

VIRGIN ATLANTIC AIRWAYS LIMITED
(the "Company")

Minutes of a meeting of the Board of Directors of the Company
held at The VHQ, Fleming Way, Crawley, RH10 9DF.
on 12 October 2017

Present: T Mackay (in the Chair)
C S Kreeger (by telephone)
I M J de Sousa (Secretary)



1. Quorum

The Chairman noted that a quorum of directors was present and that the meeting was declared open.

2. Directors' interests

In accordance with Section 177 of the Companies Act 2006 ("the Act"), each director present who was in any way, directly or indirectly, interested in the transactions and arrangements with the Company to be considered at the Meeting, declared the nature and extent of his interest ("Interest") to the other directors, save to the extent that such Interest was the subject of a notice in writing or general notice or the other directors were already aware of it (or ought reasonably to have been aware of it).

3. Compliance with laws and regulations

The Directors discussed the Company's compliance with those laws and regulations which provide the legal framework within which the Company conducts its business and which are central to the Company's ability to conduct its business and hence to its financial statements.

4. Subsidiary Company Audit Exemptions

The Directors considered the requirements for the Company's subsidiary undertakings to claim the exemption from audit available under sections 479A of the Act. It was noted that the Company, as sole member of these subsidiary undertakings, needed to give its consent for the subsidiary undertakings to claim these exemptions, and that the Company would need to guarantee the liabilities of each subsidiary as at 31 December 2016.

It was agreed that, in respect of Company's subsidiary undertaking, Junopart Limited (Registered number 2975806), for the financial year ended 31 December 2016 the Company would not require this company to be subject to audit, and would provide the guarantee required under section 479C of the Act.

It was noted that a statement to this effect had been included in note 23 to the Company's financial statements for the year ended 31 December 2016.

5. Financial guarantees

The Companies House Form AA06 Parent Company Guarantee prepared for Junopart Limited (Registered number 2975806) for the year ended 31 December 2016 was presented to the meeting.

It was resolved that the Guarantee for Junopart Limited for the year ended 31 December 2016 be issued and that they be signed on behalf of the Company, and either T Mackay, C S Kreeger, or I M J de Sousa would duly signed them.

7. Termination

There being no further business the meeting terminated.

.....*T. Mackay*.....Chairman.