

Company Number: 08867781

**THE COMPANIES ACT 2006**  
**COMPANY LIMITED BY SHARES**  
**WRITTEN ORDINARY AND SPECIAL RESOLUTION**  
**OF**  
**VIRGIN ATLANTIC LIMITED**  
(the Company)

UNDER CHAPTER 2 OF PART 13 OF THE COMPANIES ACT 2006 (the Act)

By written resolutions dated 28 August 2020, members representing all of the total voting rights of members who were entitled to vote on the resolutions on their circulation date agreed to the following resolutions being passed as an ordinary and a special resolution:

**Ordinary resolution**

That the directors be generally and unconditionally authorised pursuant to s.551 of the Act to exercise all the powers of the Company to allot 2020 Preference Shares (as defined in the articles of association attached to these written resolutions) and to grant rights to subscribe for, or to convert any security into, shares in the Company (**Relevant Securities**), up to an aggregate nominal amount of £488,111,178 for a period expiring (unless previously revoked, varied or renewed) five years from the date on which this resolution is passed, but the Company may, before such expiry, make an offer or agreement which would or might require Relevant Securities to be allotted after this authority expires and the directors may allot Relevant Securities in pursuance of such offer or agreement as if this authority had not expired.

This authority is in substitution for all previous unutilised authorities given to the directors pursuant to s.551 of the Act, save to the extent that those authorities are exercisable pursuant to s.551(7) of the Act by reason of any offer or agreement made prior to the date of this resolution which would or might require shares to be allotted or rights to be granted on or after that date.

**Special resolution**

That the articles of association attached to these written resolutions be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company.

*Julian Homerstone*  
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Company Secretary

Date: 3 September 2020

