

Company number: 4293908

The Companies Act 2006

Company limited by shares

Destinology Limited

Resolutions in writing of the eligible members of the company proposed by the directors of the company in accordance with section 288 of the Companies Act 2006


We, the undersigned, being the required majority of eligible members of the company **resolve** as follows

Special resolutions

- 1 **That** the company reduce its share capital from £1,050,000 divided into 830,000 Ordinary shares of £1 each and 220,000 9% Cumulative Redeemable Preference shares of £1 each to £635,000 divided into 415,000 Ordinary shares of £1 each and 220,000 9% Cumulative Redeemable Preference shares of £1 each by cancelling and repaying 415,000 Ordinary shares of £1 each

That the provisions of article 2(v) of the Company's articles of association shall not apply to the reduction of capital referred to in the preceding resolution and accordingly that the holders of the 415,000 Ordinary shares of £1 each to be cancelled and repaid pursuant thereto shall be entitled to a capital repayment of £415,000 in priority to, and to the exclusion of, the holders of the 9% Cumulative Redeemable Preference shares of £1 each.

Dated 22nd APRIL 2013


Name Dominic James Speakman

FRIDAY



A273NCXE

A33

26/04/2013

#359

COMPANIES HOUSE

Destinology Limited

Dear member

This notice explains how the attached written resolutions will be passed.

How to agree to the resolutions

The written resolutions must be agreed to by members representing 75% of the total voting rights because they are special resolutions

If you do not agree to the written resolutions, you do not need to do anything. If, however, you agree to the written resolutions, you should signify your agreement by signing and dating the enclosed copy of the written resolutions and returning it to the Company using one of the following methods

by delivering the signed written resolutions by hand or sending it by post to Alan Heasman, Destinology Limited, Hall Lane, Lostock, Bolton, Lancashire, BL6 4BL, or

by attaching a scanned copy of the signed written resolutions to an email and sending it to alan.heasman@destinology.co.uk You should type "Written resolution" in the email subject box

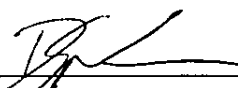
Please note that once you have signified your agreement to the written resolutions you may not later change your mind and revoke your consent

The resolutions are passed on the date that the company receives from the required majority of eligible members their agreement to the passing of the resolutions.

Time period for passing the resolutions

These written resolutions will lapse, if they are not passed by 20th MAY 2013 Your agreement to the resolutions must therefore be received no later than this date If your agreement to the resolutions is received after this date it will be ineffective.

Dated 22nd APRIL 2013



Director/company secretary

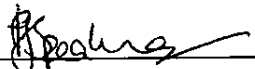
Company number 4293908


Destinology Limited

Written consent to waiver of share class rights

We, the undersigned, being the holders of not less than three-quarters in nominal value of the issued 9% Cumulative Redeemable Preference shares of £1 each in the capital of the Company hereby **consent** to the waiver of the rights attached to such class of shares by agreeing to the passing as members' written resolutions of the special resolutions set out on the form of written resolutions attached hereto, and to the alteration or abrogation of any of the special rights attaching to the said 9% Cumulative Redeemable Preference shares effected thereby or involved therein and direct and authorise the directors to act pursuant to such resolutions

Dated 22nd APRIL 2013


Name PAUL SPEAKMAN
On behalf of Namulas Pension Trustees Ltd


Name DEREK LORTON
On behalf of Travel Counsellors Plc