
PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

CENTER PARCS LIMITED

(Registered in England and Wales - No. 01908230)

(Company)

(Circulated on 15th February 2022)

The sole shareholder of the Company proposes that the following resolutions (the **Resolutions**) be passed as written resolutions of the Company under Chapter 2 of Part 13 of the Companies Act 2006. The Resolutions are proposed as ordinary resolutions.

ORDINARY RESOLUTIONS


- 1 **THAT**, in accordance with paragraph 42(2)(b) of Schedule 2 of the Companies Act 2006 (Commencement No.8, Transitional Provisions and Savings) Order 2008, the restriction on the authorised share capital of the Company set out in paragraph 5 of the memorandum of association of the Company (as amended from time to time), which by virtue of section 28 of the Companies Act 2006 is treated as a provision of the Company's articles of association, is hereby revoked and deleted.
- 2 **THAT** any previous allotments of shares made whilst the restriction set out in paragraph 5 of the memorandum of association of the Company (as amended from time to time) was in force and valid as at the date of such allotments in accordance with previous authorities granted by the shareholder of the Company and the common law principles of unanimous consent.
- 3 **THAT** all previous actions of the directors and the Company in making an allotment of shares whilst the restrictions set out in paragraph 5 of the memorandum of association of the Company (as amended from time to time) was in force are hereby ratified.
- 4 **THAT** any previous authorisation(s) to the directors of the Company under sections 550 and/or 551 of the Companies Act 2006 to allot shares in the Company or to grant rights to subscribe for or to convert any security into such shares in the Company remain valid and in force.

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If you agree to the above resolutions, please signify your agreement by signing and dating this document where indicated and returning it to the Company.

The undersigned, being the person entitled to vote on the above resolutions on 15th February 2022, IRREVOCABLY AGREES to the above resolutions:

Signature: 
 5453240C801F4AA.....
for and on behalf of **CENTER PARCS
(OPERATING COMPANY) LIMITED**
Date: 15/2/2022 | 11:34:55 GMT

Notes:

- 1 You may choose to agree to **all** of the resolutions or **none** of them but **you cannot agree to some only** of the resolutions. If you agree to the resolutions, please indicate your agreement by signing and dating this document where indicated and returning it to the persons specified below by using one of the following methods:

 By e-mail: by attaching a scanned copy of the signed document to an e-mail and sending it to April.Stobbart@centerparcs.co.uk. Please enter "Center Parcs Limited – written resolutions" in the subject box of the e-mail.

 By electronic signature platform: by returning the signed copy via DocuSign in accordance with the signing instructions set out in the email generated by that platform.
- 2 If you do not agree to the resolutions, you do not need to anything. You will not be deemed to agree if you fail to reply.
- 3 Once you have indicated your agreement to the resolutions, you may not revoke your agreement.
- 4 Unless, by 28 days, sufficient agreement has been received for the resolutions to pass they will lapse. If you agree to the resolutions, please ensure that your agreement reaches the person specified in Note 1 above by this date.

Company No. 01908230

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

CENTER PARCS LIMITED

(Passed on 15th February 2022)

The following resolutions were duly passed pursuant to Chapter 2 of Part 13 of the Companies Act 2006 on 15th February 2022 by members of the Company representing the required majority of total voting rights of eligible members as ordinary resolutions:

ORDINARY RESOLUTIONS

- 1 **THAT**, in accordance with paragraph 42(2)(b) of Schedule 2 of the Companies Act 2006 (Commencement No.8, Transitional Provisions and Savings) Order 2008, the restriction on the authorised share capital of the Company set out in paragraph 5 of the memorandum of association of the Company (as amended from time to time), which by virtue of section 28 of the Companies Act 2006 is treated as a provision of the Company's articles of association, is hereby revoked and deleted.
- 2 **THAT** any previous allotments of shares made whilst the restriction set out in paragraph 5 of the memorandum of association of the Company (as amended from time to time) was in force and valid as at the date of such allotments in accordance with previous authorities granted by the shareholder of the Company and the common law principles of unanimous consent.
- 3 **THAT** all previous actions of the directors and the Company in making an allotment of shares whilst the restrictions set out in paragraph 5 of the memorandum of association of the Company (as amended from time to time) was in force are hereby ratified.
- 4 **THAT** any previous authorisation(s) to the directors of the Company under sections 550 and/or 551 of the Companies Act 2006 to allot shares in the Company or to grant rights to subscribe for or to convert any security into such shares in the Company remain valid and in force.

DocuSigned by:



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Director