

Company number 6091951

Special Resolutions of:

THOMAS COOK GROUP PLC (the "Company")

(Passed on 20 February 2014)

At the Annual General Meeting of the shareholders of the Company held at 1st floor, North Building, 200 Aldersgate, London EC1A 4HD on 20 February 2014 at 10 30am, the following resolutions were passed as Special Resolutions as set out below

Resolution 17

Authority to allot shares – disapplication of pre-emption rights

That, subject to the passing of Resolution 16, the Board be authorised to allot equity securities (as defined in section 560 of the Companies Act 2006) for cash under the authority conferred by Resolution 16 and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, provided that this power shall be limited to

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- a) the allotment of equity securities and sale of treasury shares for cash in connection with an offer of, or invitation to apply for, equity securities (but in the case of the authority granted under paragraph (a) of Resolution 16, by way of a rights issue only)
 - (i) to the holders of ordinary shares 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,

but subject to such exclusions or other arrangements as the Board may deem necessary or expedient in relation to 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 (b) of Resolution 16 and/or in the case of any transfer of treasury shares which is treated as an allotment of equity securities under section 560(3) of the Companies Act 2006, the allotment (otherwise than under paragraph (a) above) of equity securities up to a nominal amount of €726,792

Such power to apply until the close of business on 19 May 2015 or, if earlier, the conclusion of the next Annual General Meeting of the Company (unless previously varied or revoked by the Company in general meeting) save that during this period the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the power ends and the Board may allot equity securities in pursuance of any such offer or agreement as if the power had not ended

Resolution 18

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

WEDNESDAY



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26/02/2014

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COMPANIES HOUSE

Certified as a true Copy

A handwritten signature in black ink, appearing to read 'Derek Woodward', written in a cursive style.

Derek Woodward
20 February 2014