

Company number 05564627

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

SEATRUCK PENNANT LTD (the Company)

28 January 2013

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution (**Resolution**)

SPECIAL RESOLUTION

THAT the articles of association of the Company be altered by

- 1 1 The amendment of Article 12 1 by adding the words "*Subject to Article 12 2 below,*" at the start of that Article
- 1 2 Adopting a new Article 12 2 as follows

12.2 Rights of Security Parties in relation to share transfers

- (a) *Any pre-emption rights conferred on existing members do not apply to, and the directors will not decline to register, nor suspend registration of, any transfer of shares*
 - (i) *in favour of any transferee (or its/their nominee) where the transfer of shares is made by way of security over the shares, or*
 - (ii) *executed pursuant to any rights of the holder of security over the shares*
- (b) *A certificate of the holder of security over the shares being so transferred will be conclusive evidence of those facts*

AGREEMENT

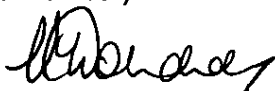
Please read the notes at the end of this document before signifying your agreement to the Resolution

The undersigned, a person entitled to vote on the Resolution on 28 January 2013, hereby irrevocably agrees to the Resolution

Signed

for and on behalf of

SEATRUCK FERRIES HOLDING LTD
(sole member)



Name Karen Donaldson

Date 28 January 2013

WEDNESDAY



RM 13/02/2013 #270
COMPANIES HOUSE

NOTES

- 1 If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning the signed version either by hand or by post to Seatruck Pennant Ltd , North Quay, Port of Heysham, Morecambe, LA3 2XF, Lancashire, United Kingdom

You may not return the Resolution to the Company by any other method

If you do not agree to the Resolution, you do not need to do anything you will not be deemed to agree if you fail to reply

- 2 Once you have indicated your agreement to the Resolution, you may not revoke your agreement
- 3 Unless, by 24 February 2013¹, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date

¹ The lapse date is the last day of the period of 28 days beginning with the circulation date (as shown at the beginning of the resolution)