



A14 17/09/2019 #209
COMPANIES HOUSE

THOMAS COOK INVESTMENTS (2) LIMITED
("Company")

Company Number: 06062179

SPECIAL WRITTEN RESOLUTION OF THE SHAREHOLDERS OF THE COMPANY

Circulation Date:....10/09/..... 2019

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution and we, the undersigned, being a member of the eligible members of the Company who (at the date of circulation of this resolution) would be entitled to vote on this resolution, hereby agree pursuant to section 288 of the Companies Act 2006 to the passing of the following special resolution by way of written resolution (the "**Special Resolution**");

SPECIAL RESOLUTION

1. **THAT** the articles of association of the Company be amended as follows:

1.1 the heading of Article 8 is renamed "Transfer and Transmission of Shares; Liens";

1.2 a new Article 8.3 immediately following Article 8.2 is inserted as follows:

"Notwithstanding anything to the contrary in these articles or Table A, the provisions of Article 8.1 will not apply and the directors of the Company will register any transfer of shares and may not suspend registration of such shares where such transfer:

(A) is to:

- i. a bank or financial institution or to a trust, fund or other entity which is regularly engaged in or established for the purpose of making, purchasing or investing in loans, securities or other financial assets or to an affiliate thereof (for purposes of these articles, any such entity a "**Financial Institution**") or an agent or trustee for any Financial Institution where a security interest has been or is purported to be granted over those shares (for purposes of these articles, each a "**Security**") that benefits a Financial Institution; and/or
- ii. a company or other entity to whom such shares are transferred at the direction of a Financial Institution and/or any administrative receiver, administrator, receiver or receiver and manager or similar entity (a "**Receiver**") pursuant to powers granted to it under the Security;

(B) is delivered to the Company for registration in order to perfect or protect any Security of a Financial Institution; or

(C) is executed by a Financial Institution or Receiver pursuant to a power of sale or other such power under any Security."; and

1.3 a new Article 8.4 immediately following Article 8.3 is inserted as follows:

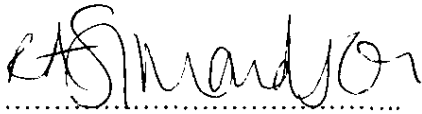
"Notwithstanding anything contained in these Articles or Table A, the provisions of Regulation 8 of Table A will not apply in respect of any shares where a security is purported to be granted over those shares that benefits a Financial Institution and the directors (or director if there is only one) of the Company may not exercise its rights of lien over any such share where a Security is purported to be granted over those shares that benefits a Financial Institution. Regulation 8 of Table A will be modified accordingly."

AGREEMENT:

Please read the notes at the end of this document before signifying your agreement to the Special Resolution.

The undersigned, a person entitled to vote on the Special Resolution on the Circulation Date hereby irrevocably agrees to the Special Resolution.

Signed:


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For and on behalf of Thomas **Cook Group Management Services Limited**

September
Date: 10 ~~August~~ 2019

NOTES:

- (1) You can choose to agree to all of the resolutions or none of them but you cannot agree to only some of the resolutions. If you agree to all of the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:

- By hand or by post: signed copy to be delivered/sent to Latham & Watkins, 99 Bishopsgate, London, EC2M 3XF, United Kingdom FAO Michael Spurrirt / Robert Lowe; or
- By e-mail: scanned copy of the signed document to be attached to an email and sent to Michael.Spurrirt@lw.com and/or Robert.lowe@lw.com with "Project Mercury" in the subject box.

If you do not agree to all of the resolutions you do not need to do anything: you will not be deemed to agree if you fail to reply.

- (2) Once you have indicated your agreement to the resolutions you may not revoke your agreement.
- (3) Unless by 28 days after the Circulation Date sufficient agreement has been received for the resolutions to pass, they will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or on this date.