

Company number 00925768

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

of

**DFDS SEAWAYS IRISH SEA SHIP OWNERS LIMITED**

(the "Company")

**CIRCULATION DATE 18<sup>th</sup> OCTOBER 2011**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, we all the members of the Company hereby pass the following resolutions as special resolutions (the **Special Resolutions**).

**SPECIAL RESOLUTIONS**

- 1 **THAT** pursuant to sections 642 to 644 of the Companies Act 2006 the issued capital of the Company be reduced from £49,100,000 (divided into 49,100,000 ordinary shares of £1 00 each, (all of which have been issued and are fully paid up)) to £19,100,000 (divided into 19,000,000 ordinary shares of £1.00 each) and that such reduction be effected by 30,000,000 ordinary shares being cancelled and extinguished.
2. **THAT** the reserves arising upon the reduction of capital resolved upon by resolution 1 above taking effect be immediately applied in repaying to the sole member of the Company the amounts due on such reduction of fully paid up share capital

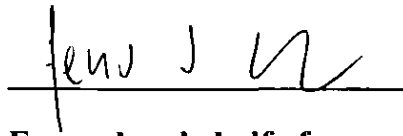
**AGREEMENT**

I, the undersigned, being all persons entitled to vote on the Special Resolutions on 18<sup>th</sup> October 2011 hereby irrevocably agree to the Special Resolutions.



Signed

Dated



18/10/11

**For and on behalf of  
DFDS Seaways Irish Sea  
Holding Limited**

## NOTES

- 1 If you agree with the Special Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:

- **By Hand** delivering the signed copy to the Company
- **Post** returning the signed copy by post to the Company's registered office address

If you do not agree to the Special 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 Special Resolution, you may not revoke your agreement
- 3 Unless within 28 days of the Circulation Date, sufficient agreement has been received for the Special Resolution to pass, it will lapse. If you agree to the Special Resolution, please ensure that your agreement reaches us before or during this date
4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members
- 5 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document