

**THOMAS COOK GROUP PLC**

The rights of Thomas Cook Group plc (the “Company”) and its subsidiary companies to operate air services could be withdrawn if the Company ceased to be majority owned and/or effectively controlled by nationals of the European Economic Area (“EEA”). Accordingly the percentage of non-EEA shareholdings in the Company is to be monitored and controlled using procedures contained in the Company’s articles of association. Under the articles of association, save in certain limited circumstances, the Board shall not register any person as a holder of any ordinary share in the Company unless such person has furnished to the directors a declaration signed by him or on his behalf stating the name and nationality of any person who has an interest in any such ordinary share.

In order that the Board may comply with this requirement, a proposed transferee of shares must complete the declaration set out below. **Without this form, the proposed transferee cannot be registered as the holder of such shares.** The directors may require such further evidence or information relating to the declaration as they see fit.

The articles of association of the Company provide limits on the percentage of shares which may be held by Relevant Persons. If these limits are, or are likely to be, exceeded then the directors may take steps to protect the Company, including requiring the holder to transfer their shares such that no Relevant Person has an interest in the shares

**NATIONALITY DECLARATION FORM**

PLEASE TYPE OR USE BLOCK CAPITALS

A. \*I/We declare that none of the shares to be registered in my/our name(s), pursuant to the attached transfer, are Relevant Shares (as defined below).

**OR**

B. \*I/We declare that the shares to be registered in my/our name(s), pursuant to the attached transfer, are Relevant Shares and that the following is/are the name(s), nationality(ies) and address(es) of the person(s) whose interests make them Relevant Shares.

Forename(s) (in full)			
Surname(s)			
Nationality(ies)			
Address(es)			

**\*Complete EITHER Declaration A OR Declaration B as appropriate and delete the other Declaration.**

Signature(s) of applicant(s) named in the attached transfer (*note all joint applicant(s) must sign and a corporation should either affix its common seal or execute under the hand of a duly authorised official or agent who should state his capacity.*)

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Dated ....., 20.....

For the purposes of the nationality declaration, a **“Relevant Share”** means a share in which a **“Relevant Person”** has an **“Interest”**. A person is deemed to have an **“Interest”** in relation to shares if (i) he has an interest in them which would (subject as provided below) be taken into account, or which he would be taken as having, in determining for the purposes of Part 22 of the Companies Act 2006 whether a person has a notifiable interest; or (ii) he has any such interest as is referred to in Part 22 of the Companies Act 2006. He is not, however, deemed to have an Interest in any shares in which his spouse or any infant child or stepchild (or, in Scotland, pupil or minor) of his is interested by virtue of such relationship or which he holds as a bare or custodian trustee under the laws of England or as a simple trustee under the laws of Scotland and **“Interested”** shall be construed accordingly.

By way of example, but without in any way limiting the generality of the definition, a person will have an Interest in shares if:

- (a) a company is Interested in them and (i) that company or its directors are accustomed to act in accordance with his instructions or (ii) he can, directly or through another company, exercise or control the exercise of one-third or more of the voting power at general meetings of that company; or
- (b) a trust of which he is a beneficiary is Interested in the shares; or
- (c) he has entered into a contract to purchase the shares or is entitled to exercise or control the exercise of any rights attaching to the shares; or
- (d) he is entitled or obliged to call for delivery of the shares or to acquire an Interest in the shares.

**“Relevant person”** means:

- (a) any individual who is not a national of a Member State;
- (b) any body corporate other than a body corporate which is incorporated under the laws of, and which has its principal place of business and central management and control in, any Member State;
- (c) a government or governmental department, agency or body, otherwise than of a Member State or any part thereof;
- (d) any municipal, local, statutory or other authority or any undertaking or body formed or established in any country other than a Member State; and
- (e) any person who (i) falls within any of the foregoing paragraphs of this definition and (ii) would be taken to be interested in any shares pursuant to the provisions of Part 22 of the Companies Act 2006 if a body corporate were interested in those shares.

**“Member State”** means (i) any state that from time to time is a Member State for the purposes of Council Regulation (EEC) No. 2407/92 of 23 July 1992 (as amended or readopted) on licensing of air carriers (the EC Regulation), including (for the avoidance of doubt) any state that is from time to time a member state of the European Community and/or the European Economic Area, and (ii) any state to which the provisions of the EC Regulation apply by virtue of an agreement between the European Community and that state being, as at 29 April 2007, Austria, Belgium, Cyprus, Czech Republic, Denmark, Estonia, Finland, France, Germany, Greece, Hungary, Iceland, Republic of Ireland, Italy, Latvia, Liechtenstein, Lithuania, Luxembourg, Malta, The Netherlands, Norway, Poland, Portugal, Slovakia, Slovenia, Spain, Sweden, Switzerland and the UK.

**If you are in any doubt as to how to complete the Declaration, or as to the definition of Non-EEA Shares (referred to as Relevant Shares in the Articles of Association of Thomas Cook Group plc), you should consult your solicitor or other professional adviser.**

- Notes :**
- (i) This Declaration should normally be made by the person(s) named in the accompanying transfer(s) as the transferee. In the case of joint transferees, ALL must sign. A corporation should either affix its seal or complete this form under the hand of a duly authorised official or agent, who should state his capacity.
  - (ii) If the completion of the Declaration by the transferee(s) would lead to undue delay, Thomas Cook Group plc will accept a declaration made by a stockbroker, bank manager or solicitor, or by any other person duly authorised by Power of Attorney, in every case acting as the agent of the transferee(s). In such cases, however, the following declaration must also be made:

**DECLARATION BY PROSPECTIVE TRANSFEREE’S AGENT**

I/We, being the person(s) making the Declaration set out above as agent(s) for the person(s) named as transferee(s) in the accompanying form of transfer and whose name(s) is/are set out herein, represent and warrant that the person(s) on whose behalf the Declaration is made is/are known to me/us and that I/we am/are duly authorised to make the said Declaration on behalf of such person(s) and that, having made all such enquiries as I/we consider appropriate regarding the statements contained in such Declaration, such statements are correct to the best of my/our knowledge and belief.

Signature(s)..... Dated ....., 20...

If signed pursuant to authority granted by Power of Attorney, the Power of Attorney must be submitted together with this form. If signed by a stockbroker, bank manager or solicitor, the name and address of the person signing this form must be given:

Full Name(s).....Mr/Mrs/Miss  
**(BLOCK CAPITALS PLEASE)**

Address.....  
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STAMP OF AGENT SUBMITTING THIS FORM

Please return this declaration to :

**Equiniti  
Aspect House  
Spencer Road  
Lancing  
West Sussex  
BN99 6DA**