

04-07-95

1037471

No.

P&O HOLIDAYS LIMITED

At an **EXTRAORDINARY GENERAL MEETING** of the above-named Company duly convened and held on 16th June, 1995 the following Resolutions were duly passed as **SPECIAL RESOLUTIONS**:

RESOLUTIONS

1. That the authorised share capital of the Company be increased from £20,000 to £15,000,000 divided into 15,000,000 Ordinary Shares of £1 each by the creation of an additional 14,980,000 Ordinary Shares of £1 each to rank pari passu with the existing Ordinary Shares of the Company in all respects.
2. That the Directors shall have the authority to allot up to 14,980,000 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.



.....
Chairman of the above-mentioned Meeting

