

Company Number: 06091951

THE COMPANIES ACT 2006

RESOLUTIONS

OF

THOMAS COOK GROUP PLC

FRIDAY



At the Annual General Meeting of the Company convened on 7 February 2019, the following resolutions were duly passed as Special Resolutions;

General authority to disapply pre-emption rights

17. That:

- a. the Directors be given power, subject to passing of resolution 16:
 - i. 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 as required by the rights of those securities or, as the Directors otherwise consider necessary;

but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in, or under the laws of, 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 2020;
- 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 disapply pre-emption rights

18. That:

- a. in addition to any authority granted under resolution 17, the Directors be given power, subject to the passing of resolution 16:
 - i. 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 Directors determine 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 2020; 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

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


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Alice Marsden
Company Secretary