

Company number 6091951

SATURDAY



AFTDE8CT

A40

21/03/2009

148

COMPANIES HOUSE

Special Resolutions of:

THOMAS COOK GROUP PLC (the "Company")

(Passed on 19 March 2009)

At the Annual General Meeting of the shareholders of the Company held at The Lincoln Centre, 18 Lincoln's Inn Fields, London WC2A 3ED on 19 March 2009 at 1.30 pm, the following resolutions were passed as Special resolutions as set out below:

Resolution 12

Authority to disapply pre-emption rights

That if resolution 11 is passed, the Directors be authorised to allot equity securities (as defined in the Companies Act 1985) for cash under the authority given by that resolution and/or where the allotment constitutes an allotment of equity securities by virtue of section 94(3A) of the Companies Act 1985, free of the restriction in section 89(1) of the Companies Act 1985, such authority to be limited:

- (a) to the allotment of equity securities in connection with an offer of equity securities (but in the case of the authority granted under paragraph (b) of resolution 11, by way of a rights issue only):
 - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) to holders of other equity securities, as required by the rights of those securities or, as the Board otherwise considers necessary,

and so that the Board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and

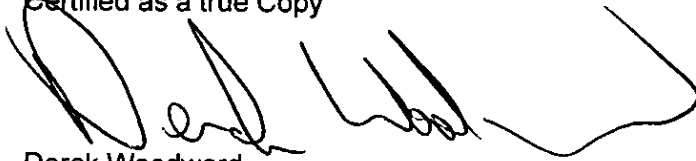
- (b) in the case of the authority granted under paragraph (a) of resolution 11, to the allotment (otherwise than under paragraph (a) of this resolution 12) of equity securities up to a nominal amount of €4,291,464,

such authority to apply until the end of the 2010 AGM or, if earlier, until the close of business on 18 June 2010, but during this period the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted after the authority ends and the Board may allot equity securities under any such offer or agreement as if the authority had not ended.

Resolution 13
Notice of General Meetings

That, a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.

Certified as a true Copy

A handwritten signature in black ink, appearing to read 'Derek Woodward', written over the printed name.

Derek Woodward
19 March 2009