

Company Number: 06091951

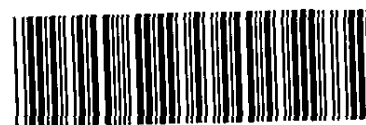
THE COMPANIES ACT 2006

RESOLUTIONS

OF

THOMAS COOK GROUP PLC

WEDNESDAY



A60C161M

A16

15/02/2017

#228

COMPANIES HOUSE

At the Annual General Meeting of the Company convened on 9 February 2017, the following resolutions were duly passed as Special Resolutions,

General authority to disapply pre-emption rights

20. That.

a. the Board be given power:

i (subject to the passing of resolution 17), to allot equity securities (as defined in section 560 of the Companies Act 2006) for cash pursuant to the authority conferred on them by that resolution under section 551 of that Act, and

ii to allot equity securities as defined in section 560(3) of that Act (sale of treasury shares) for cash, in either case as if section 561 of that Act did not apply to the allotment but this power shall be limited:

A. to the allotment of equity securities in connection with an offer or issue of equity securities to or in favour of.

I holders of ordinary shares in proportion (as nearly as may be practicable) to their existing holdings; and

II. holders of other equity securities if this is required by the rights of those securities or, if the directors consider it necessary, as permitted by the rights of those securities,

and so that the directors may make such exclusions or other arrangements as they consider expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems under the laws in any territory or the requirements of any relevant regulatory body or stock exchange or any other matter; and

B to the allotment of equity securities (otherwise than under paragraph (A) above) up to a maximum nominal amount of €767,926;

b. this power shall expire at the conclusion of the next AGM of the Company after the passing of this resolution or, if earlier, at the close of business on 31 March 2018;

- c the Company may, before this power expires, make an offer or agreement which would or might require equity securities to be allotted after it expires and the directors may allot equity securities in pursuance of such offer or agreement as if this power had not expired

Additional authority to dis-apply pre-emption rights

21. That:

- a in addition to any authority granted under resolution 20, the directors be given power
 - i subject to the passing of resolution 17, to allot equity securities (as defined in section 560 of the Companies Act 2006) for cash pursuant to the authority conferred on them by that resolution under section 551 of that Act; and
 - ii. to allot equity securities as defined in section 560(3) of that Act (sale of treasury shares) for cash, in either case as if section 561 of that Act did not apply to the allotment or sale, but this power shall be.
 - A limited to the allotment of equity securities up to a maximum nominal amount of €767,926; and
 - B used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Board of the Company determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,
- b. this power shall expire at the conclusion of the next AGM of the Company after the passing of this resolution or, if earlier, at the close of business on 31 March 2018; and
- c the Company may, before this power expires, make an offer or enter into an agreement, which would or might require equity securities to be allotted after it expires and the directors may allot equity securities in pursuance of such offer or agreement as if this power had not expired

Notice period for general meetings

- 22 That a general meeting other than an AGM may be called on not less than 14 clear days' notice**



Alice Marsden
Company Secretary