

Company Number : 42476

**IN THE COMPANIES ACTS 1985 to 1989**

**SNOWDON MOUNTAIN RAILWAY PLC**

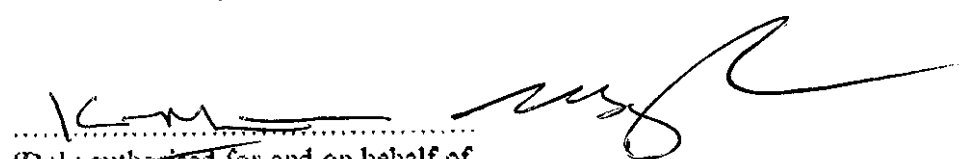
**WRITTEN RESOLUTION**

WE, the undersigned, being the sole Member of the above-named Company for the time being entitled to receive notice of and to attend and vote at General Meetings of the Company, make the following resolution which shall effect as a special resolutions, and which shall pursuant to section 381A Companies Act 1985 (as amended by the Deregulation (Resolution of Private Companies) Order 1996), for all purposes be as valid and effective as if passed at a general meeting of the Company duly convened and held:-

**SPECIAL RESOLUTIONS**

- 1 That the Company being a public limited company be re-registered under s.53 of the Companies Act 1985 as a private company limited by shares and that its Memorandum be amended accordingly as follows:-
  - (a) In clause 1 by the deletion of the words "Public Limited Company" and by substituting the word "Limited";
  - (b) By deleting clause 2;
  - (c) By renumbering clauses 3 - 6 as clauses 2 - 5.
- 2 That existing clause 3 of the Memorandum (as re-numbered clause 2 pursuant to Resolution 1(c) above) be amended by deleting therefrom the words "Wales" and by substituting therefor the words "England and Wales".
- 3 That the provisions of the Memorandum with respect to its objects be altered by deleting the whole of the former clause 4 (as re-numbered clause 3 pursuant to Resolution 1(c) above) and substituting clause 3 as set out in a form annexed to this Resolution and for the purposes of identification initialled by the Chairman.
- 4 That the Articles of Association contained in the printed document (a copy of which is attached hereto for the purposes of identification initialled by the Chairman) be and the same are approved and adopted in substitution for and to the exclusion of all the existing Articles of Association of the Company.

DATED: 25 May 1999

  
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(Duly authorised for and on behalf of  
Crockley Green Limited)

