

THE COMPANIES ACTS 1985 to 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION

of
THOMAS COOK WEST INVESTMENTS LIMITED
(Company No. 08157544)

(the "Company")

3 November 2015

(the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose the following resolution as a special resolution (the "Resolution")

SPECIAL RESOLUTION

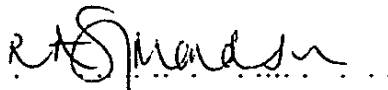
- (1) THAT the entire share premium account of the Company be cancelled and the amount of the share premium account so cancelled be credited to a reserve of the Company

AGREEMENT

Please read the notes accompanying this document before you signify your agreement to this Resolution.

The undersigned being the sole member entitled to vote on the Resolution on the Circulation Date hereby irrevocably agrees to the Resolution

Signed



Rebecca Symondson
For and on behalf of

Name:

THOMAS COOK GROUP MANAGEMENT
SERVICES LIMITED

for and on behalf of

SANDBROOK OVERSEAS INVESTMENTS LIMITED

Date.

3.11.2015



NOTES

1 If you agree to the Resolution, 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 delivering the signed copy to James Dabell, 99 Bishopsgate, London EC2M 3XF
- Post returning the signed copy by post to James Dabell, 99 Bishopsgate, London EC2M 3XF
- E-mail by attaching a scanned copy of the signed document to an e-mail and sending it to james.dabell@lw.com

If you do not agree to the Resolution, 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 Resolution, you may not revoke your agreement
- 3 Unless, by the end of a period of 28 days from the Circulation Date, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date
- 4 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.

**THE COMPANIES ACTS 1985 to 2006
PRIVATE COMPANY LIMITED BY SHARES**

WRITTEN RESOLUTION

of

**THOMAS COOK WEST INVESTMENTS LIMITED
(Company No. 08157544)**

(the "Company")

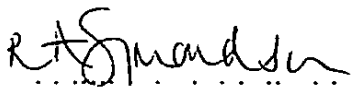
Passed on 3rd November 2015

(the "Resolution Date")

On the Resolution Date, the following resolution was duly passed as a special resolution by way of a written resolution under Chapter 2 of Part 13 of the Companies Act 2006

SPECIAL RESOLUTION

- (1) THAT the entire share premium account of the Company be cancelled and the amount of the share premium account so cancelled be credited to a reserve of the Company



Rebecca Symondson
For and on behalf of
Director **THOMAS COOK GROUP MANAGEMENT**
SERVICES LIMITED