Company No. 4051797

Companies Acts 1985 to 1989

DENTON WILDE SAPTE

CERTIFIED A TRUE COPY

OF THE ORIGINAL

DENTON WILDE SAPTE 1 FLEET PLACE LONDON EC4M 7WS

Company limited by Shares Resolutions in writing of the Members

of

Opodo Limited (the "Company")

Passed on 30 JUNE 2004

A07 0516
COMPANIES HOUSE 28/07/04

We the undersigned being all the members of the Company for the time being entitled to attend and vote at general meetings of the Company hereby RESOLVE in writing (acting pursuant to Article 54 of the Articles of Association) as follows:

Ordinary Resolution

1. That €30,000,000 of the Company's authorised but un-issued share capital be re-designated as 30,000,000 redeemable convertible shares of 1 Euro each, with the rights and subject to the restrictions set out in the Company's articles of association as amended by resolution number 2.

Special Resolution

- 2. That the articles of association of the company be altered as follows:
- 2.1 By inserting a new definition in Article 1 to read as follows:

""Effective Time" means 00:00 hours on 31 December 2004 or such earlier date as may be specified by the company in writing to the holders of the redeemable convertible shares;"

2.2 By amending Article 2 to read as follows:

"The authorised share capital of the company is 333,000,000 Euros divided into 303,000,000 ordinary shares of 1 Euro each and 30,000,000 redeemable convertible shares of 1 Euro each."

2.3 By adding a new Article 3 as follows:

"The redeemable convertible shares shall confer the same rights as attach to the ordinary shares hereunder and shall rank in all respects pari passu with the ordinary shares except as expressly provided for in these Articles." And renumbering the remaining Articles accordingly.

- 2.4 By inserting in Article 3.1 (as was) after the words "This authority extends" the following words: "to the redeemable convertible shares and"
- 2.5 By adding two new sections after the section headed "Calls on Share and Forfeiture" such new sections to be headed "Redemption" and "Conversion". The new section headed "Redemption" shall comprise of three new Articles as follows:

"Subject to law, the company shall have the right at any time to redeem in whole or in part the redeemable convertible shares for the time being in issue upon giving to the holders of such shares 3 days' prior notice in writing provided that such notice must be given prior to the Effective Time.

Upon delivery of a redeemable convertible share certificate for redemption the company shall pay to such holder the amount due to him in respect of such redemption and shall cancel the certificate. If any certificate so delivered to the company includes any shares which are not to be redeemed on that occasion a fresh certificate for such unredeemed shares shall be issued to the holder.

The amount payable on the redemption of a redeemable convertible share shall be the amount subscribed and paid up (including any premium) for such share."

The new section headed "Conversion" shall comprise of one new Article to be as follows:

"At the Effective Time the redeemable convertible shares held by each of the holders thereof provided they have not already been redeemed in accordance with Article 30 shall convert into an equal number of ordinary shares."

The remaining Articles shall be renu	umbered accordingly.
SIGNED by Jose A. TAZOW for and on behalf of AMADEUS GLOBA TRAVEL DISTRIBUTION, S.A. in the presence of:	L) for A fail
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SIGNED by for and on behalf of AER LINGUS LIMITED in the presence of:)))

And renumbering the remaining Articles accordingly.

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AEREAS DE ESPANA S.A. in the presence of: SIGNED by HA SSC 6C / EC A STORT for and on behalf of KONINGKLIJKE LUCHTVAART MAATSCHAPPIJ NV in the presence of: SIGNED by for and on behalf of LUFTHANSA	for and on hehalf of TRERIA LINEAS	
in the presence of: SIGNED by HA SSC 6005 / JEC 2005 / For and on behalf of KONINGKLIJKE LUCHTVAART MAATSCHAPPIJ NV in the presence of: SIGNED by for and on behalf of LUFTHANSA		
SIGNED by HA SSC-60 / TEC AND STORED by for and on behalf of KONINGKLIJKE LUCHTVAART MAATSCHAPPIJ NV in the presence of: SIGNED by for and on behalf of LUFTHANSA	그리트 그리는 그 그리는 그 그 그 그리는 그리는 그리는 그리는 그리는 그리는	
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in the presence of: SIGNED by for and on behalf of LUFTHANSA	for and on behalf of KONINGKLIJKE	7)
signed by for and on behalf of LUFTHANSA	LUCHTVAART MAATSCHAPPIJ NV	· · · · · · · · · · · · · · · · · · ·
SIGNED by) for and on behalf of LUFTHANSA)		
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for and on behalf of LUFTHANSA)		
for and on behalf of LUFTHANSA)	SIGNED by	<u>트)</u> 대통령 문문 중앙 최고 발생으로 받아
COMMERCIAL HOLDING GmbH)	for and on behalf of LUFTHANSA	
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in the presence of:		

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APPROVED: AMS/DJ

SIGNED by)	
for and on behalf of AIR FRANCE)	
FINANCE S.A.)	
in the presence of:	
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in the presence of:	
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SIGNED by	
for and on behalf of	
BRITISH AIRWAYS plc	
in the presence of:)
마음 경기를 받는 것으로 가득하다는 것이다. 이 글을 다른 것으로 되었다. 이 교육하를 보는 것이 되는 것이다.	밝혀는 이번 보면 보다 보이 모든 모든
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SIGNED by	선물 보이라 맛있는데 하는
for and on behalf of IBERIA LINEAS	
AEREAS DE ESPANA S.A.	
in the presence of:	
SIGNED by	
for and on behalf of KONINGKLIJKE	
LUCHTVAART MAATSCHAPPIJ NV	
in the presence of:	
SIGNED by D. Martin Wirdmen	
for and on behalf of LUFTHANSA	5 6 6 6 7 6 6 6 6 6 6 6 6 6 6 6 6 6 6 6
COMMERCIAL HOLDING GmbH	1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1
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