

THE COMPANIES ACT 1985
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS OF THE SHAREHOLDERS OF
CARP (NW) LIMITED
(the "Company")

FRIDAY



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"L7F3WPNI"

18/05/2007

COMPANIES HOUSE

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In accordance with the Company's Articles of Association and the provisions of Section 381A of the Companies Act 1985 (the "Act"), Carp (UK) 3A Limited and Carp (O) Limited, being the members of the Company, who, at the date of this resolution, would have been entitled to vote upon it as if it had been proposed at a general meeting of the Company at which it was present, **RESOLVE** to pass the following resolutions as written resolutions

- 1 **THAT**, following compliance with Sections 155 to 158 of the Act, the giving by the Company of
 - (a) financial assistance for the purpose of reducing or discharging a liability incurred for the purpose of the acquisition by CP Comet Bidco Limited ("**Bidco**") of the entire issued share capital of Sun CP Newtopco Limited (a holding company of the Company (the "**Target**")), and
 - (b) financial assistance for the purpose of reducing or discharging a liability incurred for the purpose of the acquisition by Comet Refico Limited of the entire issued share capital of the Target,

in the form described in the statutory declarations sworn by the directors of the Company pursuant to Section 155(6) of the Act on the date hereof be approved

- 2 **THAT**, following compliance with sections 155 to 158 of the Act, where applicable, each of the following documents (each a "**Document**") to which the Company is expressed to be a party
 - 2 1 1 an accession letter to be entered into between, amongst others, the New Comet Guarantors and Center Parcs Spa Division Holdings Limited pursuant to which the New Comet Guarantors will accede to the £1,032,000,000 facility agreement dated 8 December, 2006 between, amongst others, Comet Refico Limited and Forest Refico Limited (as borrowers and original guarantors), and the lenders mentioned therein as lenders (as amended and restated from time to time) (the "**Facility Agreement**"),
 - 2 1 2 an accession deed to be entered into between, amongst others, the New Comet Guarantors and Center Parcs Spa Division Holdings Limited pursuant to which the Company will accede to the Intercreditor Deed (as amended and restated from time to time),
 - 2 1 3 a tax deed of covenant (the "**Tax Deed of Covenant**") to be entered into between, amongst others, the CP Cayman Topco and certain of its subsidiaries (including the Company), Forest Cayco Topco and certain of its subsidiaries and the Security

Trustee, pursuant to which the Company will make certain representations, warranties and covenants in favour of the Security Trustee in respect of certain tax and accounting matters affecting the Parent Group (as defined therein),

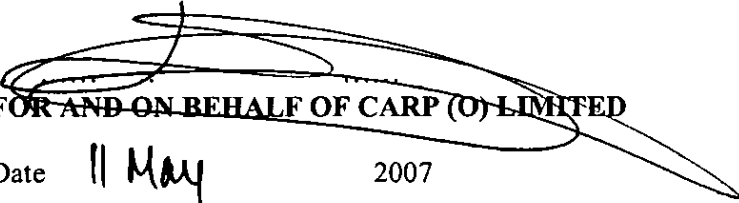
- 2 1 4 a debenture to be granted by, amongst others, the New Comet Guarantors and Center Parcs Spa Division Holdings Limited in favour of the Security Trustee pursuant to which the Company will grant security over its assets in favour of the Security Trustee to secure outstandings under the Facility Agreement,
- 2 1 5 a securitisation floating charge debenture to be entered into between, amongst others, the Bidco, Comet Refico Limited, the Company, Forest Bidco Limited and certain of its subsidiaries and the Security Trustee pursuant to which the Company will grant floating security over all its present and future assets in favour of the Security Trustee,
- 2 2 any other document from time to time creating, evidencing or entered into as security for, or supporting, any of the Secured Obligations,
- 2 3 any document which amends, novates, supplements, restates or replaces any Document,
- 2 4 any document designated as a Finance Document by the Instructing Agent and the Borrowers now or at any time in the future, and
- 2 5 all such certificates and notices and other such documents as may be required in connection with any of the Documents and the transactions contemplated therein (including, in each case, such amendments, variations and consents as the person or persons authorised to sign or execute any such Document on behalf of the Company may approve, such approval to be conclusively evidenced by such person's signature thereon),

are, notwithstanding that the Company might be held to be giving financial assistance for the purposes of Sections 151 and 152 of the Act, in the best interests, and to the benefit, of the Company and are hereby approved and the Company be and is hereby authorised to enter into the Documents and the Company may sign or seal any other documents which the Company may at any time enter into or be required to enter into pursuant to or in connection with any Document and do such other acts or things as may be considered by the Director to be necessary or desirable for the purposes of carrying into effect any transaction contemplated by the Documents

- 3 Unless expressly defined in this resolution, terms defined in the Facility Agreement have the same meaning in this resolution "**Original Comet Guarantors**" means Bidco, Comet Refico Limited, Sun CP Newtopco Limited, Sun CP Newmidco Limited, CP (Sherwood Property) Limited, Longleat Property Limited, Elveden Property Limited, CP (Oasis Property) Limited, Sun CP Topco Limited and Sun CP Midco Limited "**New Comet Guarantors**" means Sun CP Asset Management Limited, Sun CP Properties Limited, Carp (Jersey) 2 Limited, Carp (H) Limited, Carp (CP) Limited, Carp (UK) 1 Limited, Carp (UK) 2 Limited, Carp (UK) 3 Limited, Carp (L) Limited, Carp (S) Limited, Carp (UK) 3A Limited, Carp (O) Limited, Carp (NW) Limited and Carp (E)
- 4 These written resolutions are passed as special resolutions of the Company


FOR AND ON BEHALF OF CARP (UK) SA LIMITED

Date *11 May* 2007


FOR AND ON BEHALF OF CARP (O) LIMITED

Date *11 May* 2007