

Company No 7714007

WRITTEN RESOLUTION

OF

TCCT HOLDINGS UK LIMITED (the "Company")

Circulation Date 1st October 2011

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the Directors of the Company propose that the resolution below is passed as a Special Resolution

SPECIAL RESOLUTION

"THAT the articles of association of the Company be amended and replaced by the articles of association agreed between Co-operative Specialist Businesses Limited, Thomas Cook Retail Limited and Midlands Co-operative Society Limited in the form contained in the document attached hereto "

AGREEMENT:

The undersigned, signing on behalf of the sole shareholder entitled to vote on the above Special Resolution on the circulation date stated above, hereby irrevocably agrees to that resolution

Signed by



Name Amelia O'Connell
Duly authorised attorney of
Thomas Cook Retail Ltd (shareholder)

Date

1st October 2011

SATURDAY



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26/11/2011

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COMPANIES HOUSE

NOTES

- 1 If you wish to vote in favour of the above resolution, please sign the form where indicated and return it to the Company Secretary or to the Directors of TCCT Holdings UK Ltd at The Thomas Cook Business Park, Coningsby Road, Peterborough, PE3 8SB If you do not agree with 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 a resolution, you may not revoke your agreement
- 3 If, within 28 days from the circulation date shown above, insufficient agreement has been received to enable the above resolution to be passed, such resolution will lapse Please ensure, therefore, that your agreement reaches us within 28 days