COMPANIES FORM No. 123

Notice of increase in nominal capital

CHA 116

CHA 116			
Please do not write in this margin	Pursuant to section 123 of the Companies	Act 1985	
Please complete legibly, preferably in black type, or bold block lettering	To the Registrar of Companies Name of company	For official use	Company number 1070953
* insert full name of company	*VIRGIN RECORDS LIMITED		
the copy must be printed or in some other form approved by the registrar	gives notice in accordance with section 123 of the above Act that by resolution of the company dated 22 May 1997 the nominal capital of the company has been increased by £ FF6,500,000,000 beyond the registered capital of £ 600,000,000 and DM 650,000,000 A copy of the resolution authorising the increase is attached. The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new shares have been or are to be issued are as follows: To form two separate classes of shares: 500,000,000 'C' Cumulative Convertible Participating Preference Shares of FFr10 each and 150,000,000 'D' Participating Preference Shares of FFr10 each in the capital of the Company with the rights and subject to the restrictions as set out in the Articles of Association adopted on 22 May 1997.		
Insert			Please tick here if continued overleaf
Director, Secretary, Administrator, Administrative Receiver or Receiver	Signed For and on behalf of Designation # Seeretry Date 3.6.97. MANNLANN SECRETARIES LTD.		
(Scotland) as appropriate		or official use eneral Section Po	ost room
	LONDON EC4V 6HD		

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