

COMPANY NUMBER SC50789

COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION BY WAVERLEY STEAM NAVIGATION CO. LTD.

(Special Resolution passed on 26th February 2000)

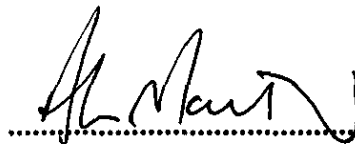
At an Extraordinary General Meeting of the above Company duly convened and held at Waverley Terminal, Anderston Quay, Glasgow, on the Twenty sixth day of February Two Thousand the Special Resolution was duly passed.

**SPECIAL RESOLUTION:**

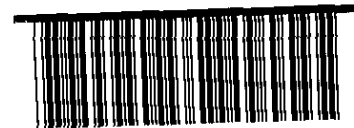
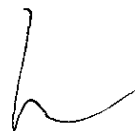
To alter the Company's Articles of Association as follows:-

- (a) By renumbering the present Article 13 as Article 13(a).
- (b) By inserting a new Article 13(b) as follows:-

"The Paddle Steamer Preservation Society will have the right to appoint two members of its Council of Management as Directors of the Company, one of whom must be nominated by the Scottish Branch of the Paddle Steamer Preservation Society and be resident in Scotland. Further, at no time shall more than two members of the Council of Management of the Paddle Steamer Preservation Society (excluding any members of the said Council nominated by the Company) be Directors of the Company and if any nominations are received in breach of this condition, then the Directors will be entitled to refuse such nominations. For the avoidance of doubt, Articles 89 to 93 of the said Table A will apply to these Directors."



Secretary



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COMPANIES HOUSE 22/06/00