

THE COMPANIES ACT 1985
PRIVATE COMPANY LIMITED BY SHARES

FRIDAY



WRITTEN RESOLUTIONS OF THE SHAREHOLDERS OF
SUN CP MIDCO LIMITED
(the "Company")

In accordance with the Company's Articles of Association and the provisions of Section 381A of the Companies Act 1985 (the "Act"), Sun CP Topco Limited and Sun CP Newmidco 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 and by each of the Company's subsidiaries listed in the attached Schedule 1 (the "**Financial Assistance Subsidiaries**") 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 and/or its Financial Assistance Subsidiaries is expressed to be a party
 - 2 1 1 an amendment and restatement agreement to be entered into between, amongst others, the Company and the other Original Comet Guarantors, Forest Bidco Limited and certain of its subsidiaries and the Agent, pursuant to which the terms of 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**") will be amended,
 - 2 1 2 an amendment and restatement agreement to be entered into between, amongst others, the Company and the other Original Comet Guarantors, Forest Bidco Limited and certain of its subsidiaries and the Security Trustee pursuant to which the terms of the Intercreditor Deed (as amended and restated from time to time) will be amended,

- 2 1 3 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 Facility Agreement,
- 2 1 4 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 New Comet Guarantors will accede to the Intercreditor Deed,
- 2 1 5 a tax deed of covenant (the “**Tax Deed of Covenant**”) to be entered into between, amongst others, CP Cayman Topco and certain of its subsidiaries (including the Company and the Financial Assistance Subsidiaries), Forest Cayco Topco and certain of its subsidiaries and the Security Trustee, pursuant to which the Company, Carp (Jersey) 2 Limited and the Financial Assistance Subsidiaries 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 6 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 each of the New Comet Guarantors will grant security over its assets in favour of the Security Trustee to secure outstandings under the Facility Agreement,
- 2 1 7 a securitisation floating charge debenture to be entered into between, amongst others, Bidco, Comet Refico Limited, the Company, Carp (Jersey) 2 Limited and each of the Financial Assistance Subsidiaries, Forest Bidco Limited and certain of its subsidiaries and the Security Trustee pursuant to which the Company and the Financial Assistance Subsidiaries will grant floating security over all its present and future assets in favour of the Security Trustee,
- 2 1 8 a security over shares deed to be entered into between, amongst others, CP Cayman Topco and certain of its subsidiaries (including the companies listed in the attached Schedule 2 (the “**Comet Security Over Shares Companies**”)), Forest Cayco Topco and certain of its subsidiaries and the Security Trustee pursuant to which the Company and each of the other Comet Security Over Shares Companies will grant security over the shares and related rights described therein to secure its liabilities which may arise as a consequence of a breach of certain obligations under the Tax Deed of Covenant,
- 2 1 9 a security interest agreement to be entered into between, amongst others, Sun CP Properties Limited and the Security Trustee pursuant to which Sun CP Properties Limited will grant security over the shares it holds in Carp (Jersey) 2 Limited in favour of the Security Trustee as security for its obligations under the Facility Agreement and for any of its liabilities which arise as a consequence of a breach of certain obligations under the Tax Deed of Covenant,
- 2 2 any other document from time to time creating, evidencing or entered into as security for, or supporting, any of the Secured Obligations (as defined in the Facility Agreement),
- 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 (all such terms as defined in the Facility Agreement), 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 SUN CP TOPCO LIMITED

Date 11 May 2007



FOR SUN CP NEWMIDCO LIMITED

Date 11 May 2007

Schedule 1

Financial Assistance Subsidiaries

| <u>Company Name</u> | <u>Registered Number</u> |
|---------------------------|--------------------------|
| Sun CP Properties Limited | 04467230 |
| Carp (H) Limited | 04246719 |
| Carp (CP) Limited | 04246739 |
| Carp (UK) 1 Limited | 04007584 |
| Carp (UK) 2 Limited | 04066196 |
| Carp (UK) 3 Limited | 04066200 |
| Carp (UK) 3A Limited | 04246811 |
| Carp (O) Limited | 04246938 |
| Carp (L) Limited | 03920523 |
| Carp (S) Limited | 04074263 |
| Carp (NW) Limited | 04259182 |
| Carp (E) | 04074184 |

Schedule 2

Comet Security Over Shares Companies

| | |
|---------------------------|----------|
| Sun CP Newtopco Limited | 05456406 |
| Sun CP Newmidco Limited | 05456337 |
| Sun CP Topco Limited | 04466962 |
| Sun CP Midco Limited | 04467104 |
| Sun CP Properties Limited | 04467230 |
| Carp (Jersey) 2 Limited | 83484 |
| Carp (H) Limited | 04246719 |
| Carp (CP) Limited | 04246739 |
| Carp (UK) 1 Limited | 04007584 |
| Carp (UK) 2 Limited | 04066196 |
| Carp (UK) 3 Limited | 04066200 |
| Carp (UK) 3A Limited | 04246811 |
| Carp (O) Limited | 04246938 |
| Carp (L) Limited | 03920523 |