

Company Number: 05781362

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

CP COMET HOLDINGS LIMITED

(the "Company")

Circulated on *20 November* 2017 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose that the following resolutions be passed as special resolutions (the "Resolutions"):

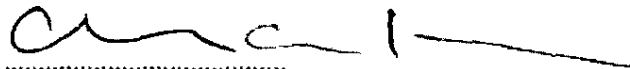
SPECIAL RESOLUTIONS

1. "THAT, pursuant to section 641(1)(a) of the Act, the capital of the Company be reduced from £86,726,845 to £1.00 by reducing the nominal value of the ordinary shares in the capital of the Company from £1.00 each to £0.00099900099 each and cancelling and extinguishing 86,725,844 standing to the credit of the Company's share premium account to nil; and
2. THAT, the aggregate amount of £86,726,844 arising upon the Capital Reduction be credited to the profit and loss account of the Company."

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolutions.

We, the undersigned, being the sole shareholder of the Company, hereby confirm that we have received a copy of the Resolutions in accordance with section 291 of the Act and hereby irrevocably agree that the Resolutions be passed as a written resolution pursuant to section 288 of the Act and shall take effect as special resolutions.



for and on behalf of

CENTER PARCS (HOLDINGS 3) LIMITED

Dated: *20 November* 2017

THURSDAY



LD1

L6JUE8JL
23/11/2017
COMPANIES HOUSE

#33

NOTES

1. Eligible members are the members of the Company who would have been entitled to vote on the Resolutions on the Circulation Date.
2. If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company.
3. If you do not agree to the Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.
4. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
5. Pursuant to section 642 of the Act, the Resolution must be passed not more than 15 days after the date of the solvency statement relating to the reduction of capital therefore unless sufficient agreement has been received for the Resolutions to be passed within 15 days after the date of the solvency statement, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before the end of this period.