

**FOLKESTONE PROPERTIES LIMITED (Co. No. 02447559)**

**(the *Company*)**

**Sole member's written resolution**

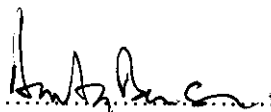
In accordance with Regulation 53 of the Companies articles of association, WE, the undersigned, being the sole member of the above named Company who at the date of this written resolution would be entitled to attend and vote at a general meeting of the Company, DECLARE that the following special resolution shall have effect as if passed by the Company in general meeting.

**Accordingly WE RESOLVE**

1. That the execution, delivery and performance by the Company of:
  - (a) a US\$158,000,000 secured term facility (the "**Facility**") between, amongst others, Sea Containers British Isles Limited as Borrower, Citibank Global Markets Limited, Fortis Bank and the Governor and Company of the Bank of Scotland as Mandated Lead Arrangers and the Company as Guarantor; and
  - (b) each Security Document (as defined in the Facility) to which it is a party,be hereby approved.
2. That the Company's articles of association be altered as follows:
  - (c) by deleting the word "The" in the first line of regulation 7;
  - (d) by inserting the words "Subject to regulation 7A the" at the beginning of the first line of regulation 7; and
  - (e) by inserting the following as a new regulation 7A:

"The directors may not decline to register any transfer of shares, nor may they suspend the registration thereof, where such transfer is executed by any bank or institution to whom such shares have been charged by way of security, or by any nominee or nominees of such a bank or institution, pursuant to the power of sale under such security and a certificate by any official of such bank or institution if the shares were so charged and the transfer was so executed shall be conclusive evidence of such facts".





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DAVID BENSON

for and on behalf of

Sea Containers Ports Limited

Dated: 27th May 2003