

Company Number 3157553

MAGICAL CRUISE COMPANY, LIMITED

(the "Company")

SOLE MEMBER'S WRITTEN RESOLUTIONS

31 August 2011

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that

resolution 1 below is passed as an ordinary resolution (the "**Ordinary Resolution**"), and

resolution 2 below is passed as a special resolution (the "**Special Resolution**")

ORDINARY RESOLUTION

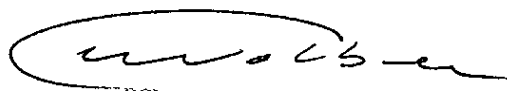
- 1 THAT the directors be and are generally and unconditionally authorised for the purpose of s551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company up to an aggregate nominal amount of £10,000,000 for a period expiring 5 years from the date of this resolution save that the Company may before the expiry of this authority make an offer or agreement which would or might require shares to be allotted after such expiry and the directors may allot shares in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired

SPECIAL RESOLUTION

- 2 THAT the articles of association of the Company be amended by deleting all the provisions of the Company's memorandum of association which, by virtue of s28 Companies Act 2006 are to be treated as provisions of the Company's articles of association

Please read the Notes at the end of this document before signifying your agreement to the Ordinary Resolutions and the Special Resolution (together the "**Resolutions**") below

BY ORDER OF THE BOARD



Director

Magical Cruise Company, Limited

WEDNESDAY



A10 *A5USOXXJ* 102
28/09/2011
COMPANIES HOUSE

AGREEMENT

WE THE UNDERSIGNED, being the sole member of the Company on 31 August 2011
HEREBY IRREVOCABLY AGREE to the Resolutions and consent to the variation of share class
rights occurring as a result of the passing of the Resolutions

Name Marsha Leigh Reed
duly authorised signatory
for and on behalf of
Wedco Holdings (Netherlands) B.V.

Name Christanus Petrus Gerardus Maria Hendriks
duly authorised signatory
for and on behalf of
Wedco Holdings (Netherlands) B.V.

Dated

September 5th 2011

NOTES

- 1 To signify your agreement to the Resolutions you should sign and date this document where indicated above and return it to the Company by delivering the signed copy by hand to a director or by attaching a scanned copy of the signed document to an e-mail and sending it to Rona Searle@disney.com
- 2 Once you have signified your agreement to the Resolutions, you may not revoke your agreement
- 3 Unless, by 28 days after the circulation date, sufficient agreement has been received for the Resolutions to pass, they will lapse
- 4 A copy of this document was sent to the Company's auditors on the date of circulation of these Resolutions

AGREEMENT

WE THE UNDERSIGNED, being the sole member of the Company on 31 August 2011
HEREBY IRREVOCABLY AGREE to the Resolutions and consent to the variation of share class
rights occurring as a result of the passing of the Resolutions



Name Marsha Leigh Reed
duly authorised signatory
for and on behalf of
Wedco Holdings (Netherlands) B.V.

Name Christanus Petrus Gerardus Maria Hendriks
duly authorised signatory
for and on behalf of
Wedco Holdings (Netherlands) B.V.

Dated

31/8/11

NOTES

- 1 To signify your agreement to the Resolutions you should sign and date this document where indicated above and return it to the Company by delivering the signed copy by hand to a director or by attaching a scanned copy of the signed document to an e-mail and sending it to Rona Searle@disney.com
- 2 Once you have signified your agreement to the Resolutions, you may not revoke your agreement
- 3 Unless, by 28 days after the circulation date, sufficient agreement has been received for the Resolutions to pass, they will lapse
- 4 A copy of this document was sent to the Company's auditors on the date of circulation of these Resolutions