

3
COMPANY NO 308839
A

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION OF THE SOLE SHAREHOLDER

OF

A B CALLER & SONS LIMITED
("the Company")

CIRCULATION DATE. 19 SEPTEMBER 2014

WEDNESDAY



A36 24/09/2014 #97
COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 the directors of the Company propose that the following resolutions be passed as Special Resolutions

SPECIAL RESOLUTIONS

REDUCTION IN SHARE CAPITAL

IT IS RESOLVED

- 1 THAT the Company's ordinary share capital be reduced from £1,078,736 to £1 by cancelling and extinguishing in full 597,180 'A' ordinary shares of £1 each, 1,154,228 'B' ordinary shares of 1p each, 81,200 'C' ordinary shares of 1p each, 608,000 'D' ordinary shares of 1p each, 26,688 'E' ordinary shares of 1p each and 467,529 deferred shares of 99p each and transferring the amount paid up to the Company's profit and loss reserve
- 2 THAT the Company's ordinary share dividend account of £116,000 be cancelled and the amount paid up transferred to the Company's profit and loss reserve

The undersigned, being the sole member of the Company on the Circulation Date and entitled to vote on the Special Resolutions, hereby irrevocably agrees to the Special Resolutions

Signed.

Joyce Walter – Director

For and on behalf of Thomson Travel Group (Holdings) Limited

Dated. 19 September 2014

NOTES

- 1 Please indicate your agreement with the Special Resolution(s) above by signing and dating this document where indicated and returning it to Joanne Grant at TUI Travel House, Crawley Business Quarter, Fleming Way, Crawley, West Sussex RH10 9QL or Joanne.grant@tui-travel.com
- 2 Once you have indicated your agreement with the Special Resolution(s) you may not revoke your agreement
- 3 The Special Resolution(s) above will lapse unless agreed within 28 days of the Circulation Date