

31-03-96

Company No. 1070953

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTIONS

of

VIRGIN RECORDS LIMITED

Passed on 22 March 1996

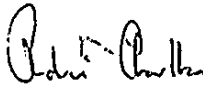
At an Extraordinary General Meeting of the Company duly convened and held at  
14 Tenterden St, London W1A 2AY on 22 March 1996 the following Resolutions were duly  
passed as Ordinary Resolutions:

1. THAT the authorised share capital of the Company be increased from £10,000 to £600,000,000 by the creation of a further 599,990,000 ordinary shares of £1 each to rank pari passu in all respects with the existing ordinary shares of the Company.
2. THAT:
  - (a) the Directors be and they are hereby generally and unconditionally authorised for the purpose of Section 80 Companies Act 1985 to allot relevant securities (as defined in that Act) up to a maximum aggregate nominal amount of £599,990,000 (being, subject to the passing of Resolution 1 above, the amount of the unissued ordinary share capital of the Company at the date of the passing of this Resolution) to such persons at such times and upon such conditions as the Directors may determine (subject to the Articles of Association of the Company) during the period expiring at the end of five years from the date of the passing of this Resolution; and



# 31-03-96

- (b) the Company may at any time prior to the expiration of such authority make an offer or agreement which would or might require relevant securities to be allotted pursuant thereto after such expiration and the Directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.



Chairman