

PRIVATE COMPANY LIMITED BY SHARES

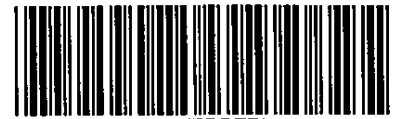
WRITTEN MEMBER RESOLUTIONS

of

OPODO LIMITED

(the *Company*)

FRIDAY



A39 *A9VEBPF7* 26/11/2010 115
COMPANIES HOUSE

Pursuant to chapter 2 of part 13 of the Companies Act 2006 (the *Act*), the directors of the Company propose that resolution 1 shall be passed as an ordinary resolution and resolution 2 shall be passed as a special resolution (resolution 1 and 2 together, the *Resolutions*)

ORDINARY RESOLUTION

1 **THAT** each authorised and issued deferred share of €0 90 in the capital of the Company be sub-divided into nine deferred shares of €0 10 each

SPECIAL RESOLUTION

2 **THAT** in accordance with section 21 of the Companies Act 2006, the Company's articles of association be amended as follows

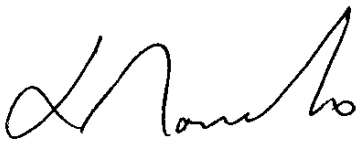
- (a) The definition of "effective time" in paragraph 1 1 be deleted in its entirety;
- (b) Paragraphs 2, 2 1, 2 2, 2 3, 2 4, 3 1 and 3 2 shall be deleted in their entirety,
- (c) The words "the redeemable shares and" in the second sentence of paragraph 4 1 shall be deleted,
- (d) The heading "Share Rights" immediately before paragraph 9 shall be deleted
- (e) Paragraphs 9, 10, 10 1, 10 2, 10 3, 11, 11 1, 11 2, 11 3 and 11 4 shall be deleted in their entirety,
- (f) The words "but the directors may waive payment of the interest wholly or in part (other than interest payable in relation to any A Shares (which shall not be capable of waiver by the directors))" shall be deleted at the end of paragraph 21,
- (g) The heading "Redemption" immediately before paragraph 29 shall be deleted,
- (h) Paragraphs 29, 30, 31 and 32 shall be deleted in their entirety,
- (i) The heading "Conversion" immediately before paragraph 33 shall be deleted,
- (j) Paragraph 33 shall be deleted in its entirety,
- (k) Paragraph 35 shall be deleted in its entirety and replaced with the following

"35 The directors shall have an absolute right, without assigning any reason therefore, to refuse to register the transfer of any shares (whether fully paid or not)", and
- (l) Paragraphs 36, 37, 38, 39 and 40 shall be deleted in their entirety

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolutions

I, the undersigned, being entitled and authorised on behalf of the sole shareholder of the Company to vote on the above Resolutions on 23 November 2010 (the *Circulation Date*), irrevocably agree to such the Resolutions

Name of corporate member	AMADEUS IT GROUP SA	
Name and position of signatory	Luis Maroto Camino Deputy CEO	
Signed by authorised person on behalf of corporate member		
		Dated 23/Nov/2010

NOTES

1 If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods

By Hand delivering the signed copy to Angela Bourton, Opodo Limited, Waterfront, Hammersmith Embankment, Chancellors Road, London W6 9RU or to any director of the Company,

Post returning the signed copy by post to Angela Bourton, Opodo Limited, Waterfront, Hammersmith Embankment, Chancellors Road, London W6 9RU, or

E-mail by attaching a scanned copy of the signed document to an e-mail and sending it to Angela Bourton@opodo.com Please enter "Written resolutions" with the Circulation Date in the e-mail subject box

If you do not agree to the Resolutions, you do not need to do anything you will not be deemed to agree if you fail to reply

2 Once you have indicated your agreement to the resolution, you may not revoke your agreement

3 Unless, by 28 days following the Circulation Date, sufficient agreement has been received for the Resolutions to pass, they will lapse If you agree to the Resolutions, please ensure that your agreement reaches us before or on this date

4 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document

