

Company Number 03963373

WRITTEN RESOLUTION

OF

SILSUB LIMITED (the "Company")

PROPOSED BY THE SOLE MEMBER OF THE COMPANY IN ACCORDANCE WITH
SECTIONS 292 TO 295 OF THE COMPANIES ACT 2006

We, being the sole member entitled to vote at general meetings of the Company, hereby resolve and agree that the following resolution is hereby passed as a written resolution pursuant to section 288 of the Companies Act 2006 ("CA06") and that such resolution shall take effect as an ordinary resolution

WE RESOLVE THAT, for the purposes of section 394A CA06, we agree to the Company being exempt from the requirement under Part 15 CA06 to prepare individual accounts in respect of the financial year ended 30 November 2012

For and on behalf of
P&O Princess Cruises International Limited


as the sole shareholder of the Company

Date 07 March 2013



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INFORMATION REQUIRED TO COMPLY WITH SECTION 293(4) CA06

- 1 Eligible members are the members who would have been entitled to vote on the resolution on the circulation date of the written resolution Silsub Limited is a sole member company
- 2 The circulation date of the written resolution is *07 March* 2013 (the "Circulation Date")
- 3 The procedure for signifying agreement by the sole eligible member to the written resolution is as follows
 - (A) The sole member signifies its agreement to the proposed written resolution when the Company receives from the member (or someone acting on its behalf) an authenticated document.
 - (i) Identifying the resolution to which it relates, and
 - (ii) indicating the sole member's agreement to the resolution.
 - (B) The document must be sent to the Company in hard copy form or in electronic form.
 - (C) The sole member's agreement to the written resolution, once signified, may not be revoked.
 - (D) The written resolution is passed when the sole member has signified its agreement to it.
- 4 The period for agreeing to the written resolution is the period of 28 days beginning with the Circulation Date (see Section 297 CA06)

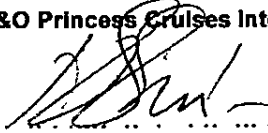
AGREEMENT BY SOLE MEMBER TO WRITTEN RESOLUTION

We, being the sole member of the Company:

- 1 confirm that we have received a copy of the above written resolution in accordance with sections 292 to 295 CA06, and
2. hereby resolve and agree that the above resolution is passed as a written resolution pursuant to Section 288 CA06 and that such resolution shall take effect as an ordinary resolution.

For and on behalf of

P&O Princess Cruises International Limited



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Date 07 March 2013