

Company number
3226964

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
RESOLUTION
OF
THOMSON TRAVEL GROUP (HOLDINGS) LIMITED

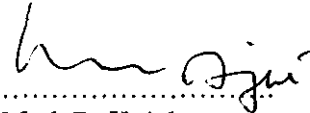
(passed on 6th October, 1999)

On 6th October, 1999 the following resolution was duly passed as a written resolution of the company:

Resolution

That:

- (1) the authorised share capital of the company be increased by £5,000,000 to £244,107,368 by the creation of an additional 25,000,000 ordinary shares of 20 pence each ranking pari passu in all respects as one class of shares with the existing ordinary shares in the capital of the company;
- (2)
 - (a) the directors be generally and unconditionally authorised to exercise all powers of the company to allot relevant securities (as defined for the purposes of section 80 of the Companies Act 1985) up to a maximum nominal amount of £5,000,000;
 - (b) this authority shall expire five years after the passing of this resolution;
 - (c) the company may, before this authority expires, make an offer or agreement which would or might require relevant securities to be allotted under this authority after it expires; and
 - (d) this authority shall be in addition to all existing authorities for the purpose of section 80 of the Companies At 1985.


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Mark D. Knight
Chairman

