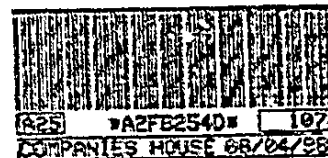


P&O PORTS (EUROPE) LTD.

IT IS RESOLVED by the sole Member of the Company that the following Resolutions be and are hereby passed as **SPECIAL RESOLUTIONS**:

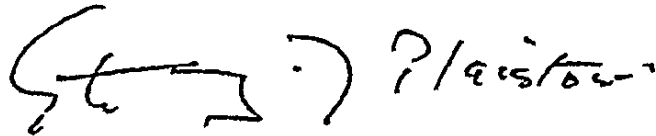
RESOLUTIONS

1. That the authorised share capital of the Company be increased from £100 divided into 100 Ordinary Shares of £1 each to £2,934,667 by the creation of an additional 2,934,567 Ordinary Shares of £1 each to rank pari passu with the existing Ordinary Shares of the Company in all respects and entitle the holders thereof to all dividends, interest, bonuses, or distributions paid or made to holders of Ordinary Shares on or after 1st March 1998.
2. That the Directors shall have the authority to allot 2,934,665 Ordinary Shares of £1 each and that this authority shall expire at the end of the period of five years from the date of the passing of this resolution.
3. That the Directors shall have the power to exercise the authority conferred on them by the aforesaid Resolution No. 2 to allot the shares specified therein as if Sub-section (1) of Section 89 of the Companies Act 1985 did not apply thereto.
4. That Clause 3 of the Memorandum of Association be amended by substituting for the whole thereof the new Clause 3 contained in the attached document and signed for the purposes of identification by the Secretary of the Company.



5. That the Regulations contained in the afore-mentioned document be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles of Association.

Dated 16th March, 1998

 P/Assistant

for THE PENINSULAR AND ORIENTAL
STEAM NAVIGATION COMPANY

