

Company No : 3343095

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS OF
SPECIALIST HOLIDAYS GROUP LIMITED

PASSED ON 26th March 2001

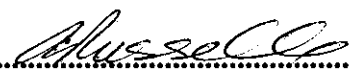
The following resolutions were duly passed as Written Resolutions of the Company by the sole shareholder on 26th March 2001.

RESOLUTIONS

Pursuant to Section 381A of the Companies Act 1985 we the undersigned, being all the members of the Company who at the date of this resolution are entitled to attend and vote at a meeting of the holders of the ordinary shares of the Company, unanimously resolved as an elective resolution in accordance with Section 379A of the Companies Act 1985 ("the Act").

- THAT (a) The provisions of Section 80A of the Act shall apply, instead of the provisions of Section 80(4) and (5) of the Act, in relation to the giving or renewal, after passing of this resolution, of an authority under the said Section 80.
- (b) The Company hereby elects:
- (i) pursuant to Section 252 of the Act, to dispense with the laying of accounts and reports before the company in general meeting;
 - (ii) pursuant to Section 366A of the Act, to dispense with the holding of annual general meetings;
 - (iii) pursuant to Section 386 of the Act, to dispense with the obligation to appoint auditors annually.




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Thomson Travel Group (Holdings) Limited
Sole Shareholder