

G

COMPANIES FORM No. 123

Notice of increase in nominal capital

123

CHA 116

Please do not
write in
this margin

Pursuant to section 123 of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies

For official use

Company number



3226964

Name of company

*Thomson Travel Group (Holdings) Limited

*insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 8th May, 1998 the nominal capital of the company has been

increased by £ 34,004,000 beyond the registered capital of £ 34,004,000.

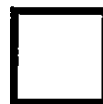
A copy of the resolution authorising the increase is attached.†

The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new
shares have been or are to be issued are as follows:

The new shares rank pari passu with the existing shares in the capital
of the company.

The resolution was passed subject to a condition which was satisfied on
18th May, 1998.

Please tick here if
continued overleaf



†Insert
Director,
Secretary,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

Signed

Designation ‡

Director
Secretary

Date 18.05.98

Presentor's name, address and
reference (if any):

Allen & Overy
One New Change
London
EC4M 9QQ

Ref: EJB/C2.216020

For official use
General Section

| Post room

