

Company number 6091951

WEDNESDAY



Special Resolutions of:

THOMAS COOK GROUP PLC (the "Company")
(Passed on 11 February 2011)

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 11 February 2011 at 10 00 am, the following resolutions were passed as Special resolutions as set out below

Resolution 12

Authority to disapply pre-emption rights

That, subject to the passing of Resolution 11, the Board be authorised to allot equity securities (as defined in the Companies Act 2006) for cash under the authority conferred by Resolution 11 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

- (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 11, 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

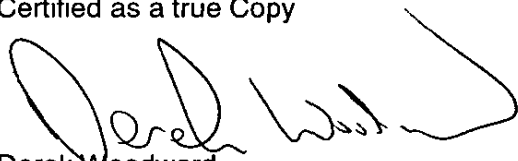
- (b) in the case of the authority granted under paragraph (b) of Resolution 11 and/or in the case of any transfer of treasury shares which is treated as an allotment of equity securities under section 560(3) of the Companies Act 2006, the allotment (otherwise than under paragraph (a) above) of equity securities up to a nominal amount of €4,291,464,

such power to apply until the close of business on 10 May 2012 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 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 a horizontal line.

Derek Woodward
11 February 2011