

TOTAL AVIATION LIMITED

(the "Company")

RESOLUTIONS IN WRITING OF THE DIRECTORS OF THE COMPANY PASSED ON 10 MAY 2010

1 SALE OF THE COMPANY AND CORPORATE BENEFIT

- 1 1 These resolutions are passed in connection with the completion of the sale of the entire issued share capital of Enigma Travel Group Limited by those persons named in Schedule 6 to the Agreement (as defined below) ("**Sellers**") to HOTELPLAN (U K GROUP) LIMITED ("**Purchaser**") pursuant to a share purchase agreement dated 10 May 2010 ("**Agreement**")
- 1 2 It is confirmed that these resolutions and the documents referred to in them have been carefully considered by the directors and that they have a full understanding of their effect and their implications for the Company. It is further confirmed that the directors have given careful consideration as to whether these resolutions and such documents are in the best interests of the Company and taking into account, amongst other things, the matters referred to in section 172(1) of the Companies Act 2006 ("Act"), likely to promote the success of the Company for the benefit of its members as a whole

2 DECLARATION OF INTEREST

It is noted that by this document Messrs Appleton, Dyer and Perrin had each notified the Company of their respective interests in the matters to be addressed in these resolutions in accordance with sections 177 and 182 of the Act and the Company's articles of association

3 CHANGE OF DIRECTORS

- 3 1 It is noted that the following people have consented to act as directors of the Company and IT IS RESOLVED that they be appointed additional directors with effect from 11 p.m. on 10 May 2010

- Markus Glesti, and
- Hans Lerch



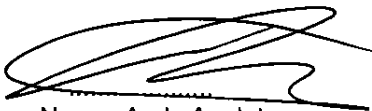
tendered in accordance with the Agreement such resignation be accepted immediately upon being tendered

5. FILING

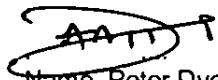
IT IS RESOLVED that the following be filed with the Registrar of Companies

- 5 1 Forms AP01 (x2) (notice of appointment of director),
- 5 2 a copy of the letter of resignation of BT as auditors of the Company,

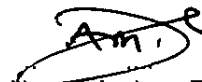
SIGNED by the directors



Name Andy Appleton



Name Peter Dyer by his duly authorised attorney



Name Andrew Perrin