

Company No: 03937608



**VIRGIN AUDIO LIMITED**  
(the "Company")

WRITTEN RESOLUTIONS OF THE COMPANY

The following resolution was passed by the Company as a Special Resolution on 18 May 2004 by way of written resolution in accordance with Section 381A of the Companies Act 1985 (as amended):

**THAT** the Regulations set out below are adopted as amendments too the Articles of Association of the Company..

- 1 That Regulation 6 be deleted and replaced with the following new Regulation:
  - 6 GENERAL MEETINGS
  - 6.1 Regulation 37 of Table A shall be amended by the deletion of the words "eight weeks" and the substitution for them of the words "28 days".
  - 6.2 Any director or the secretary of a corporation which is a member shall be deemed to be a duly authorised representative of that member
    - (i) for the purpose of agreeing to short notice of, or attending and voting at, any general meeting of the company; and
    - (ii) Without prejudice to the generality of the foregoing, for the purpose of Article 7.1 and regulation 53 of Table A.
- 2 That a new Regulation 7 be inserted as follows:
  - 7 PROCEEDINGS AT GENERAL MEETINGS

7.1 No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. One member holding more than one half in nominal value of the issued share capital of the Company for the time being and present in person or by proxy or representative shall constitute a quorum and shall be deemed for this purpose to constitute a valid meeting but, save in such case two members present in person or by proxy or representative shall be a quorum. Regulation 40 of Table A shall not apply.

7.2 A general meeting or a meeting of any class of members of the Company may consist of a conference between members some or all of whom are in different places provided that each member who participates is able:

- (i) to hear each of the other participating members addressing the meeting; and
- (ii) If he so wishes, to address all of the other participating members simultaneously,

whether directly, by telephone conference or by any other forms of communication equipment (whether in use when these articles are adopted or not) or by a combination of those methods.

7.3 A meeting held in this way is deemed to take place at the place where the largest group of participating members is assembled or, if no such group is readily identifiable, at the place from where the chairman of the meeting participates.

7.4 A resolution put to the vote of a meeting shall be decided by each member indicating to the chairman (in such manner as the chairman may direct) whether the member votes in favour of or against the resolution or abstains. Regulation 46 of Table A shall be amended accordingly.

7.5 References in this article to members shall include their duly appointed proxies and, in the case of corporate members, their duly appointed or authorised representatives.

7.6 A resolution in writing signed or approved by letter, facsimile, telegram or telex by or on behalf of all the members of the Company who would be entitled to vote on it if it had been proposed at a general meeting or at a meeting of any class of members of the Company shall be valid and effectual as if it had been passed at a general meeting or at such a class meeting (as the case may be) duly convened and held. The resolution may be contained in one document or in several documents in similar form each stating the terms of the resolution accurately and signed by or on behalf of one or more of the members. This article is in addition to, and not limited by, the provisions of section 381A, 381B and 381C of the Act. Regulation 53 of Table A shall not apply.

7.7 In the case of a member which is a corporation the signature of any director or the secretary of that corporation or, in the case of a share registered in the name of joint holders, the signature of one of such joint holders, shall be deemed to be and shall be accepted as the signature of the member concerned for all purposes including the signature of any form of proxy and the signature of any resolution in writing or other document signed or approved pursuant to Article 5.6.

3. That a new Regulation 8 be inserted as follows

#### 8 VOTES OF MEMBERS

8.1 A proxy appointed by a member of the Company under section 372 of the Act may vote on a show of hands as well as on a poll, but no person present shall be entitled to more than one vote on a show of hands except as provided by regulation 50 of Table A. Regulation 54 of Table A shall be amended accordingly.

8.2 Regulation 57 of Table A shall be amended by the inclusion after the word "shall" of the phrase ", unless the directors otherwise determine,".

8.3 The following sentence shall be added to the end of Regulation 59 of Table A. "Deposit of an instrument of proxy does not preclude a member from attending and voting at the meeting or any adjournment of it.".

8.4 An instrument appointing a proxy must be in writing in any usual form or in any other form, which the directors may approve and must be executed by or on behalf of the appointor. Regulations 60 and 61 of Table A shall not apply.

- 8.5 Regulation 62 of Table A shall be amended by the deletion in paragraph (a) of the words "deposited at" and by the substitution for them of the words "left at or sent by post or by facsimile transmission to", by the substitution in paragraph (a) of the words "at any time" in place of "not less than 48 hours" and by the substitution in paragraph (b) of the words "at any time" in place of "not less than 24 hours".

4 That a new Regulation 9 be inserted as follows:

9. SOLE MEMBERS

9.1 If and for so long as the Company has only one member:

- (i) in relation to a general meeting, the sole member or a proxy for that member or (if the member is a corporation) a duly authorised representative of that member is a quorum and regulation 40 of Table A shall not apply;
- (ii) a proxy for the sole member may vote on a show of hands and regulation 54 of Table A shall be amended accordingly;
- (iii) the sole member may agree that any general meeting be called by shorter notice than that provided for by the articles; and
- (iv) all other provisions of the articles apply with any necessary amendment (unless the provision expressly provides otherwise).

5 That Regulation 14 be deleted in its entirety and replaced with any a new Regulation 14 to be inserted as follows:

14 DISQUALIFICATION AND REMOVAL OF DIRECTORS

14.1 The office of a director shall be vacated if:

- (i) he ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a director; or
- (ii) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (iii) he becomes, in the opinion of all his co-directors, incapable by reason of mental disorder of discharging his duties as a director; or

- (iv) he resigns his office by notice to the Company; or
- (v) he is for more than six consecutive months absent without permission of the directors from meetings of directors held during that period and his alternate director (if any) has not during that period attached any such meetings instead of him, and the directors resolve that his office be vacated; or
- (vi) he is removed from office by notice addressed to him at his last-known address and signed by all his co-directors.

14.2 Regulation 81 of Table A shall not apply.

5. That Regulation 15 be deleted in its entirety.

6. That a new regulation 15 be inserted as follows:

15 A resolution in writing signed or approved by letter, facsimile, telegram or telex by all the directors entitled to receive notice of a meeting of the directors or of a committee of directors shall be valid and effectual as if it had been passed at a meeting of directors or (as the case may be) a committee of directors duly convened and held. The resolution may be contained in one document or in several documents in similar form each stating the terms of the resolution accurately and signed by one or more of the directors. Regulation 93 of Table A shall not apply.

7 That the remaining Regulations be renumbered accordingly.

Certified to be a true copy



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P G Gram  
Company Secretary