

COMPANY NO 1456086

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION OF THE SOLE SHAREHOLDER

OF

**TUI UK RETAIL LIMITED
("the Company")**

CIRCULATION DATE 16 SEPTEMBER 2013

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

SPECIAL RESOLUTION

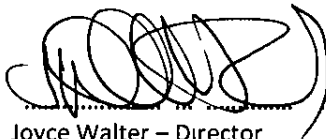
REDUCTION IN SHARE CAPITAL

IT IS RESOLVED

THAT the Company's share capital be reduced from £88,000,000 divided into 88,000,000 ordinary shares of £1 each to one million ordinary shares of £1 by cancelling and extinguishing in full 87,000,000 ordinary shares and transferring the amount paid up to the Company's profit and loss reserve account

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

Signed



Joyce Walter – Director
For and on behalf of TUI UK Limited

Dated 16 September 2013

NOTES

- 1 Please indicate your agreement with the Resolution(s) above by signing and dating this document where indicated and returning it to Richard Swan at TUI Travel House, Crawley Business Quarter, Fleming Way, Crawley, West Sussex RH10 9QL or richard.swan@tuitravel.com
- 2 Once you have indicated your agreement with the Resolution(s) you may not revoke your agreement
- 3 The Resolution(s) above will lapse unless agreed within 28 days of the Circulation Date

WEDNESDAY



A10 25/09/2013 #7
COMPANIES HOUSE