

Company No. 7581191

THE COMPANIES ACT 2006

SATURDAY



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A74U6NRS

28/04/2018

#156

COMPANIES HOUSE

PRIVATE COMPANY LIMITED BY SHARES

**WRITTEN RESOLUTION
OF
HOLIDAY EXTRAS INVESTMENTS LIMITED**

On 23rd April 2018 the following special resolutions were duly passed as a written resolution of the Company pursuant to section 288 of the Companies Act 2006:

SPECIAL RESOLUTIONS

1. That the existing articles of association of the Company be amended as follows:

a) A new article 52.1 be inserted following the existing article 52

"52.1 On a sale or trade sale of the Company, return of capital on liquidation, winding up or otherwise (other than on conversion, redemption or purchase of shares) the surplus assets of the Company remaining after the payment of its liabilities and available for distribution amongst the members shall be applied as follows:

1.1.1 first, amongst the holders of the Deferred Shares and Ordinary Shares in respect of the nominal value of such shares;

1.1.2. secondly, any balance to the holders of the Ordinary Shares."

b) The following new article 22.1(a) shall be inserted following the existing article 22.1:

"22.1(a) The holders of the Deferred Shares shall not be entitled to receive notice of, attend or vote at any general meeting of the Members of the Company."

c) The following new article 49.2(a) shall be inserted following the existing article 49.2:

"49.2(a) For the avoidance of doubt, the Deferred Shares shall not be entitled to any dividends."

d) The following definition of Deferred Shares shall be inserted in article 1, immediately following the definition of Directors:

"Deferred Shares" means the deferred shares of £1.00 each in the capital of the Company in issue from time to time.

2. That the sum of £24m being part of the Company's merger reserves be and is hereby capitalised and such amount be appropriated as capital to the holders of 6,000,000 ordinary shares of £0.10 each in the capital of the Company (the "Ordinary Shares"), and that the directors be and are hereby authorised to apply such sum in paying up in full deferred shares of £1.00 each in the capital of the Company (the "Deferred Shares") and to allot and issue such Deferred Shares, credited as fully paid up, to the holders of Ordinary Shares at the rate of 4 new Deferred Shares for every 1 existing Ordinary Share held by them.

3. That all and any pre-emption rights of the shareholders of the Company pursuant to the articles of association of the Company or otherwise, are hereby irrevocably and unconditionally waived and disappplied in relation to the Deferred Shares and the C Shares.

A handwritten signature in black ink, consisting of a stylized 'D' followed by a horizontal line and a small upward curve.

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Director