

Company Number: 3282548

**THE COMPANIES ACT 1985**  
**WRITTEN RESOLUTIONS OF**  
**VIRGIN RAIL GROUP LIMITED**

Passed on the 23<sup>rd</sup> Day of April 1998

The following resolutions were passed as Written Resolutions of the Members of the Company on 23<sup>rd</sup> April 1998.

1. **IT WAS RESOLVED THAT** the Articles of Association of the Company be amended as following:
  - a) by deleting the present Article 17 and by adopting a new Article 17 namely:

"17. That the number of directors shall be not less than two nor more than twelve (or after Default, thirteen).
  - b) by deleting the existing 19.3 and by adopting a new Article 19.3 namely:

"19.3 That the Virgin Shareholders and Original Investors may agree to appoint up to three Executive Directors, and three Non-Executive Directors of the Company and the following provisions shall have effect:

    - 19.3.1 any such appointment shall be made by notice in writing to the Company by a Virgin Shareholder majority and by an Original Investor majority and a Virgin Shareholder majority and an Original Investor majority may in like manner and from time to time remove from office any Director appointed by them pursuant to this Article and appoint any person in place of any Director so removed or dying or otherwise vacating office.
    - 19.3.2 Any Executive or Non-Executive Director appointed pursuant to this Article shall have the right to receive notice of and attend any Board Meeting of the Directors of the Company, however, they shall not form part of the quorum nor shall they be able to vote".

  
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Company Secretary

