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COMPANIES HOUSE

## THE COMPANIES ACT 1985

## PRIVATE COMPANY LIMITED BY SHARES

## WRITTEN RESOLUTIONS OF THE SHAREHOLDERS OF

CENTER PARCS ENERGY SERVICES 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"), Center Parcs Limited, being the sole member 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 Forest Bidco Limited ("**Bidco**") of the entire issued share capital of Center Parcs (UK) Group Limited (a holding company of the Company) (the "**Target**"); and
  - (b) financial assistance for the purpose of the acquisition by Forest 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 a £1,032,000,000 facility agreement (the "**Facility Agreement**") to be entered into between, amongst others, Comet Refico Limited and Forest Refico Limited (as borrowers and original guarantors), Bidco (as an original guarantor), CP Comet Bidco Limited (as an original guarantor), certain subsidiaries of Comet Refico Limited (as original guarantors), certain subsidiaries of Forest Refico Limited (including the Company) (as original guarantors), Merrill Lynch International, Citigroup Global Markets Limited and The Royal Bank of Scotland plc (as joint arrangers), Capmark Services Ireland Limited (as tranche A agent, tranche B agent and tranche C agent) and Capita Trust Company Limited (as security trustee);
  - 2.2 a debenture to be granted by, amongst others, Bidco, CP Comet Bidco Limited, Comet Refico Limited and certain of its subsidiaries, Forest Refico Limited, and certain subsidiaries of Forest Refico Limited (including the Company) (each a "**Chargor**") in favour of Capita Trust Company Limited as security trustee (the "**Security Trustee**") pursuant to which each Chargor will grant fixed and floating security over its assets in favour of the Security Trustee;
  - 2.3 an intercompany loan agreement to be entered into between, amongst others, Forest Refico Limited as borrower and the Company as lender to enable the Company,

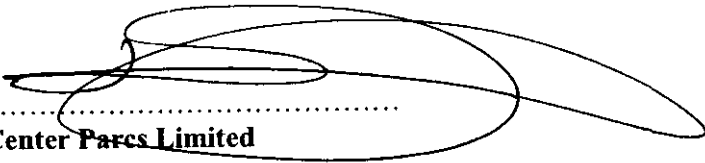
amongst others, to, amongst other things, loan surplus funds to Forest Refico Limited which will be used to service Forest Refico Limited's debt obligations under the Facility Agreement;

- 2.4 an intercreditor agreement to be entered into between, amongst others, CP Comet Bidco Limited, Comet Refico Limited and certain of its subsidiaries, Bidco, Forest Refico Limited, certain subsidiaries of Forest Refico Limited (including the Company), the Agent and the Security Trustee under which the agrees, inter alia, to regulate its position in relation to its rights and obligations as a creditor and borrower;
- 2.5 a syndication and securitisation co-operation letter to be entered into between, amongst others, CP Comet Bidco Limited, Comet Refico Limited and certain of its subsidiaries, Bidco, Forest Refico Limited, certain subsidiaries of Forest Refico Limited (including the Company), Merrill Lynch International, Citigroup Global Markets Limited and The Royal Bank of Scotland plc (as joint arrangers), Capmark Services Ireland Limited (as tranche A agent, tranche B agent and tranche C agent) and Capita Trust Company Limited (as security trustee);
- 2.6 any other document from time to time creating, evidencing or entered into as security for, or supporting, any of the Secured Obligations;
- 2.7 any document which amends, novates, supplements, restates or replaces any Document;
- 2.8 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
- 2.9 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. These written resolutions are passed as special resolutions of the Company.



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**For Center Parcs Limited**

Date: 5 December 2006