

THOMAS COOK AIRLINES LIMITED
("Company")

Company Number: 02012379

SPECIAL WRITTEN RESOLUTION OF THE SOLE SHAREHOLDER OF THE COMPANY

Circulation Date: ... 12/6/9 2019

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution and we, the undersigned, being the sole member of the eligible members of the Company who (at the date of circulation of this resolution) would be entitled to vote on this resolution, hereby agree pursuant to section 288 of the Companies Act 2006 to the passing of the following special resolution by way of written resolution (the "**Special Resolution**"):

SPECIAL RESOLUTION

1. THAT the articles of association of the Company be amended by inserting:

1.1 a new paragraph (6) immediately following paragraph (5) of Article 27 as follows:

"Notwithstanding anything to the contrary in these articles, the provisions of paragraph (5) above will not apply and the directors of the Company will register any transfer of shares and may not suspend registration of such shares where such transfer:

(a) is to:

- i. a bank or financial institution or to a trust, fund or other entity which is regularly engaged in or established for the purpose of making, purchasing or investing in loans, securities or other financial assets or to an affiliate thereof (for purposes of these articles, any such entity a "**Financial Institution**") or an agent or trustee for any Financial Institution where a security interest has been or is purported to be granted over those shares (for purposes of these articles, each a "**Security**") that benefits a Financial Institution; and/or
- ii. a company or other entity to whom such shares are transferred at the direction of a Financial Institution and/or any administrative receiver, administrator, receiver or receiver and manager or similar entity (a "**Receiver**") pursuant to powers granted to it under the Security;

(b) is delivered to the Company for registration in order to perfect or protect any Security of a Financial Institution; or

(c) is executed by a Financial Institution or Receiver pursuant to a power of sale or other such power under any Security."

AGREEMENT:

Please read the notes at the end of this document before signifying your agreement to the Special Resolution.

The undersigned, a person entitled to vote on the Special Resolution on the Circulation Date hereby irrevocably agrees to the Special Resolution.



A8E6JATE

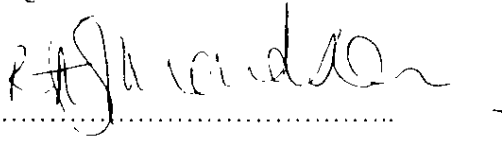
A14

17/09/2019

#169

COMPANIES HOUSE

Signed:

A handwritten signature in black ink, appearing to read 'R. J. Anderson', is written over a horizontal dotted line.

For and on behalf of **Thomas Cook Group Airlines Limited**

Date: ^{September} 10 August 2019