

Company number: 01073929

SPECIAL AND ORDINARY RESOLUTIONS
OF
VIRGIN ENTERPRISES LIMITED
(the "Company")

Passed on 15 December 2020

In accordance with the written resolution procedure in Chapter 2 Part 13 Companies Act 2006, the following resolutions were duly passed as special and ordinary resolutions as designated below:

SPECIAL RESOLUTIONS

1. THAT, subject to the passing of the resolutions 3, 3, 4 and 5 below and subject to the Allotment, the share capital of the Company be reduced by cancelling and extinguishing 48,583,986 ordinary shares of £1 each.
2. THAT, the Company's articles of association be amended by deleting Article 2 of the Company's existing articles of association.

ORDINARY RESOLUTIONS

3. THAT in accordance with paragraph 43(1) of Schedule 2 to the Companies Act 2006 (Commencement No. 8, Transitional Provisions and Savings) Order 2008 (SI 2008/2860), the directors be given the power to allot shares in the Company or to grant rights to subscribe for or to convert any security into such shares in the Company under section 550 of the Companies Act 2006. This authority is in substitution for all previous authorities conferred on the directors in accordance with section 80 of the Companies Act 1985 or section 551 of the Companies Act 2006.
4. THAT, subject to the passing of resolutions 2, 3 and 5, the sum of £48,583,986, standing to the credit of the retained earnings account of the Company, be and is hereby capitalised and appropriated as capital to the sole holder of ordinary shares of £1 each in the capital of the Company and that the directors be and are hereby authorised to apply such sum in paying up in full 48,583,986 ordinary shares of £1 each in the capital of the Company and to allot and issue such new shares, credited as fully paid up, to the sole holder of ordinary shares of £1 each in the capital of the Company (the "**Allotment**").
5. THAT, in accordance with paragraph 42(2)(b) of Schedule 2 of the Companies Act 2006 (Commencement No 8, Transitional Provisions and Savings) Order 2008, the restriction on the authorised share capital of the Company set out in clause 5 of the memorandum of association of the Company, which by virtue of section 28 of the Companies Act 2006 is treated as a provision of the Company's articles of association, is hereby revoked and deleted.

WEDNESDAY



A01 *A9K0AV83* #91
16/12/2020
COMPANIES HOUSE

DocuSigned by:

Andrew Swaffield

EEF5EDE18FA7435

Director