



Company Number SC027370

THE COMPANIES ACT 1985 (AS AMENDED)

COMPANY LIMITED BY SHARES

NORTHLINK FERRIES LIMITED

WRITTEN RESOLUTION

We, the members of NorthLink Ferries Limited (the "Company"), pursuant to the authority given by regulation 53 contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (which regulation applies to the Company pursuant to article 1 of the articles of association of the Company), pass the following resolutions as written resolutions to be as valid and effective as if passed as elective resolutions of the Company in general meeting

ELECTIVE RESOLUTIONS

- 1 "THAT, pursuant to Section 252 of the Companies Act 1985, the Company dispense with the requirement to lay its annual accounts and reports before the Company in general meeting "
- 2 "THAT pursuant to Section 366A of the Companies Act 1985, the Company dispense with the requirement to hold annual general meetings "
- 3 "THAT pursuant to Section 386 of the Companies Act 1985, the Company dispense with the requirement to appoint auditors annually "

Director

28/11/06

Date

