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THE COMPANIES ACT 1985
SPECIAL RESOLUTIONS OF
VIRGIN RAIL GROUP LIMITED
PASSED AT AN EXTRAORDINARY GENERAL MEETING
HELD AT
11 HOLLAND PARK, LONDON W11 0N 29 JANUARY 1998

The following resolutions were passed as Special Resolutions of the Members of Virgin Rail Group Limited at an Extraordinary General Meeting of the Company held at 11 Holland Park, London W11.

1. **IT WAS RESOLVED THAT** the Articles of Association of the Company be amended as follows:

a) by deleting the present Article 17 and by adopting a new Article of 17 namely:

“17. That the number of directors shall be not less than two nor more than eleven (or after Default, twelve).

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 two 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

