PARCS (UK) HOLDINGS LIMITED

DATED 15 February, 2002

We, the undersigned, being the holders of all of the issued share capital of the Company, pass the following resolution by way of written resolution pursuant to Article 70 of the Company's articles of association (the "**Articles of Association**"):

THAT the Articles of Association be amended by the deletion of article 15(11) be deleted and the insertion of the following words in its place:

"(11) Where any Preference Shares are redeemed in accordance with paragraph (7) above, the Preference Shares to be redeemed shall be a proportionate part, as nearly as practicable, of each separate holding of Preference Shares except that this paragraph (11) shall not apply upon any redemption of Preference Shares held by or on behalf of Johan Bolling"



Signed for and on behalf  
of DBCP Europe GP (Jersey) Ltd  
(acting in its capacity as general  
partner on behalf of, and on  
trust for, DB Capital Partners (Europe)  
2000 B LP)



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COMPANIES HOUSE

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