

Registered Number: 3157553

**THE COMPANIES ACT 1985**

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**COMPANY LIMITED BY SHARES**

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**WRITTEN RESOLUTION**

*of the sole member of*

**Magical Cruise Company Limited**  
(the 'Company')

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We, Walt Disney International Limited, being the sole member of the Company entitled to attend and vote at general meetings of the Company, **HEREBY RESOLVE:-**

**ELECTIVE RESOLUTIONS**

1. To adopt the following provisions of the elective regime:

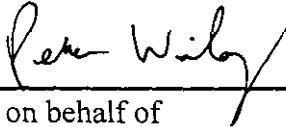
- (i) that the provisions of s80A of the Companies Act 1985 shall apply to the Company indefinitely instead of the provisions of s80(4) and (5) in relation to the giving or renewal hereafter of an authority for directors to allot shares under that section;
- (ii) that in accordance with s366A of the Companies Act 1985 the Company shall dispense with the holding of annual general meetings;
- (iii) that s369(4) and s378(3) of the Companies Act 1985 (majority required to sanction short notice of meeting) shall have effect in relation to the Company as if for the references to 95 per cent there were substituted references to 90 per cent;
- (iv) that in accordance with s252 of the Companies Act 1985 the Company shall dispense with the laying of accounts and reports before the Company in general meeting;
- (v) that in accordance with s386 of the Companies Act the Company shall dispense with the obligation to appoint auditors generally.



Dated: 11 January 2000

Member: Walt Disney International Limited

Signed:



For and on behalf of  
Walt Disney International Limited