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IN THE HIGH COURT OF JUSTICE

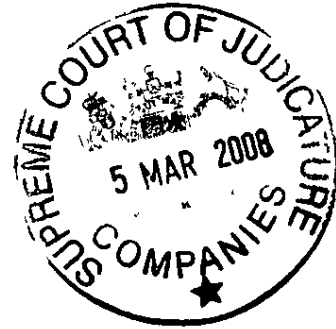
No 1349 of 2008

CHANCERY DIVISION

COMPANIES COURT

REGISTRAR SIMMONDS

Wednesday the 5th day of March 2008



IN THE MATTER OF THOMAS COOK INVESTMENTS (2) LIMITED

-and-

IN THE MATTER OF THE COMPANIES ACT 1985



UPON THE Claim Form of the above named Thomas Cook Investments (2) Limited (hereinafter called the "**Company**") whose registered office is situated at The Thomas Cook Business Park, Coningsby Road, Peterborough, Cambridgeshire PE3 8SB on 14 February 2008 preferred unto this Court

AND UPON HEARING Counsel for the Company

AND UPON READING the said Claim Form and the evidence

THIS COURT ORDERS THAT the reduction of the capital of the Company from £1,500,000,000 to £450,000,000 resolved on and effected by a written resolution taking effect as a Special Resolution be and the same is hereby confirmed in accordance with the provisions of the above-mentioned Act

AND THE COURT APPROVES the Minute set forth in the Schedule hereto

AND IT IS ORDERED THAT

- 1 this Order be produced by the Company to the Registrar of Companies and that it deliver an Office Copy to him together with a copy of the said Minute
- 2 notice of the registration by the Registrar of Companies of this Order and of the said Minute be published by the Company once in "The Times" newspaper within 21 days after such registration

THURSDAY



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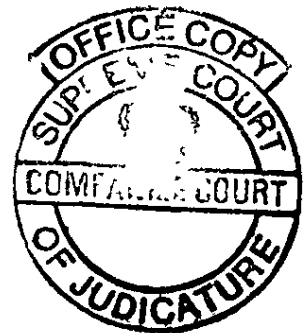
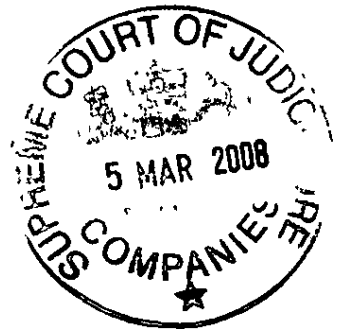
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COMPANIES HOUSE

THE SCHEDULE BEFORE REFERRED TO
MINUTE APPROVED BY THE COURT

"The share capital of Thomas Cook Investments (2) Limited was by virtue of a written resolution taking effect as a special resolution and with the sanction of an Order of the High Court of Justice dated the 5th day of March, 2008 reduced from £1,500,000,000 divided into 1,500,000,000 shares of £1 each to £450,000,000 divided into 1,500,000,000 shares of 30p each At the date of registration of this Minute all of the shares of 30p each are issued and are deemed to be fully paid up "



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IN THE MATTER OF THOMAS COOK
INVESTMENTS (2) LIMITED

-and-

IN THE MATTER OF THE
COMPANIES ACT 1985

ORDER

confirming Reduction of Capital

Slaughter and May,
One Bunhill Row,
London, EC1Y 8YY

Tel 020 7600 1200
Ref JCC/CDC