

**CERTIFIED TO BE A TRUE COPY
SLAUGHTER AND WAY**

Company Number 06062179

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

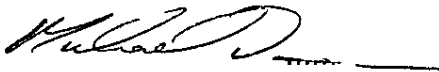
THOMAS COOK INVESTMENTS (2) LIMITED (the "Company")

**PROPOSED BY THE BOARD OF DIRECTORS OF THE COMPANY IN ACCORDANCE WITH
SECTION 291 OF THE COMPANIES ACT 2006**

SPECIAL RESOLUTION

That the share capital of the Company be reduced from £1,500,000,000 divided into 1,500,000,000 ordinary shares of £1 each to £450,000,000 divided into 1,500,000,000 ordinary shares of 30 pence each by the cancellation of 70 pence of nominal amount on each of the issued paid up shares of £1

By order of the board



~~Director~~ Secretary

30/01/08

Date

THURSDAY



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COMPANIES HOUSE

- 1 Eligible members are the members who would have been entitled to vote on the resolution on the circulation date of the written resolution
- 2 The circulation date of the written resolution is 30 January, 2008 (the "**Circulation Date**")
- 3 The procedure for signifying agreement by an eligible members to written resolution is as follows
 - (A) A member signifies his agreement to a proposed written resolution when the company receives from him (or someone acting on his behalf) an authenticated document –
 - i identifying the resolution to which it relates, and
 - ii indicating his agreement to the resolution
 - (B) The document must be sent to the company in hard copy form or in electronic form
 - (C) A member's agreement to a written resolution, once signified, may not be revoked
 - (D) A written resolution is passed when the required majority of eligible members have signified their agreement to it
- 4 The period for agreeing to the written resolution is the period of 28 days beginning with the Circulation Date

AGREEMENT BY ELIGIBLE MEMBERS TO WRITTEN RESOLUTION

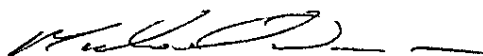
We, being together all the eligible members of the Company

- 1 confirm that we have received a copy of the above written resolution in accordance with section 291 of the Companies Act 2006, and
- 2 hereby resolve and agree that the above resolution is passed as a written resolution pursuant to Section 288 of the Companies Act 2006 and that such resolution shall take effect as a special resolution



For and on behalf of **Thomas Cook Group plc**

Date 30/01/08



For and on behalf of **Thomas Cook Group Management Services Limited**

Date 30/01/08