



# THE COMPANIES ACTS 1948 TO 1976

FORM NO. 41

**41**

## Declaration of compliance with the requirements of the Companies Acts 1948 to 1976 on application for registration of a company

Pursuant to section 10 (4) of the Companies Act 1948 as amended by the Companies Act 1976

For official use

14077701



Please do not write in this binding margin

Please complete legibly, preferably in black type or bold black lettering.  
\*Delete if inappropriate.

Name of Company

PCMANDER FILM PRODUCTIONS	Limited*
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I, Ewen James Wyllie  
of 34 South Molton Street, London W1Y 2BP

†Please indicate whether you are a Solicitor of the Supreme Court (or in Scotland "a Solicitor") engaged in the formation of the company, or a person named in the statement delivered under section 21 of the Companies Act 1976 as a director or secretary of the company.

do solemnly and sincerely declare that I am† a Solicitor of the Supreme Court engaged in the formation

of PCMANDER FILM PRODUCTIONS Limited\*

and that all the requirements of the Companies Acts 1948 to 1976 in respect of matters precedent to the registration of the said company and incidental thereto have been complied with. And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

Declared at 51, South Molton Street  
London W1

the 27<sup>th</sup> day of November

One thousand nine hundred and seventy-eight

before me Al n man 1 pman

A Commissioner for Oaths†

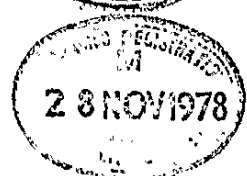
*James Wyllie*

†For Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths.

Presenter's name, address and reference (if any): S22 Harbottle & Lewis  
34 South Molton Street  
London W1Y 2BP

For official use  
General section

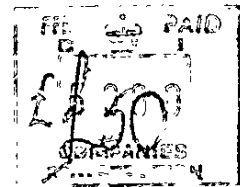
Post room



THE COMPANIES ACTS 1948 to 1976.

1407770/3

COMPANY LIMITED BY SHARES.



# Memorandum of Association

OF

POMANDER FILM PRODUCTIONS LIMITED

1. The name of the Company is POMANDER FILM PRODUCTIONS LIMITED.

2. The registered office of the Company will be situate in England.

3. The objects for which the Company is established are :-

- (i) To make and produce motion pictures and cinematograph films television films and recordings (both in vision and in sound) of all kinds and to present promote organise provide and guarantee finance for manage and produce plays ballets operas operettas revues variety performances concerts radio television and diffusion service programmes circuses lectures readings recitals exhibitions and entertainments and dramatic musical and artistic performances and exhibitions of any description.
- (ii) To buy provide finance facilities or services for and to sell license let on hire distribute exhibit or perform motion pictures cinematograph films television films recordings (both in vision and in sound) or any constituent part thereof in cinemas theatres halls or homes or any other place, or by radio broadcasting or television or on a diffusion service or by any other

means or device now known or hereafter to be invented and to acquire and deal in any way with any rights of copyright exhibition or performance rights, or any other rights which can be acquired therein.

- (iii) To provide for the distribution representation performance and exhibition throughout the world of both silent and talking television and cinematograph films programmes and entertainments whether live or recorded and as now known or given or by means now or hereafter to become known and the distribution representation and performance throughout the world of radio programmes and entertainments whether live or recorded and generally to transact any business in connection therewith.
- (iv) To enter into agreements with or otherwise acquire the services or works or creations or products of the services or otherwise of producers directors writers authors lyricists musicians scriptwriters choreographers composers photographers artists designers actors and actresses musicians and singers and performers of every description; to purchase or by any other means acquire and protect prolong and renew throughout the world or any part or parts thereof any copyrights trade-marks patents protections concessions secret or other information or rights as to any story idea or invention which may appear likely to be advantageous to the Company and to use exercise develop and turn the same to account and to make or manufacture under or grant licences options or privileges in respect of and to expend money in experimenting upon and testing the same and in developing improving or seeking to develop or improve the same and ideas rights or inventions of whatsoever nature.
- (v) To engage employ enter into agreements with and supply the services of or to act as agents for the engaging employing and supplying of services of artistes technicians actors singers dancers and acrobats variety performers lecturers writers authors lyricists dramatists composers conductors musicians instructors or entertainers electrical electronic and mechanical and recording engineers of any

description and to enter into contracts with any artistes or persons or companies (either theatrical cinematograph radio television electrical electronic mechanical engineering recording or otherwise) for the purpose of making producing recording or otherwise records gramophones talking machines photographic or cinematographic records pictures or films or any mechanically or electrically produced record or picture and for the production and representation or recording or reproduction of scenarios film plays photographs stage plays television plays radio plays operas burlesques vaudevilles pantomimes songs ballets concerts exhibitions variety entertainments musical instructive or illustrational performances and entertainments and amusements of any kind and description.

- (vi) To purchase lease or otherwise acquire and own and to equip use hire sublet and sell or otherwise deal with a studio or studios or other studio facilities for the production of cinematograph or television films or radio programmes or the making of sound recordings.
- (vii) To carry on all or any of the businesses of proprietors lessees or managers of theatres music halls and all places of amusement recreation or entertainment; to own or manage provide finance facilities or services for cinemas diffusion services toll television and toll radio services and any other service means or device now known or hereafter to be invented or carry on business as radio or television station owners or licensees or radio or television programme contractors.
- (viii) To carry on all or any of the businesses of manufacturers designers consultants experts buyers sellers hirers renters repairers exporters importers retailers distributors publishers agents and dealers of and in gramophone records magnetised tapes audio-visual devices tape recorders wireless television telegraphic and telephonic cinematograph photographic and phonographic apparatus equipment and appurtenances connected with the co-ordination and synchronisation of moving pictures and sounds

and mechanical processes sound and talking machines and films records accessories appliances devices requisites contrivances and things of every kind whereby sound or vision of every description is or may be recorded amplified produced reproduced transmitted or received.

- (ix) To carry on all or any of the businesses of music printers and music publishers; to exploit copyrights in musical works and copyright assets generally; to make manufacture and exploit sound recordings records sound recording and reproducing equipment and instruments and equipment of every description suitable for the exploitation of copyright assets; to carry on all or any of the businesses of engravers publishers arrangers dealers newspaper journal book periodical picture and magazine publishers and proprietors printers booksellers lithographers stereotypers stationers dealers in organs pianos violins and musical instruments of every description and cases necessaries parts and fittings therefor; and to carry on the aforesaid business either together as a single business or as separate and distinct businesses in any part of the world.
- (x) To purchase or otherwise acquire and obtain and to hold, develop turn to account deal with sell exchange lease hire and mortgage or charge either alone or jointly with others any interest or right of copyright in or of representation of or any other right capable of being acquired in literary dramatic musical operatic balletic photographic pictorial or artistic works of every description.
- (xi) To carry on the business of theatre ticket and travel agents staff agents and literary artistes film variety and television agents and managers and producers of all kinds.
- (xii) To manufacture buy hire or sell cameras lamps recording apparatus and electrical and other equipment used in photography or for the production of cinematograph or television films or radio programmes or other entertainments of every size and kind or for their performance or reception.

- (xiii) To carry on the business of vendors of whole-sale and retail goods of any kind and of restaurant refreshment room hotel tavern inn dance hall discotheque coffee bar and lodging-house keepers or proprietors licensed victuallers and tobacconists.
- (xiv) To organise or to be proprietors of clubs societies or association.
- (xv) To acquire and undertake upon such terms as the Company shall deem expedient the whole or part of the undertaking assets or liabilities of any person or body carrying on any business within the objects of the Company or whose business or any part of whose business may conveniently or advantageously be combined with the business of the Company or any of whose property is suitable for the purposes of the Company.
- (xvi) To purchase take on lease hire or otherwise acquire and hold any lands hereditaments buildings plant machinery goods chattels or real or personal property of any kind or any right or interest therein or thereover (and whether in possession or reversion or remainder) which the Company may think desirable.
- (xvii) To construct alter remove or replace any buildings erections structures roads railways reservoirs machinery plant or tools or works of any description or to contribute to the costs thereof as may seem desirable.
- (xviii) To carry on any other business whether subsidiary or not which can in the opinion of the Company be carried on conveniently or advantageously in connection with the business of the Company.
- (xix) To enter into partnership or amalgamate with any person or body for the purpose of carrying on any business or transaction within the objects of the Company and to enter into such arrangements for co-operation sharing profits or losses mutual assistance or other working arrangements as may seem desirable.
- (xx) To enter into any arrangements with any governments or authorities supreme municipal local or otherwise or any person or company that may seem conducive to the objects of the Company or any of them and to obtain from any such government authority person or company any rights privileges charters contracts

licences and concessions which the Company may think it desirable to obtain and to carry out exercise and comply therewith.

- (xxi) To manage develop sell lease mortgage grant licences or rights of in or over or otherwise turn to account any property or assets of the Company.
- (xxii) To borrow or raise money in such amounts and manner and upon such terms as the Company shall think fit and when thought desirable to execute and issue security of such kind subject to such conditions for such amount and payable in such place and manner and to such person as the Company shall think fit including in the power aforesaid (and without prejudice to its terms) the power to issue as primary or collateral or other security debentures debenture stock (perpetual or otherwise) mortgages charges or securities of any kind over the whole or any part of its assets present or future (including uncalled capital) as the Company shall think fit.
- (xxiii) To lend money and give credit to to take security for such loans or credit including (so far as may be lawful) its own shares and to guarantee and become or give security for the performance of contracts by and act as bankers for any person firm or company upon such terms as the Company shall think fit.
- (xxiv) To invest lend or otherwise deal with unemployed moneys in such manner and upon such terms as may be thought fit and to vary investments.
- (xxv) To acquire and hold sell mortgage or deal with the shares stock bonds debentures or securities of or in any other company or body (whether such shares or securities be fully paid or not) where the so doing may seem advantageous or desirable in the interests of the Company.
- (xxvi) To draw accept endorse issue or execute promissory notes bills of exchange bills of lading warrants and other negotiable transferable or mercantile instruments.
- (xxvii) To promote any company to acquire the whole or any part of the assets or liabilities of the Company or for any other purpose which

may seem desirable in the interests of the Company and to subscribe acquire underwrite or place or assist in so doing the whole or part of the shares or securities of such company.

- (xxviii) To grant donations pensions annuities allowances gratuities benefits emoluments and bonuses or any share or interest in the profits of the Company's business or any part thereof to any directors or ex-directors employees or ex-employees of the Company or its predecessors in business or of any company which is a subsidiary company of or allied to or associated with the Company or any such subsidiary or the dependants of such persons to set up establish support and maintain pension superannuation and other funds or schemes (whether contributory or non-contributory) and to make payments towards insurance or other payments (either in connection with any such fund or scheme or otherwise) for the benefit of such persons or any of them or any class of them and to establish and support or to aid in the establishment and support of any schools and any educational scientific political literary religious or charitable institutions or trade societies whether such societies be concerned solely with the trade carried on by the Company or its predecessors in business or not and any club or other establishment calculated to advance the interests of the Company or of the persons employed by the Company or its predecessors in business.
- (xxix) To remunerate employees and servants of the Company and others out of or in proportion to the returns or profits of the Company or otherwise as the Company shall think fit and to promote and give effect to any scheme or arrangement for sharing profits with employees whether involving the issue of shares or not.
- (xxx) To pay for any property or assets acquired by the Company by the issue of fully or partly paid shares of the Company with or without any preferred or special rights or privileges or by the issue of debentures notes or other securities with or without special rights or privileges.
- (xxxi) To pay the costs and expenses of or incidental to the promotion and establishment of



the Company or to contract for the payment of the same in whole or in part by others.

- (xxxii) To aid financially or otherwise any association or body having for an object the promotion of trade or industry.
- (xxxiii) To act as or through trustees agents secretaries managers brokers or sub-contractors and to perform the duties of any office undertaken by the Company.
- (xxxiv) To sell or otherwise dispose of the undertaking and assets of the Company or any part thereof for any consideration thought fit and in particular for shares debentures or other securities of other companies.
- (xxxv) To procure the Company to be registered or recognised in any overseas country or place and to exercise any part of the objects or powers aforesaid in any part of the world.
- (xxxvi) To distribute among the Members any assets of the Company in specie but so that no such distribution which would amount to a reduction of capital shall be made without such sanction (if any) as may be required by law.
- (xxxvii) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.
- (xxxviii) The objects set forth in any paragraph of this Clause shall not except where the context so requires be limited or restricted by reference to or inference from any other paragraph or by the name of the Company and none of such paragraphs shall be deemed to be subsidiary merely to the first or any other paragraph.

4. The Liability of the Members is limited.

5. The Share Capital of the Company is £100 divided into 100 shares of £1 each.

WE, the several persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
<p><i>Mr. J. Stevens</i>  <i>MARGARET IRIS STEVENS</i></p> <div data-bbox="349 864 545 916" style="border: 1px solid black; padding: 5px;"> <p>34 South Molton Street,  London. W1Y 2BP.</p> </div>	<p><i>ONE</i></p>
<p><i>Clara</i>  <i>Midsey Tickering</i>  <i>Secretary</i></p> <div data-bbox="349 999 545 1050" style="border: 1px solid black; padding: 5px;"> <p>34 South Molton Street,  London. W1Y 2BP.</p> </div>	<p><i>ONE</i></p>

DATED the 9th day of November 1978.  
WITNESS to the above signatures : P P P

B. Peerless  
Clerk

34 South Molton Street.  
London. W1Y 2BP.

THE COMPANIES ACTS 1948 to 1976.

1407770/4

COMPANY LIMITED BY SHARES.

# Articles of Association

OF

POMANDER FILM PRODUCTIONS LIMITED

## PRELIMINARY

1. The regulations contained in Part I and regulations 2, 3 and 4 contained in Part II of Table A in the First Schedule to the Companies Act 1948 (hereinafter called "Table A") shall apply to the above-named Company (hereinafter called "the Company") so far as the same are not excluded varied or modified by these Articles.
2. Regulations 24, 53, 75, 76, 77, 78, 84(2) 86, 87, 89, 90, 91, 92, 93, 106, 119, 123, 126 and 136 contained in Part I of Table A shall not apply to the Company.

## INTERPRETATION

3. In regulation 1 of Part I of Table A the following definition shall be deemed to be inserted: "the 1967 Act" means the Companies Act 1967 and "the 1976 Act" means the Companies Act 1976.

## SHARE CAPITAL

4. The initial share capital of the Company is £100 divided into 100 shares of £1 each.
5. Save as provided by contract or these Articles to the contrary and subject to any

direction of the Company given by Ordinary Resolution all unissued shares shall be at the disposal of the Directors who may allot or grant options over or otherwise deal with or dispose of the same to such persons at such times and generally on such terms as they think proper but so that no shares shall be issued at a discount except in accordance with the provisions of Section 57 of the Act.

6. In regulation 3 of Part I of Table A the words "with the sanction of an ordinary resolution" and the words "by special resolution" shall be deemed to be deleted.

7. In regulation 10 of Part I of Table A the words "nor shall the Company make a loan for any purpose whatsoever on the security of its shares or those of its holding company" shall be deemed to be deleted.

#### LIEN AND CALLS ON SHARES

8. In regulation 11 of Part I of Table A the words and brackets "(not being a fully paid share)" and "(other than fully paid shares)" shall be deemed to be deleted.

9. In regulation 15 of Part I of Table A the words "provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call" shall be deemed to be deleted.

10. In regulation 18 of Part I of Table A the words and figure "not exceeding 5 per cent per annum" shall be deemed to be deleted.

11. In regulation 21 of Part I of Table A the words figure and brackets "not exceeding (unless the Company in general meeting shall otherwise direct) 5 per cent per annum" shall be deemed to be deleted.

#### TRANSFER OF SHARES

12. In regulation 22 of Part I of Table A the words "and transferee" shall be deemed to be deleted.

13. In regulation 25 of Part I of Table A the word "also" shall be deemed to be deleted.

### REGISTERS

14. The Directors shall cause the following registers to be kept at the Registered Office of the Company :-

- (a) a Register of Members,
- (b) a Register of the interests of the Directors in shares in or debentures of the Company or its associated companies.
- (c) a Register of the acquisition of or changes in the amounts of and of disposal of the shares in the Company which carry unrestricted voting rights.
- (d) copies of contracts of service of the Directors of the Company or (if such contracts are not in writing) written memoranda thereof.

15. The directors shall cause such Registers and copies (or memoranda) as are kept under the provisions of regulation 14 hereof to be completed and made available for inspection in accordance with the provisions of Part IV of the Act and Sections 26, 29 and 34 of the 1967 Act.

### GENERAL MEETINGS

16. Regulation 52 of Part I of Table A shall be read and construed as if the words "the voting of remuneration or extra remuneration to the Directors" were inserted after the words "in the place of those retiring".

17. Regulation 58 of Part I of Table A shall be read and construed as if sub-paragraphs (b) (c) and (d) were deleted and the following sub-paragraph inserted namely "(b) by one or more members present in person or by proxy and entitled to vote at the meeting".

### VOTES OF MEMBERS

18. Subject to the provisions of the Act a resolution in writing signed by all the members of the Company who at the date of such resolution were entitled to receive notice of and to attend and vote at General Meetings (or their duly appointed attorneys) shall be as valid and effectual as if it had been passed at a general meeting of the Company duly convened

and 20.2. Any such resolution may consist of several documents in the like form each signed by one or more of the members or their attorneys and signature in the case of a corporate body which is a member shall be sufficient if made by one of its directors or by its duly authorised representative.

19. If at any general meeting any votes shall be counted which ought not to have been counted or might have been rejected the error shall not vitiate the result of the voting unless it be pointed out at the same meeting and not in that case unless it shall in the opinion of the Chairman of the Meeting be of sufficient magnitude to vitiate the result of the voting.

#### BORROWING POWERS

20. In regulation 79 of Part I of Table A the words from and including "Provided that" to the end of the regulation shall be deemed to be deleted.

#### DIRECTORS

21. The Directors shall not unless otherwise determined by an Ordinary Resolution of the Company be less than one nor more than seven in number and throughout these Articles the term "Directors" shall where the context so admits include reference to one Director if at any time there is only one Director of the Company.

22. The first Directors shall be appointed by the subscribers to the Memorandum of Association by a memorandum in writing under their hands either with or without a meeting and until such Directors are appointed the subscribers to the Memorandum of Association shall be deemed to be Directors.

23. A Director need not hold any share qualification but shall be entitled to receive notice of and to attend all General Meetings of the Company.

24. Each Director may by writing under his hand nominate another Director or with the approval of a majority of the other Directors any other person to act as alternate Director in his place at any meeting of the Directors

at which he is unable to be present and at his discretion may remove such alternate Director and on such appointment being made the alternate Director shall (except as regards the power to appoint an alternate) be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company and each alternate Director whilst acting in the place of an absent Director shall exercise and discharge all the duties of the Director he represents but shall look to such Director solely for his remuneration as alternate Director. Any Director of the Company who is appointed an alternate Director shall be entitled to vote at a meeting of the Directors on behalf of the Director so appointing him as distinct from the vote to which he is entitled in his own capacity as a Director of the Company and shall also be considered as two Directors for the purpose of making a quorum of Directors. Any person appointed as an alternate Director shall vacate office as such alternate Director if and when the Director by whom he has been appointed vacates office as a Director.

25. Every instrument appointing an alternate Director shall as nearly as circumstances will admit be in the following form or to the effect following on paper bearing the name of the Company :-

"I,  
"a Director of this Company in pursuance of  
"the power in that behalf contained in the  
"Articles of Association of the Company do  
"hereby nominate and appoint  
"of  
"to act as alternate Director in my place  
"at any meeting of the Directors which I  
"am unable to attend and to exercise all  
"my duties as a Director of the Company.  
"AS WITNESS my hand this            day of  
"19        ."

26. The Directors shall be paid out of the funds of the Company all their travelling hotel and other expenses properly incurred by them in and about the business of the Company including their expenses of travelling to and from meetings of the Directors or committee meetings or General Meetings. The Directors shall also be paid out of the funds of the Company by way of remuneration for their

services as Directors such sum as the Company in General Meeting shall from time to time determine.

27. Without restricting the generality of their powers the Directors may grant donations pensions annuities allowances gratuities benefits emoluments and bonuses or any share or interest in the profits of the Company's business or any part thereof to any directors or ex-directors employees or ex-employees of the Company or its predecessors in business or of any company which is a subsidiary company of or allied to or associated with the Company or any such subsidiary or the dependants of such persons set up establish support and maintain pension superannuation and other funds or schemes (whether contributory or non-contributory) and make payments towards insurance or other payments (either in connection with any such fund or scheme or otherwise) for the benefit of such persons or any of them or any class of them and any Director shall be entitled to receive for his own benefit any such donation pension annuity allowance gratuity benefit emolument bonus or share or interest in profit (whether under such fund or scheme or otherwise) and shall be counted in any quorum of Directors and may vote as a Director in respect of any of the powers by this Article conferred on the Directors notwithstanding that he is or may be interested therein.

28. The Directors may grant special remuneration to any Director who being called on shall render or agree to render any special or extra services to the Company or go or reside abroad in connection with the conduct of any of the affairs of the Company. Such special remuneration may be made payable to such Director in addition to or in substitution for his ordinary remuneration (if any) as a Director and may be payable by way of a lump sum participation in profits or otherwise as the Directors shall determine.

29. A Director may vote as a Director in respect of any contract or arrangement in which he is interested or upon any matter arising thereout and if he shall so vote his vote shall be counted and he shall be counted in a quorum when any such contract or arrangement is under consideration.



30. Any Director may continue to be or become a director of or hold any other office or place of profit under any other company in which the Company may be interested and no such Director shall be accountable for any remuneration salary profit or other benefits received by him as a Director of or holder of any other office or place of profit under or member of any such other company. The Directors may exercise the voting power conferred by the shares in any company held or owned by the Company in such manner in all respects as they think fit (including the exercise thereof in favour of any resolution appointing themselves or any of them directors of such company or voting or providing for the payment of remuneration to the directors of such company) and any Director of the Company may vote in favour of the exercise of such voting rights in manner aforesaid notwithstanding that he may be or be about to be appointed a director of such other company and as such is or may become interested in the exercise of such voting rights in manner aforesaid.

31. The Directors shall cause minutes to be made in books provided for the purpose :-

- (A) of the names of Directors present at each meeting of the Directors and
- (B) of all resolutions and proceedings at all meetings of the Company and of the Directors.

32. No Director shall vacate his office or be ineligible for re-appointment as a Director nor shall any person be ineligible for appointment as a Director by reason only of his having attained any particular age.

33. In regulation 94 of Part I of Table A the words from and after "directors" to the end of the regulation shall be deemed to be deleted.

34. In regulation 95 of Part I of Table A the words from and after "regulations" to the end of the regulation shall be deemed to be deleted.

35. In regulation 97 of Part I of Table A the words from "A person appointed" to the end of the regulation shall be deemed to be deleted.

#### PROCEEDINGS OF DIRECTORS

36. In regulation 99 of Part I of Table A the

words "and unless so fixed shall be two" shall be deemed to be deleted.

37. A resolution in writing signed by all the directors for the time being present in the United Kingdom shall be as valid and effectual as if it had been passed at a duly convened board meeting. Any such resolution may consist of several documents in the like form each signed by one or more directors.

38. In regulation 107 of Part I of Table A the words from and after "such appointment" shall be deemed to be deleted and the words "such appointment shall be automatically determined if the Managing Director cease from any cause to be a Director" shall be deemed to be inserted in their place.

#### DIVIDENDS

39. The Directors may deduct from any interest dividend or instalment of dividend payable to any member (either alone or jointly with any other member) all sums due from him (either alone or jointly with any other person) to the Company on account of calls or otherwise.

#### ACCOUNTS AND DIRECTORS REPORT

40. The Directors shall cause proper books of account to be kept in accordance with the provisions of Schedule 2 of the 1967 Act with respect to :-

- (a) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place
- (b) all sales and purchases of goods by the Company
- (c) the assets and liabilities of the Company and
- (d) all those matters required by the 1967 Act and the 1976 Act to be shown in the Accounts of the Company.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.

41. The Directors shall from time to time cause to be prepared and laid before the Company in General Meeting such profit and loss accounts balance sheets group accounts (if any) and directors reports as are provided for in Sections 148, 150 and 157 of the Act and Sections 16 to 20 of the 1967 Act and in the 1976 Act.

#### AUDIT

42. In regulation 130 of Part I of Table A the words "as amended by the 1967 Act and the 1976 Act" inserted after the word "Act".

#### NOTICES

43. In regulation 131 of Part I of Table A the words "in the case of a notice of a meeting" and the words from and including "and in any other case" to the end of the regulation shall be deemed to be deleted.

44. In regulation 134 of Part I of Table A the word "and" shall be deemed to be deleted and the words "and (d) every Director of the Company" shall be inserted after the words "of the company".

#### WINDING UP

45. In regulation 135 of Part I of Table A the words "with the like sanction" shall be inserted immediately before the words "determine how such division" and the word "members" shall be substituted for the word "contributories".

#### INDEMNITY

46. Every Director Manager Secretary and other officer or servant of the Company shall be indemnified by the Company against and it shall be the duty of the Directors out of the funds of the Company to pay all costs losses and expenses which any such officer or servant may incur or become liable to by reason of any contract entered into or act or deed done by him as such officer or servant or in any way in the discharge of his duties.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

*M. I. Stevens*  
MARGARET IRIS STEVENS

34 South Molton Street,  
London. W1Y 2BP.

*Cock*  
*Midsey Picuring*  
*Secretary*

34 South Molton Street,  
London. W1Y 2BP.

DATED the *9th* day of *November* 19*78*

WITNESS to the above signatures;

*B. Peerless*  
*Clerk*

34 South Molton Street,  
London. W1Y 2BP.

# Statement of first directors and secretary and intended situation of registered office

Pursuant to Sections 21 and 23(2) of the Companies Act 1976

Please do not  
write in this  
binding margin



Please complete  
legibly, preferably  
in black type, or  
bold black lettering

\*delete if  
inappropriate

Company number

1407770

Name of Company

PCMANDER FILM PRODUCTIONS

Limited\*

The intended situation of the registered office of the company  
on incorporation is as stated below

34 South Molton Street

London W1Y 2BP

If the memorandum is delivered by an agent for the subscribers of  
the memorandum, please mark 'X' in the box opposite and insert the  
agent's name and address below

X

Harbottle & Lewis

34 South Molton Street

London W1Y 2BP

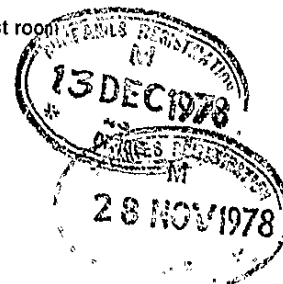
If the spaces provided on page 2 are insufficient and use has been made  
of continuation sheets (see note 1), please enter in the box opposite  
the number of continuation sheets which form part of this statement

Presenter's  
reference (if any): S22  
Harbottle & Lewis  
34 South Molton Street  
London W1Y 2BP

For official use

General section

Post room



to be the first director or directors of the company are as follows:

Please do not  
write in this  
binding margin



**Important**  
The particulars  
to be given are  
those referred to  
in section 21(2)(a)  
of the Companies  
Act 1976 and  
section 200(2) of  
the Companies Act  
1948. Please read  
the notes on page 4  
before completing  
this part of the form.

Name (note 2)	JOHN BRIAN STUTTER	Business occupation	SOLICITOR
Former name(s) (note 3)		Nationality	BRITISH
Address (note 4)	34 South Molton Street London W1Y 2BP	Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5) <del>Birds Nest Music Ltd, Des O'Connor Music Ltd, Brycall Prods. Ltd, Bryclan Prods. Ltd, Clifdayn Prods. Ltd, Charisma Records Holdings Ltd, Eureka Prods. Ltd, FAP-First Artists Releasing Ltd, FAP-First Artists Films Ltd, Greenlyn (International) Ltd, Greenlyn (UK) Ltd, Hal Nominees Ltd, Hal Services (Eastminster), Chest Prods. Ltd, Hendale Film Group Ltd, Hemisphere Prods. Ltd, Rainswept Prods. Ltd, Granite Film Prods. Ltd, R.M. Enterprises Ltd, Cabochon Film Prods. Ltd, Silhouette Film Prods. Ltd, Chantilly Film Prods. Ltd, Firelight Music Ltd, Vauxstrong Prods. Ltd, Court Jester Film Prods. Ltd.</del>			
I hereby consent to act as director of the company named on page 1			
Signature <i>John Stutter</i>		Date 23rd November, 1978	

Name (note 2)	EWEN JAMES WYLLIE	Business occupation	SOLICITOR
Former name(s) (note 3)		Nationality	BRITISH
Address (note 4)	34 South Molton Street London W1Y 2BP	Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5) <del>Brycall Prods. Ltd, Bryclan Prods. Ltd, Clifdayn Prods. Ltd, Matradorn Prods. Ltd, Rainswept Prods. Ltd, Raincloud Prods. Ltd, Pend Prods. Ltd, Vauxstrong Prods. Ltd, Water Lily Prods. Ltd, Chantilly Film Prods. Ltd, Cabochon Film Prods. Ltd, Firelight Music Ltd, Flagon Prods. Ltd, Court Jester Film Prods. Ltd.</del>			
I hereby consent to act as director of the company named on page 1			
Signature <i>Ewen Wyllie</i>		Date 23rd November, 1978	

Name (note 2)		Business occupation	
Former name(s) (note 3)		Nationality	
Address (note 4)		Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)			
I hereby consent to act as director of the company named on page 1			
Signature		Date	

Please do not  
write in this  
binding margin

**Important**

The particulars  
to be given are  
those referred to  
in section 21 (2) (b)  
of the Companies  
Act 1976 and  
section 200(3) of  
the Companies Act  
1948. Please read  
the notes on page 4  
before completing  
this part of the form

The name(s) and particulars of the person who is, or the persons who are,  
to be the first secretary, or joint secretaries, of the company are as follows:

Name (notes 2 & 7)	EVEN JAMES YLITE	
Former name(s) (note 3)		
Address (notes 4 & 7)	34 South Molton Street London W1Y 2BP	
I hereby consent to act as secretary of the company named on page 1		
Signature	<i>James Ylite</i>	Date 23rd November, 1978

Name (notes 2 & 7)		
Former name(s) (note 3)		
Address (notes 4 & 7)		
I hereby consent to act as secretary of the company named on page 1		
Signature		Date

\*as required by  
Section 21 (3) of  
the Companies  
Act 1976

†delete as  
appropriate

Signed by or on behalf of the subscribers of the memorandum\*

Signature *Harbottle & Lewis* ~~XXXXXXXXXX~~ [Subscriber] [Agent]† Date 23rd November, 1978

~~XXXXXXXXXX~~ Signature ~~XXXXXXXXXX~~ [Subscriber] [Agent]† Date



## CERTIFICATE OF INCORPORATION

No. 1407770

I hereby certify that

**POMANDER FILM PRODUCTIONS LIMITED**

is this day incorporated under the Companies Acts 1948 to 1976 and that the Company is Limited.

Given under my hand at Cardiff the

**4TH JANUARY 1979**

A handwritten signature in black ink, appearing to read 'E. A. Wilson'.

**E. A. WILSON**

*Assistant Registrar of Companies*



Number of } 1407770 / 12  
Company }

*The Companies Acts 1948 to 1976*

COMPANY LIMITED BY SHARES

## Special Resolution

*(Pursuant to s. 141 (2) of the Companies Act 1948)*

OF

POMANDER FILM PRODUCTIONS

LIMITED

*Passed* 2nd November , 1979 .

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at

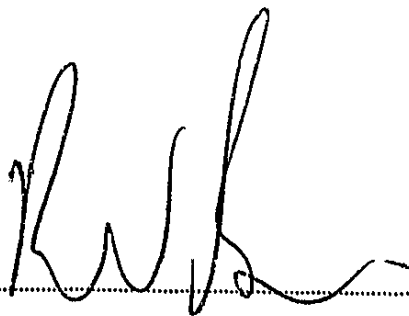
2-4 Vernon Yard, 119 Portobello Road, London W11

on the 2nd day of November , 1979, the subjoined SPECIAL RESOLUTION was duly passed, viz. :—

### RESOLUTION

THAT Clause 3 of the Memorandum of Association be deleted and Clause 3 as set out in the attached pages 1 to 9 be substituted therefor.

Signature .....



Director

To be signed  
by the Chair-  
man, a Direc-  
tor, or the  
Secretary of  
the Company.

NOTE.—To be filed within 15 days after the passing of the Resolution(s).

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London EC4A 1AB, a subsidiary of The Solicitors' Law Stationery Society,  
Limited.

Companies 7

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3. The objects for which the Company is established are :-

- (i) To carry on business as a holding company and to acquire and hold shares, stocks, debentures, debenture stocks, bonds, notes, mortgages, obligations and securities of any kind issued or guaranteed by any company, corporation or undertaking of whatever nature and wherever constituted or carrying on business, and shares, stocks, debentures, debenture stocks, bonds, notes, mortgages, obligations and securities issued or guaranteed by any government, sovereign ruler, commissioners, trust, or other public body or authority, local or otherwise, whether in the United Kingdom or abroad, by subscription, syndicate participation, tender, purchase, exchange or otherwise, and to subscribe for the same, whether conditionally or otherwise, and to underwrite or guarantee the subscriptions thereof and from time to time to vary, dispose of and deal with the same and to exercise and enforce all rights and powers conferred by or incidental to the ownership thereof.



- (ii) To carry on the business of an investment company.
- (iii) To carry on business as consultants, advisers, agents and managers in relation to financial and commercial operations, insurance, pensions and assurance schemes and in relation to any property whether for investment or other purposes.
- (iv) To carry on business as financiers, concessionaires and merchants and to undertake, carry on and execute all kinds of financial, commercial and other operations including the advancement, acceptance and loan of money, securities and other property to such persons and on such terms as may seem expedient and to discount, buy, sell and deal in bills, goods, warrants, coupons and other negotiable or transferable securities or documents.
- (v) To carry on the business of organisers, promoters, sponsors and arrangers of conferences, exhibitions, trade fairs, and other gatherings of every and any description including leisure and sporting events of all kinds; and to provide such personnel business teaching lecturing secretarial, catering and refreshment and other services and facilities of all kinds that may be required under any contracts and arrangements entered into by the Company; to carry on the business of providers of information and explanatory services of all kinds; to provide secretaries, typists, accountancy and clerical domestic catering and other staff and facilities of all kinds; to operate car hire business of all kinds; and to enter into any contracts and other arrangements of all kinds with persons having dealings with the Company on such terms and for such periods of time as the Company may from time to time determine, on a commission or fee basis or otherwise; and to carry on any

other trade or business, whatever, of a like and similar nature.

- (vi) To carry on the business of advisers on problems relating to the administration and organisation of personnel for industry and business and to carry on all or any of the businesses of industrial business and personnel consultants and to advise upon the means and methods for extending developing and improving all types of businesses or industries and all systems or processes relating to the production, storage, distribution, marketing and sale of goods and/or relating to the rendering of services.
- (vii) To carry on and undertake generally any other businesses, trades and occupations which may seem to the Company capable of being conveniently carried on in connection with the above businesses, trades or occupations, or calculated, directly or indirectly, to enhance the value of any of the Company's properties or rights or undertakings in which the Company may be engaged, and to promote any other company for the purpose of acquiring any of the property and undertaking any of the liabilities or contracts of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company, or enhance the value of any property or business of the Company.
- (viii) To apply for, purchase or otherwise acquire and to protect, prolong and renew any patents, patent rights, brevets d'invention, licences, copyrights, trade marks and names, registered or other designs, concessions, options and protections and the like conferring any exclusive or non-exclusive or limited right to user, or any invention, mechanism, or process, secret or otherwise, or any secret or other information as to any invention and to use, exercise, develop, grant licences in respect of the same or otherwise turn the same to account.
- (ix) To receive the dividends, interest, income, bonuses, rents, royalties, profits and advantages of every description from time to time payable or receivable in respect of any of the Company's assets and property.
- (x) To act as bankers, financiers, conces-

sionaires and merchants, and to undertake and carry on and execute, all kinds of financial, commercial and trading operations.

- (xi) To invest in, purchase, take on lease or in exchange, hire, or otherwise acquire and hold for investment or trust purposes or otherwise and generally deal in real and personal property of every kind and description.
- (xii) To undertake and execute any trusts the undertaking whereof may seem desirable and either gratuitously or otherwise and to act as trustee of any deeds constituting or securing any debentures, debenture stock or other securities or obligations and also to undertake the office of executor, administrator, treasurer, or registrar, or to become manager of any business, and to keep for any company, government, authority or body any register relating to any stocks, funds, shares or securities, or to undertake any duties in relation to the registration of transfers, the issue of certificates, or otherwise.
- (xiii) To give all descriptions of guarantees and indemnities (whether with or without security) and carry on and transact every kind of guarantee and counter-guarantee business and in particular to guarantee the payment of any principal moneys, interest or other moneys secured by or payable under any debentures, bonds, debenture stock, mortgages, charges, contracts, obligations and securities and the payment of dividends on and the repayment of the capital of stocks and shares of all kinds and descriptions.
- (xiv) To acquire and undertake the whole or any part of the business (whether manufacturing or not), property and liabilities of any person, firm or organisation, or the whole or any part of the issued share or loan capital, business, property or liabilities of any company, carrying on any business which the Company is authorised to carry on or which may be conveniently or advantageously carried on in connection with any of the Company's objects, or possessed of property suitable for the purposes of the Company and to conduct

and carry on, or liquidate or wind up such business.

- (xv) To manufacture, buy, sell and generally deal in any plant, machinery, tools, goods or things of any description, which, in the opinion of the Company, may be conveniently dealt with by the Company in connection with any of its objects.
- (xvi) To acquire, make, build, maintain, alter, use, manage and work, in any parts of the world, offices, factories, mills, hotels, cinemas, theatres, garages, roads, railways, tramways, airfield, telegraph lines, telephones, electric light and power works, canals, reservoirs, water-works, wells, boat yards, watercourses, furnaces, gas works, piers, wharves, docks, quarries, mines, oil wells, pipelines, bunker stations, saw and other mills, warehouses, steam and other ships, aeroplanes, and other works and things which may be deemed expedient for the purposes of the Company and to pay or contribute to the payment of the cost of making, building, maintaining, using and working the same.
- (xvii) To sell, let, lease, grant licences, easements and other rights over and in any other manner dispose of or deal with the whole or any part of the undertaking, property, assets, rights, effects and businesses of the Company or such consideration as may be thought fit and in particular for a rent or rents or stocks, shares, debentures, debenture stock or other obligations of any other company.
- (xviii) To amalgamate with or enter into partnership or any joint purse or profit sharing arrangement with or to co-operate in any way with, or assist or subsidise, any company, firm or person carrying on, or proposing to carry on, any business within the objects of the Company.
- (xix) To carry on any business or branch of a business which this Company is authorised to carry on by means, or through the agency, of any subsidiary company or companies, and to enter into any arrangement with any such subsidiary company for taking the profits and bearing the losses of any business or branch so carried on, or for financing any such subsidiary company or guaranteeing its liabilities, or to make any

other arrangements which may seem desirable with reference to any business or branch so carried on including power at any time, and either temporarily or permanently, to close any such branch or business.

- (xx) To act as directors or managers of or to appoint directors or managers of any subsidiary company or of any other company in which this Company is or may be interested.
- (xxi) To take part in the management, supervision and control of the business or operations of any company or undertaking and for that purpose to appoint and remunerate any directors, trustees, accountants or other experts or agents.
- (xxii) To promote or concur in the promotion of any company, whether British or foreign, the promotion of which shall be considered desirable, and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares or securities of any such company.
- (xxiii) To borrow and raise money and to receive money on deposit in any manner and on any terms.
- (xxiv) For any purpose and in any manner and from time to time to mortgage or charge the whole or any part of the undertaking, property and rights (including property and rights to be subsequently acquired) of the Company, and any money uncalled on any shares of the Company, original or increased and whether at the time issued or created or not, and to create, issue, make and give debentures, debenture stocks, bonds, or other obligations, perpetual or otherwise, with or without any mortgage or charge on all or any part of such undertaking, property, rights and uncalled money and also by similar mortgage or charge or otherwise to secure and guarantee the performance by the Company or any other person or company of any obligation undertaken by the Company or any person or company, as the case may be.
- (xxv) To make, draw, accept, endorse, discount, negotiate, execute and issue and to buy, sell and deal in promissory notes, bills

of exchange, cheques, bills of lading, shipping documents, dock and warehouse warrants, and other instruments negotiable or transferable or otherwise.

(xxvi) To lend money with or without security and to subsidise, assist and guarantee (with or without security) the payment of money by or the performance of any contract, engagement or obligation by any persons or companies.

(xxvii) To grant donations, gratuities, pensions, allowances, benefits or emoluments to any past or present Directors or employees of the Company or of any company which is a subsidiary of or associated with the Company or of the predecessors in business of the Company or of any such subsidiary or associated company and the wives, widows, families or dependants of any such persons and to establish, subsidise, subscribe to or support institutions, associations, clubs, funds or trusts calculated to be for the benefit of any such persons or otherwise advance the interests and well-being of the Company or of any such other company as aforesaid or of its members, and to make payments for or towards the insurance of any such persons as aforesaid, and subscriptions or guarantees of money for charitable or benevolent objects or for any exhibition or for any public, general or useful object, and to establish and contribute to any scheme for the purchase by trustees of shares of the Company or of its holding company to be held for the benefit of the Company's employees (including Directors holding a salaried employment or office in the Company) or to lend money to the Company's employees (other than Directors) to enable them to purchase or subscribe for fully paid shares of the Company or of its holding company to be held by themselves by way of beneficial ownership.

(xxviii) To remunerate any person, firm or company, by way of consideration for services rendered to or property acquired by the Company, whether by cash or by the allotment of shares or securities of the Company credited as paid up in full or in part or otherwise.

(xxix) To pay all preliminary expenses of the Company and any company promoted by the



Company or any company in which this Company is or may contemplate being interested, including in such preliminary expenses all or any part of the costs and expenses of owners of any business or property acquired by the Company.

- (xxx) To sell or dispose of the undertaking of the Company, or any part thereof, for such consideration as the Company may think fit, and in particular for shares, whether fully or partly paid up, debentures or securities of any other company, whether or not having objects altogether or in part similar to those of the Company.
- (xxxi) To enter into any arrangement with any government or authority, imperial, supreme, municipal, local or otherwise, or company that may seem conducive to the Company's objects or any of them, and to obtain from any such government, authority or company any charters, contracts, decrees, rights, grants, loans, privileges or concessions which the Company may think it desirable to obtain, and to carry out, exercise and comply with the same.
- (xxxii) To do anything by this Memorandum of Association authorised in any part of the world and as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others.
- (xxxiii) To procure the Company to be registered, incorporated or legally recognised in and to keep registers of shareholders in any part of the world.
- (xxxiv) To distribute among the members of the Company in specie any property of the Company.
- (xxxv) To do all such other things as may be considered to be incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared (1) that the word "company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated

or whether domiciled in the United Kingdom or elsewhere, and (2) that, except where the context expressly so requires, none of the several paragraphs of this Clause, or the objects therein specified or the powers thereby conferred shall be limited by or be deemed merely subsidiary or auxiliary to any other paragraph of this Clause or the objects in such other paragraph specified, or the powers thereby conferred.

INDISTINCT ORIGINAL

Number of } 1407770  
Company }

13

*The Companies Acts 1948 to 1976*

COMPANY LIMITED BY SHARES

## Special Resolution

*(Pursuant to s. 141 (2) of the Companies Act 1948)*

OF

POMANDER FILM PRODUCTIONS

LIMITED

*Passed 2nd November , 1979 .*

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at

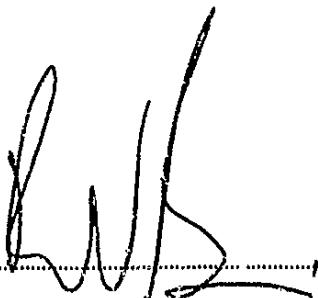
2-4 Vernon Yard, 119 Portobello Road, London W11

on the 2nd day of November , 1979, the subjoined SPECIAL RESOLUTION was duly passed, viz. :—

### RESOLUTION

THAT the name of the Company be changed to VIRGIN OVERSEAS HOLDINGS LIMITED.

Signature .....



Director

To be signed  
by the Chair-  
man, a Direc-  
tor, or the  
Secretary of  
the Company.

NOTE.—To be filed within 15 days after the passing of the Resolution(s).



# **CERTIFICATE OF INCORPORATION ON CHANGE OF NAME**

No. 1407770

I hereby certify that

**POMANDER FILM PRODUCTIONS LIMITED**

having by special resolution and with the approval of the Secretary of State changed its name, is now incorporated under the name of

**VIRGIN OVERSEAS HOLDINGS LIMITED**

Given under my hand at Cardiff the 7TH DECEMBER 1979



E. A. VIGNESS

Assistant Registrar of Companies

140777-1/21

THE COMPANIES ACTS, 1948 to 1976.

COMPANY LIMITED BY SHARES

13th Nov 79 80  
DIRECTOR

**Memorandum**  
and  
**Articles of Association**  
of  
VIRGIN OVERSEAS HOLDINGS LIMITED

Incorporated the 4th day of January 19 79.

HARBOTTLE & LEWIS,  
34 South Molton Street,  
London, W1Y 2BP

20/11/79

CERTIFICATE OF INCORPORATION

No. 1407770

I hereby certify that

POMANDER FILM PRODUCTIONS LIMITED

is this day incorporated under the Companies Acts 1948  
to 1976 and that the Company is Limited.

Given under my hand at Cardiff the 4TH JANUARY 1979

E.A. WILSON

Assistant Registrar of Companies

CERTIFICATE OF INCORPORATION

ON CHANGE OF NAME

No. 1407770

I hereby certify that POMANDER FILM PRODUCTIONS LIMITED having by special resolution and with the approval of the Secretary of State changed its name, is now incorporated under the name of VIRGIN OVERSEAS HOLDINGS LIMITED

Given under my hand at Cardiff the 7th December 1979.

E.A. WILSON

Assistant Registrar of Companies

THE COMPANIES ACTS 1948 to 1976.

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COMPANY LIMITED BY SHARES.

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# Memorandum of Association

OF

VIRGIN OVERSEAS HOLDINGS LIMITED

(As altered by Special Resolution passed on the 2nd day of November 1979)

1. The name of the Company is VIRGIN OVERSEAS HOLDINGS LIMITED.
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-
  - (i) To carry on business as a holding company and to acquire and hold shares, stocks, debentures, debenture stocks, bonds, notes, mortgages, obligations and securities of any kind issued or guaranteed by any company, corporation or undertaking of whatever nature and wherever constituted or carrying on business, and shares, stocks, debentures, debenture stocks, bonds, notes, mortgages, obligations and securities issued or guaranteed by any government, sovereign ruler, commissioners, trust, or other public body or authority, local or otherwise, whether in the United Kingdom or abroad, by subscription, syndicate participation, tender, purchase, exchange or otherwise, and to subscribe for the same, whether conditionally or otherwise, and to underwrite or guarantee the subscriptions thereof and from time to time to vary, dispose of and deal with the same and to exercise and enforce all rights and powers conferred by or incidental to the ownership thereof.



- (ii) To carry on the business of an investment company.
- (iii) To carry on business as consultants, advisers, agents and managers in relation to financial and commercial operations, insurance, pensions and assurance schemes and in relation to any property whether for investment or other purposes.
- (iv) To carry on business as financiers, concessionaires and merchants and to undertake, carry on and execute all kinds of financial, commercial and other operations including the advancement, acceptance and loan of money, securities and other property to such persons and on such terms as may seem expedient and to discount, buy, sell and deal in bills, goods, warrants, coupons and other negotiable or transferable securities or documents.
- (v) To carry on the business of organisers, promoters, sponsors and arrangers of conferences, exhibitions, trade fairs, and other gatherings of every and any description including leisure and sporting events of all kinds; and to provide such personnel business teaching lecturing secretarial catering and refreshment and other services and facilities of all kinds that may be required under any contracts and arrangements entered into by the Company; to carry on the business of providers of information and explanatory services of all kinds; to provide secretaries, typists, accountancy and clerical domestic catering and other staff and facilities of all kinds; to operate car hire business of all kinds; and to enter into any contracts and other arrangements of all kinds with persons having dealings with the Company on such terms and for such periods of time as the Company may from time to time determine, on a commission or fee basis or otherwise; and to carry on any other trade or business, whatever, of a like and similar nature.

- (vi) To carry on the business of advisers on problems relating to the administration and organisation of personnel for industry and business and to carry on all or any of the businesses of industrial business and personnel consultants and to advise upon the means and methods for extending developing and improving all types of businesses or industries and all systems or processes relating to the production, storage, distribution, marketing and sale of goods and/or relating to the rendering of services.
- (vii) To carry on and undertake generally any other businesses, trades and occupations which may seem to the Company capable of being conveniently carried on in connection with the above businesses, trades or occupations, or calculated, directly or indirectly, to enhance the value of any of the Company's properties or rights or undertakings in which the Company may be engaged, and to promote any other company for the purpose of acquiring any of the property and undertaking any of the liabilities or contracts of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company, or enhance the value of any property or business of the Company.
- (viii) To apply for, purchase, or otherwise acquire and to protect, prolong and renew any patents, patent rights, brevets d'invention, licences, copyrights, trade marks and names, registered or other designs, concessions, options and protections and the like conferring any exclusive or non-exclusive or limited right to user, or any invention, mechanism, or process, secret or otherwise, or any secret or other information as to any invention and to use, exercise, develop, grant licences in respect of the same or otherwise turn the same to account.
- (ix) To receive the dividends, interest, income, bonuses, rents, royalties, profits and advantages of every description from time to time

-4-

payable or receivable in respect of  
any of the Company's assets and property.

- (x) To act as bankers, financiers, concessionaires and merchants and to undertake and carry on and execute all kinds of financial, commercial and trading operations.
- (xi) To invest in, purchase, take on lease or in exchange, hire, or otherwise acquire and hold for investment or trust purposes or otherwise and generally deal in real and personal property of every kind and description.
- (xii) To undertake and execute any trusts the undertaking whereof may seem desirable and either gratuitously or otherwise and to act as trustee of any deeds constituting or securing any debentures, debenture stock or other securities or obligations and also to undertake the office of executor, administrator, treasurer, or registrar, or to become manager of any business, and to keep for any company, government, authority or body any register relating to any stocks, funds, shares or securities, or to undertake any duties in relation to the registration of transfers, the issue of certificates, or otherwise.
- (xiii) To give all descriptions of guarantees and indemnities (whether with or without security) and carry on and transact every kind of guarantee and counter-guarantee business and in particular to guarantee the payment of any principal moneys, interest or other moneys secured by or payable under any debentures, bonds, debenture stock, mortgages, charges, contracts, obligations and securities and the payment of dividends on and the repayment of the capital of stocks and shares of all kinds and descriptions.
- (xiv) To acquire and undertake the whole or any part of the business (whether manufacturing or not), property and liabilities of any person, firm or organisation, or the whole or any part of the issued share or loan capital,

business, property or liabilities of any company, carrying on any business which the Company is authorised to carry on or which may be conveniently or advantageously carried on in connection with any of the Company's objects, or possessed of property suitable for the purposes of the Company, and to conduct and carry on, or liquidate or wind up such business.

- (xv) To manufacture, buy, sell and generally deal in any plant, machinery, tools, goods or things of any description, which, in the opinion of the Company, may be conveniently dealt with by the Company in connection with any of its objects.
- (xvi) To acquire, make, build, maintain, alter, use, manage and work, in any parts of the world, offices, factories, mills, hotels, cinemas, theatres, garages, roads, railways, tramways, airfield, telegraph lines, telephones, electric light and power works, canals, reservoirs, water-works, wells, boat yards, watercourses, furnaces, gasworks, piers, wharves, docks, quarries, mines, oil wells, pipelines, bunker stations, saw and other mills, warehouses, steam and other ships, aeroplanes, and other works and things which may be deemed expedient for the purposes of the Company and to pay or contribute to the payment of the cost of making, building, maintaining, using and working the same.
- (xvii) To sell, let, lease, grant licences, easements and other rights over and in any other manner dispose of or deal with the whole or any part of the undertaking, property, assets, rights, effects and businesses of the Company for such consideration as may be thought fit and in particular for a rent or rents or stocks, shares, debentures, debenture stock or other obligations of any other company.
- (xviii) To amalgamate with or enter into partnership or any joint purse or profit sharing arrangement with or to co-operate in any way with, or assist or subsidise, any company, firm or person carrying on, or proposing to carry on, any business within the objects of the Company.

- (xix) To carry on any business or branch of a business which this Company is authorised to carry on by means, or through the agency, of any subsidiary company or companies, and to enter into any arrangement with any such subsidiary company for taking the profits and bearing the losses of any business or branch so carried on, or for financing any such subsidiary company or guaranteeing its liabilities, or to make any other arrangements which may seem desirable with reference to any business or branch so carried on including power at any time, and either temporarily or permanently, to close any such branch or business.
- (xx) To act as directors or managers of or to appoint directors or managers of any subsidiary company or of any other company in which this Company is or may be interested.
- (xxi) To take part in the management, supervision and control of the business or operations of any company or undertaking and for that purpose to appoint and remunerate any directors, trustees, accountants or other experts or agents.
- (xxii) To promote or concur in the promotion of any company, whether British or foreign, the promotion of which shall be considered desirable, and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares or securities of any such company.
- (xxiii) To borrow and raise money and to receive money on deposit in any manner and on any terms.
- (xxiv) For any purpose and in any manner and from time to time to mortgage or charge the whole or any part of the undertaking, property and rights (including property and rights to be subsequently acquired) of the Company, and any money uncalled on any shares of the Company, original or increased and whether at the time issued or created or not, and

to create, issue, make and give debentures, debenture stocks, bonds, or other obligations, perpetual or otherwise, with or without any mortgage or charge on all or any part of such undertaking, property, rights and uncalled money and also by similar mortgage or charge or otherwise to secure and guarantee the performance by the Company or any other person or company of any obligation undertaken by the Company or any person or company, as the case may be.

- (xxv) To make, draw, accept, endorse, discount, negotiate, execute and issue and to buy, sell and deal in promissory notes, bills of exchange, cheques, bills of lading, shipping documents, dock and warehouse warrants, and other instruments negotiable or transferable or otherwise.
- (xxvi) To lend money with or without security and to subsidise, assist and guarantee (with or without security) the payment of money by or the performance of any contract, engagement or obligation by any persons or companies.
- (xxvii) To grant donations, gratuities, pensions, allowances, benefits or emoluments to any past or present Directors or employees of the Company or of any company which is a subsidiary of or associated with the Company or of the predecessors in business of the Company or of any such subsidiary or associated company and the wives, widows, families or dependants of any such persons and to establish, subsidise, subscribe to or support institutions, associations, clubs, funds or trusts calculated to be for the benefit of any such persons or otherwise advance the interests and well-being of the Company or of any such other company as aforesaid or of its members, and to make payments for or towards the insurance of any such persons as aforesaid, and subscriptions or guarantees of money for charitable or benevolent objects or for any exhibition or for any public, general or useful object, and to establish and contribute to any scheme for the purchase by trustees of shares of the Company or of its holding company to be held for the benefit

of the Company's employees (including Directors holding a salaried employment or office in the Company) or to lend money to the Company's employees (other than Directors) to enable them to purchase or subscribe for fully paid shares of the Company or of its holding company to be held by themselves by way of beneficial ownership.

- (xxviii) To remunerate any person, firm or company, by way of consideration for services rendered to or property acquired by the Company, whether by cash or by the allotment of shares or securities of the Company credited as paid up in full or in part or otherwise.
- (xxix) To pay all preliminary expenses of the Company and any company promoted by the Company or any company in which this Company is or may contemplate being interested, including in such preliminary expenses all or any part of the costs and expenses of owners of any business or property acquired by the Company.
- (xxx) To sell or dispose of the undertaking of the Company, or any part thereof, for such consideration as the Company may think fit, and in particular for shares, whether fully or partly paid up, debentures or securities of any other company, whether or not having objects altogether or in part similar to those of the Company.
- (xxxi) To enter into any arrangement with any government or authority, imperial, supreme, municipal, local or otherwise, or company that may seem conducive to the Company's objects or any of them, and to obtain from any such government, authority or company any charters, contracts, decrees, rights, grants, loans, privileges or concessions which the Company may think it desirable to obtain, and to carry out, exercise and comply with the same.
- (xxxii) To do anything by this Memorandum of Association authorised in any part of the world and as principals, agents,

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contractors, trustees or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others.

- (xxxiii) To procure the Company to be registered, incorporated or legally recognised in and to keep registers of shareholders in any part of the world.
- (xxxiv) To distribute among the members of the Company in specie any property of the Company.
- (xxxv) To do all such other things as may be considered to be incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared (1) that the word "company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated or whether domiciled in the United Kingdom or elsewhere, and (2) that, except where the context expressly so requires, none of the several paragraphs of this Clause, or the objects therein specified or the powers thereby conferred shall be limited by or be deemed merely subsidiary or auxiliary to any other paragraph of this Clause or the objects in such other paragraph specified, or the powers thereby conferred.

- 4. The liability of the Members is limited.
- 5. The Share Capital of the Company is £100 divided into 100 Shares of £1 each.



WE, the several persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
MARGARET IRIS STEVENS, 34 South Molton Street, London W1Y 2BP. Clerk.	ONE
LINDSEY PICKERING, 34 South Molton Street, London W1Y 2BP. Secretary.	ONE

DATED the 9th day of November 1978.

WITNESS to the above signatures :

B. PEERLESS,

34 South Molton Street,  
London W1Y 2BP.

Clerk.

THE COMPANIES ACTS 1948 to 1976.

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COMPANY LIMITED BY SHARES.

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# Articles of Association

OF

VIRGIN OVERSEAS HOLDINGS LIMITED

## PRELIMINARY

1. The regulations contained in Part I and regulations 2, 3 and 4 contained in Part II of Table A in the First Schedule to the Companies Act 1948 (hereinafter called "Table A") shall apply to the above-named Company (hereinafter called "the Company") so far as the same are not excluded varied or modified by these Articles.

2. Regulations 24, 53, 75, 76, 77, 78, 84(2) 86, 87, 89, 90, 91, 92, 93, 106, 119, 123, 126 and 136 contained in Part I of Table A shall not apply to the Company.

## INTERPRETATION

3. In regulation 1 of Part I of Table A the following definition shall be deemed to be inserted: "the 1967 Act" means the Companies Act 1967 and "the 1976 Act" means the Companies Act 1976.

## SHARE CAPITAL

4. The initial share capital of the Company is £100 divided into 100 shares of £1 each.

5. Save as provided by contract or these Articles to the contrary and subject to any

direction of the Company given by Ordinary Resolution all unissued shares shall be at the disposal of the Directors who may allot grant options over or otherwise deal with or dispose of the same to such persons at such times and generally on such terms as they think proper but so that no shares shall be issued at a discount except in accordance with the provisions of Section 57 of the Act.

6. In regulation 3 of Part I of Table A the words "with the sanction of an ordinary resolution" and the words "by special resolution" shall be deemed to be deleted.

7. In regulation 10 of Part I of Table A the words "nor shall the Company make a loan for any purpose whatsoever on the security of its shares or those of its holding company" shall be deemed to be deleted.

#### LIEN AND CALLS ON SHARES

8. In regulation 11 of Part I of Table A the words and brackets "(not being a fully paid share)" and "(other than fully paid shares)" shall be deemed to be deleted.

9. In regulation 15 of Part I of Table A the words "provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call" shall be deemed to be deleted.

10. In regulation 18 of Part I of Table A the words and figure "not exceeding 5 per cent per annum" shall be deemed to be deleted.

11. In regulation 21 of Part I of Table A the words figure and brackets "not exceeding (unless the Company in general meeting shall otherwise direct) 5 per cent per annum" shall be deemed to be deleted.

#### TRANSFER OF SHARES

12. In regulation 22 of Part I of Table A the words "and transferee" shall be deemed to be deleted.

13. In regulation 25 of Part I of Table A the word "also" shall be deemed to be deleted.

### REGISTERS

14. The Directors shall cause the following registers to be kept at the Registered Office of the Company :-

- (a) a Register of Members.
- (b) a Register of the interests of the Directors in shares in or debentures of the Company or its associated companies.
- (c) a Register of the acquisition of or changes in the amounts of and of disposal of the shares in the Company which carry unrestricted voting rights.
- (d) copies of contracts of service of the Directors of the Company or (if such contracts are not in writing) written memoranda thereof.

15. The directors shall cause such Registers and copies (or memoranda) as are kept under the provisions of regulation 14 hereof to be completed and made available for inspection in accordance with the provisions of Part IV of the Act and Sections 26, 29 and 34 of the 1967 Act.

### GENERAL MEETINGS

16. Regulation 52 of Part I of Table A shall be read and construed as if the words "the voting of remuneration or extra remuneration to the Directors" were inserted after the words "in the place of those retiring".

17. Regulation 58 of Part I of Table A shall be read and construed as if sub-paragraphs (b) (c) and (d) were deleted and the following sub-paragraph inserted namely "(b) by one or more members present in person or by proxy and entitled to vote at the meeting".

### VOTES OF MEMBERS

18. Subject to the provisions of the Act a resolution in writing signed by all the members of the Company who at the date of such resolution were entitled to receive notice of and to attend and vote at General Meetings (or their duly appointed attorneys) shall be as valid and effectual as if it had been passed at a general meeting of the Company duly convened

and held. Any such resolution may consist of several documents in the like form each signed by one or more of the members or their attorneys and signature in the case of a corporate body which is a member shall be sufficient if made by one of its directors or by its duly authorised representative.

19. If at any general meeting any votes shall be counted which ought not to have been counted or might have been rejected the error shall not vitiate the result of the voting unless it be pointed out at the same meeting and not in that case unless it shall in the opinion of the Chairman of the Meeting be of sufficient magnitude to vitiate the result of the voting.

#### BORROWING POWERS

20. In regulation 79 of Part I of Table A the words from and including "Provided that" to the end of the regulation shall be deemed to be deleted.

#### DIRECTORS

21. The Directors shall not unless otherwise determined by an Ordinary Resolution of the Company be less than one nor more than seven in number and throughout these Articles the term "Directors" shall where the context so admits include reference to one Director if at any time there is only one Director of the Company.

22. The first Directors shall be appointed by the subscribers to the Memorandum of Association by a memorandum in writing under their hands either with or without a meeting and until such Directors are appointed the subscribers to the Memorandum of Association shall be deemed to be Directors.

23. A Director need not hold any share qualification but shall be entitled to receive notice of and to attend all General Meetings of the Company.

24. Each Director may by writing under his hand nominate another Director or with the approval of a majority of the other Directors any other person to act as alternate Director in his place at any meeting of the Directors

at which he is unable to be present and at his discretion may remove such alternate Director and on such appointment being made the alternate Director shall (except as regards the power to appoint an alternate) be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company and each alternate Director whilst acting in the place of an absent Director shall exercise and discharge all the duties of the Director he represents but shall look to such Director solely for his remuneration as alternate Director. Any Director of the Company who is appointed an alternate Director shall be entitled to vote at a meeting of the Directors on behalf of the Director so appointing him as distinct from the vote to which he is entitled in his own capacity as a Director of the Company and shall also be considered as two Directors for the purpose of making a quorum of Directors. Any person appointed as an alternate Director shall vacate office as such alternate Director if and when the Director by whom he has been appointed vacates office as a Director.

25. Every instrument appointing an alternate Director shall as nearly as circumstances will admit be in the following form or to the effect following on paper bearing the name of the Company :-

"I,  
"a Director of this Company in pursuance of  
"the power in that behalf contained in the  
"Articles of Association of the Company do  
"hereby nominate and appoint  
"of  
"to act as alternate Director in my place  
"at any meeting of the Directors which I  
"am unable to attend and to exercise all  
"my duties as a Director of the Company.  
"AS WITNESS my hand this            day of  
"19    ."

26. The Directors shall be paid out of the funds of the Company all their travelling hotel and other expenses properly incurred by them in and about the business of the Company including their expenses of travelling to and from meetings of the Directors or committee meetings or General Meetings. The Directors shall also be paid out of the funds of the Company by way of remuneration for their

services as Directors such sum as the Company in General Meeting shall from time to time determine.

27. Without restricting the generality of their powers the Directors may grant donations pensions annuities allowances gratuities benefits emoluments and bonuses or any share or interest in the profits of the Company's business or any part thereof to any directors or ex-directors employees or ex-employees of the Company or its predecessors in business or of any company which is a subsidiary company of or allied to or associated with the Company or any such subsidiary or the dependants of such persons set up establish support and maintain pension superannuation and other funds or schemes (whether contributory or non-contributory) and make payments towards insurance or other payments (either in connection with any such fund or scheme or otherwise) for the benefit of such persons or any of them or any class of them and any Director shall be entitled to receive for his own benefit any such donation pension annuity allowance gratuity benefit emolument bonus or share or interest in profit (whether under such fund or scheme or otherwise) and shall be counted in any quorum of Directors and may vote as a Director in respect of any of the powers by this Article conferred on the Directors notwithstanding that he is or may be interested therein.

28. The Directors may grant special remuneration to any Director who being called on shall render or agree to render any special or extra services to the Company or go or reside abroad in connection with the conduct of any of the affairs of the Company. Such special remuneration may be made payable to such Director in addition to or in substitution for his ordinary remuneration (if any) as a Director and may be payable by way of a lump sum participation in profits or otherwise as the Directors shall determine.

29. A Director may vote as a Director in respect of any contract or arrangement in which he is interested or upon any matter arising thereout and if he shall so vote his vote shall be counted and he shall be counted in a quorum when any such contract or arrangement is under consideration.

30. Any Director may continue to be or become a director of or hold any other office or place of profit under any other company in which the Company may be interested and no such Director shall be accountable for any remuneration salary profit or other benefits received by him as a Director of or holder of any other office or place of profit under or member of any such other company. The Directors may exercise the voting power conferred by the shares in any company held or owned by the Company in such manner in all respects as they think fit (including the exercise thereof in favour of any resolution appointing themselves or any of them directors of such company or voting or providing for the payment of remuneration to the directors of such company) and any Director of the Company may vote in favour of the exercise of such voting rights in manner aforesaid notwithstanding that he may be or be about to be appointed a director of such other company and as such is or may become interested in the exercise of such voting rights in manner aforesaid.

31. The Directors shall cause minutes to be made in books provided for the purpose :-

- (A) of the names of Directors present at each meeting of the Directors and
- (B) of all resolutions and proceedings at all meetings of the Company and of the Directors.

32. No Director shall vacate his office or be ineligible for re-appointment as a Director nor shall any person be ineligible for appointment as a Director by reason only of his having attained any particular age.

33. In regulation 94 of Part I of Table A the words from and after "directors" to the end of the regulation shall be deemed to be deleted.

34. In regulation 95 of Part I of Table A the words from and after "regulations" to the end of the regulation shall be deemed to be deleted.

35. In regulation 97 of Part I of Table A the words from "A person appointed" to the end of the regulation shall be deemed to be deleted.

#### PROCEEDINGS OF DIRECTORS

36. In regulation 99 of Part I of Table A the



words "and unless so fixed shall be two" shall be deemed to be deleted.

37. A resolution in writing signed by all the directors for the time being present in the United Kingdom shall be as valid and effectual as if it had been passed at a duly convened board meeting. Any such resolution may consist of several documents in the like form each signed by one or more directors.

38. In regulation 107 of Part I of Table A the words from and after "such appointment" shall be deemed to be deleted and the words "such appointment shall be automatically determined if the Managing Director cease from any cause to be a Director" shall be deemed to be inserted in their place.

#### DIVIDENDS

39. The Directors may deduct from any interest dividend or instalment of dividend payable to any member (either alone or jointly with any other member) all sums due from him (either alone or jointly with any other person) to the Company on account of calls or otherwise.

#### ACCOUNTS AND DIRECTORS REPORT

40. The Directors shall cause proper books of account to be kept in accordance with the provisions of Schedule 2 of the 1967 Act with respect to :-

- (a) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place
- (b) all sales and purchases of goods by the Company
- (c) the assets and liabilities of the Company and
- (d) all those matters required by the 1967 Act and the 1976 Act to be shown in the Accounts of the Company.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.

41. The Directors shall from time to time cause to be prepared and laid before the Company in General Meeting such profit and loss accounts balance sheets group accounts (if any) and directors reports as are provided for in Sections 148, 150 and 157 of the Act and Sections 16 to 20 of the 1967 Act and in the 1976 Act.

#### AUDIT

42. In regulation 130 of Part I of Table A the words "as amended by the 1967 Act and the 1976 Act" inserted after the word "Act".

#### NOTICES

43. In regulation 131 of Part I of Table A the words "in the case of a notice of a meeting" and the words from and including "and in any other case" to the end of the regulation shall be deemed to be deleted.

44. In regulation 134 of Part I of Table A the word "and" shall be deemed to be deleted and the words "and (d) every Director of the Company" shall be inserted after the words "of the company".

#### WINDING UP

45. In regulation 135 of Part I of Table A the words "with the like sanction" shall be inserted immediately before the words "determine how such division" and the word "members" shall be substituted for the word "contributories".

#### INDEMNITY

46. Every Director Manager Secretary and other officer or servant of the Company shall be indemnified by the Company against and it shall be the duty of the Directors out of the funds of the Company to pay all costs losses and expenses which any such officer or servant may incur or become liable to by reason of any contract entered into or act or deed done by him as such officer or servant or in any way in the discharge of his duties.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

MARGARET IRIS STEVENS,  
34 South Molton Street,  
London W1Y 2BP.  
Clerk.

LINDSEY PICKERING,  
34 South Molton Street,  
London W1Y 2BP.  
Secretary.

DATED the 9th day of November 1978

WITNESS to the above signatures :

B. PEERLESS,  
34 South Molton Street,  
London W1Y 2BP.  
Clerk.

THE COMPANIES ACT 1948 to 1978.

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COMPANY LIMITED BY SHARES

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Memorandum  
and  
Articles of Association  
of

VIRGIN OVERSEAS HOLDINGS  
LIMITED

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Incorporated  
the 4th day of January 19 79.

No. 1407770

HARBOTTLE & LEWIS,  
34 South Molton Street,  
London, W1Y 2BP

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Stephen Cox & Co.  
Type Stationers & Lithographers  
14 New Square Lincoln's Inn London, WC2A 3JH

Number of } 1407770 / 26  
Company }

The Companies Acts 1948 to 1980

COMPANY LIMITED BY SHARES

## Special Resolution

(Pursuant to s. 141 (2) of the Companies Act 1948)

OF

VIRGIN OVERSEAS HOLDINGS LIMITED

Passed , 19 83.

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at 95-99 Ladbroke Grove, London W11

on the 30<sup>th</sup> day of January, 1983, the subjoined SPECIAL RESOLUTION was duly passed. viz.:—

### RESOLUTION

THAT the name of the Company be changed to VIRGIN OVERSEAS LIMITED.

Signature .....

To be signed  
by the Chair-  
man, a Direc-  
tor, or the  
Secretary of  
the Company.



NOTE.—To be filed within 15 days after the passing of the Resolution(s).

**oyez**

The Solicitors' Law Stationery Society, plc, Oyez House, 237 Long Lane, London SE1 4PU

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## CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 1407770/24

I hereby certify that

VIRGIN OVERSEAS HOLDINGS LIMITED

having by special resolution changed its name, is now  
incorporated under the name of

VIRGIN OVERSEAS LIMITED

Given under my hand at Cardiff the

21ST FEBRUARY 1983

A handwritten signature in cursive script, likely belonging to P. Walker.

P. WALKER  
Assistant Registrar of Companies

SPECIAL RESOLUTIONS

of

VIRGIN OVERSEAS LIMITED

We, being all the members of the above Company HEREBY RESOLVE as Special Resolutions and in accordance with Regulation 73A of Table A in Schedule 1 to the Companies Act 1948, (as adopted by Article 1 of the Articles of Association of the Company), and notwithstanding that less than 21 days' notice of such resolutions has been given, as follows :-

SPECIAL RESOLUTIONS

1. That Clause 3(xiii) of the Memorandum of Association of the Company be amended by the addition, after the words "(whether with or without security)" therein, of the words "and either with or without the Company receiving any consideration or advantage,".

2. That it is in the best commercial interests of the Company to promote the continued expansion of the Company, and other members of the Virgin group of companies, and in particular that the Company support the activities and obligations of Virgin Atlantic Airways Public Limited Company (in connection with its leasing of one Boeing 747-287B aircraft (the "Aircraft") by executing and delivering the following documents :-

(A) Deed of Indemnity (the "Deed of Indemnity") in respect of uninsured risks relating to the Aircraft between (1) Virgin Atlantic Airways Public Limited Company, (2) Virgin Group Limited, (3) Virgin Holdings Limited, Virgin Records Limited, Virgin Music (Publishers) Limited, Virgin Clubs Limited and the Company (collectively, the "Virgin Companies) and (4) BMI (No.6) Limited; and

(B) Guarantee (the "Guarantee") in respect of the obligations of Virgin Atlantic Airways Public Limited Company as sublessee of the Aircraft between (1) Virgin Group Limited and the Virgin Companies and (2) Chemco Equipment Finance Limited;

and accordingly the directors of the Company are hereby authorised to arrange for the execution and delivery on behalf of the Company of the Deed of Indemnity and the Guarantee and each of them is hereby authorised so to execute and deliver the same.

.....  
Richard Charles Nicholas Branson



.....*J. L. Byrne*.....  
Virgin Holdings Limited

Dated 8<sup>th</sup> June 1984

PRESENTED BY : Freshfields (ref : SJM/AL)  
Grindall House  
25 Newgate Street  
London EC1A 7LH



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THE COMPANIES ACTS 1948 to 1981.

COMPANY LIMITED BY SHARES

I HEREBY CERTIFY this to be a true  
copy of the Memorandum & Articles  
of Association of the Company,  
altered in accordance with the  
resolutions therein mentioned.

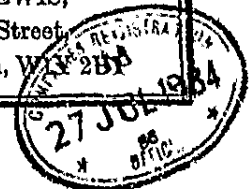
.....  
Secretary

*A. he*  
.....  
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**Memorandum**  
  
and  
  
**Articles of Association**  
  
of  
  
VIRGIN OVERSEAS LIMITED

Incorporated the 4th day of January 19 79.

HARBOTTLE & LEWIS,  
34 South Molton Street,  
London, W1P 2BP



CERTIFICATE OF INCORPORATION

No. 1407770

I hereby certify that

POMANDER FILM PRODUCTIONS LIMITED

is this day incorporated under the Companies Acts 1948  
to 1976 and that the Company is Limited.

Given under my hand at Cardiff the 4th JANUARY  
1979.

E. A. WILSON

Assistant Registrar of Companies

CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME

No. 1407770

I hereby certify that

POMANDER FILM PRODUCTIONS LIMITED

having by special resolution and with the approval of  
the Secretary of State changed its name, is now  
incorporated under the name of

VIRGIN OVERSEAS HOLDINGS LIMITED

Given under my hand at Cardiff the 7th December 1979.

E.A. WILSON

Assistant Registrar of Companies

CERTIFICATE OF INCORPORATION

ON CHANGE OF NAME

No. 1407770

I hereby certify that

VIRGIN OVERSEAS HOLDINGS LIMITED

having by special resolution changed its name, is now  
incorporated under the name of

VIRGIN OVERSEAS LIMITED

Given under my hand at Cardiff the 21ST FEBRUARY 1983

P. WALKER

Assistant Registrar of Companies

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COMPANY LIMITED BY SHARES.

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# Memorandum of Association

OF  
VIRGIN OVERSEAS LIMITED

(As altered by Special Resolutions passed  
on the 2nd day of November 1979 and 8th  
day of June 1984).

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1. The name of the Company is VIRGIN OVERSEAS LIMITED.

2. The registered office of the Company will be situate in England.

3. The objects for which the Company is established are:-

- (i) To carry on business as a holding company and to acquire and hold shares, stocks, debentures, debenture stocks, bonds, notes, mortgages, obligations and securities of any kind issued or guaranteed by any company, corporation or undertaking of whatever nature and wherever constituted or carrying on business, and shares, stocks, debentures, debenture stocks, bonds, notes, mortgages, obligations and securities issued or guaranteed by any government, sovereign ruler, commissioners, trust, or other public body or authority, local or otherwise, whether in the United Kingdom or abroad, by subscription, syndicate participation, tender, purchase, exchange or otherwise, and to subscribe for the same, whether conditionally or otherwise, and to underwrite or guarantee the subscriptions thereof and from time to time to vary, dispose of and deal with the same and to exercise and enforce all rights and powers conferred by or incidental to the ownership thereof.

- (ii) To carry on the business of an investment company.
- (iii) To carry on business as consultants, advisers, agents and managers in relation to financial and commercial operations, insurance, pensions and assurance schemes and in relation to any property whether for investment or other purposes.
- (iv) To carry on business as financiers, concessionaires and merchants and to undertake, carry on and execute all kinds of financial, commercial and other operations including the advancement, acceptance and loan of money, securities and other property to such persons and on such terms as may seem expedient and to discount, buy, sell and deal in bills, goods, warrants, coupons and other negotiable or transferable securities or documents.
- (v) To carry on the business of organisers, promoters, sponsors and arrangers of conferences, exhibitions, trade fairs, and other gatherings of every and any description including leisure and sporting events of all kinds; and to provide such personnel business teaching lecturing secretarial catering and refreshment and other services and facilities of all kinds that may be required under any contracts and arrangements entered into by the Company; to carry on the business of providers of information and explanatory services of all kinds; to provide secretaries typists, accountancy and clerical domestic catering and other staff and facilities of all kinds; to operate car hire business of all kinds; and to enter into any contracts and other arrangements of all kinds with persons having dealings with the Company on such terms and for such periods of time as the Company may from time to time determine, on a commission or fee basis or otherwise; and to carry on any other trade or business, whatever, of a like and similar nature.
- (vi) To carry on the business of advisers on problems relating to the administration and organisation of personnel for industry and business and to carry on all or any of the businesses of industrial business and

personnel consultants and to advise upon the means and methods for extending developing and improving all types of businesses or industries and all systems or processes relating to the production, storage, distribution, marketing and sale of goods and/or relating to the rendering of services.

- (vii) To carry on and undertake generally any other businesses, trades and occupations which may seem to the Company capable of being conveniently carried on in connection with the above businesses, trades or occupations, or calculated, directly or indirectly, to enhance the value of any of the Company's properties or rights or undertakings in which the Company may be engaged, and to promote any other company for the purpose of acquiring any of the property and undertaking any of the liabilities or contracts of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company, or enhance the value of any property or business of the Company.
- (viii) To apply for, purchase, or otherwise acquire and to protect, prolong and renew any patents, patent rights, brevets d'invention, licences, copyrights, trade marks and names, registered or other designs, concessions, options and protections and the like conferring any exclusive or non-exclusive or limited right to user, or any invention, mechanism, or process, secret or otherwise, or any secret or other information as to any invention and to use, exercise, develop, grant licences in respect of the same or otherwise turn the same to account.
- (ix) To receive the dividends, interest, income, bonuses, rents, royalties, profits and advantages of every description from time to time payable or receivable in respect of any of the Company's assets and property.
- (x) To act as bankers, financiers, concessionaires and merchants and to undertake and carry on and execute all kinds of financial, commercial and trading operations.
- (xi) To invest in, purchase, take on lease or in exchange, hire, or otherwise acquire and hold

for investment or trust purposes or otherwise and generally deal in real and personal property of every kind and description.

- (xii) To undertake and execute any trusts the undertaking whereof may seem desirable and either gratuitously or otherwise and to act as trustee of any deeds constituting or securing any debentures, debenture stock or other securities or obligations and also to undertake the office of executor, administrator, treasurer or registrar, or to become manager of any business, and to keep for any company, government, authority or body any register relating to any stocks, funds, shares or securities, or to undertake any duties in relation to the registration of transfers, the issue of certificates, or otherwise.
- (xiii) To give all descriptions of guarantees and indemnities (whether with or without security) and either with or without the Company receiving any consideration or advantage, and carry on and transact every kind of guarantee and counter-guarantee business and in particular to guarantee the payment of any principal moneys, interest or other moneys secured by or payable under any debentures, bonds, debenture stock, mortgages, charges, contracts, obligations and securities and the payment of dividends on and the repayment of the capital of stocks and shares of all kinds and descriptions.
- (xiv) To acquire and undertake the whole or any part of the business (whether manufacturing or not), property and liabilities of any person, firm or organisation, or the whole or any part of the issued share or loan capital, business, property or liabilities of any company, carrying on any business which the Company is authorised to carry on or which may be conveniently or advantageously carried on in connection with any of the Company's objects, or possessed of property suitable for the purposes of the Company, and to conduct and carry on, or liquidate or wind up such business.
- (xv) To manufacture, buy, sell and generally deal in any plant, machinery, tools, goods or



things of any description, which, in the opinion of the Company, may be conveniently dealt with by the Company in connection with any of its objects.

- (xvi) To acquire, make, build, maintain, alter, use, manage and work, in any parts of the world, offices, factories, mills, hotels, cinemas, theatres, garages, roads, railways, tramways, airfield, telegraph lines, telephones, electric light and power works, canals, reservoirs, water-works, wells, boat yards, watercourses, furnaces, gasworks, piers, wharves, docks, quarries, mines, oil wells, pipelines, bunker stations, saw and other mills, warehouses, steam and other ships, aeroplanes, and other works and things which may be deemed expedient for the purposes of the Company and to pay or contribute to the payment of the cost of making, building, maintaining, using and working the same.
- (xvii) To sell, let, lease, grant licences, easements and other rights over and in any other manner dispose of or deal with the whole or any part of the undertaking, property, assets, rights, effects and businesses of the Company for such consideration as may be thought fit and in particular for a rent or rents or stocks, shares, debentures, debenture stock or other obligations of any other company.
- (xviii) To amalgamate with or enter into partnership or any joint purse or profit sharing arrangement with or to co-operate in any way with, or assist or subsidise, any company, firm or person carrying on, or proposing to carry on, any business within the objects of the Company.
- (xix) To carry on any business or branch of a business which this Company is authorised to carry on by means, or through the agency, of any subsidiary company or companies, and to enter into any arrangement with any such subsidiary company for taking the profits and bearing the losses of any business or branch so carried on, or for financing any such subsidiary company or guaranteeing its

liabilities, or to make any other arrangements which may seem desirable with reference to any business or branch so carried on including power at any time, and either temporarily or permanently, to close any such branch or business.

- (xx) To act as directors or managers of or to appoint directors or managers of any subsidiary company or of any other company in which this Company is or may be interested.
- (xxi) To take part in the management, supervision and control of the business or operations of any company or undertaking and for that purpose to appoint and remunerate any directors, trustees, accountants or other experts or agents.
- (xxii) To promote or concur in the promotion of any company, whether British or foreign, the promotion of which shall be considered desirable, and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares or securities of any such company.
- (xxiii) To borrow and raise money and to receive money on deposit in any manner and on any terms.
- (xxiv) For any purpose and in any manner and from time to time to mortgage or charge the whole or any part of the undertaking, property and rights (including property and rights to be subsequently acquired) of the Company, and any money uncalled on any shares of the Company, original or increased and whether at the time issued or created or not, and to create, issue, make and give debentures, debenture stocks, bonds or other obligations, perpetual or otherwise, with or without any mortgage or charge on all or any part of such undertaking, property, rights and uncalled money and also by similar mortgage or charge or otherwise to secure and guarantee the performance by the Company or any other person or company of any obligation undertaken by the Company or any person or company, as the case may be.

- (xxv) To make, draw, accept, endorse, discount, negotiate, execute and issue and to buy, sell and deal in promissory notes, bills of exchange, cheques, bills of lading, shipping documents, dock and warehouse warrants, and other instruments negotiable or transferable or otherwise.
- (xxvi) To lend money with or without security and to subsidise, assist and guarantee (with or without security) the payment of money by or the performance of any contract, engagement or obligation by any persons or companies.
- (xxvii) To grant donations, gratuities, pensions, allowances, benefits or emoluments to any past or present Directors or employees of the Company or of any company which is a subsidiary of or associated with the Company or of the predecessors in business of the Company or of any such subsidiary or associated company and the wives, widows, families or dependants of any such persons and to establish, subsidise, subscribe to or support institutions, associations, clubs, funds or trusts calculated to be for the benefit of any such persons or otherwise advance the interests and well-being of the Company or of any such other company as aforesaid or of its members, and to make payments for or towards the insurance of any such persons as aforesaid, and subscriptions or guarantees of money for charitable or benevolent objects or for any exhibition or for any public, general or useful object, and to establish and contribute to any scheme for the purchase by trustees of shares of the Company or of its holding company to be held for the benefit of the Company's employees (including Directors holding a salaried employment or office in the Company) or to lend money to the Company's employees (other than Directors) to enable them to purchase or subscribe for fully paid shares of the Company or of its holding company to be held by themselves by way of beneficial ownership.
- (xxviii) To remunerate any person, firm or company, by way of consideration for services rendered to or property acquired by the Company, whether by cash or by the allotment of shares or securities of the Company credited as paid up in full or in part or otherwise.

- (xxix) To pay all preliminary expenses of the Company and any company promoted by the Company or any company in which this Company is or may contemplate being interested, including in such preliminary expenses all or any part of the costs and expenses of owners of any business or property acquired by the Company.
- (xxx) To sell or dispose of the undertaking of the Company, or any part thereof, for such consideration as the Company may think fit, and in particular for shares, whether fully or partly paid up, debentures or securities of any other company, whether or not having objects altogether or in part similar to those of the Company.
- (xxxi) To enter into any arrangement with any government or authority, imperial, supreme, municipal, local or otherwise, or company that may seem conducive to the Company's objects or any of them, and to obtain from any such government, authority or company any charters, contracts, decrees, rights, grants, loans, privileges or concessions which the Company may think it desirable to obtain, and to carry out, exercise and comply with the same.
- (xxxii) To do anything by this Memorandum of Association authorised in any part of the world and as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others.
- (xxxiii) To procure the Company to be registered, incorporated or legally recognised in and to keep registers of shareholders in any part of the world.
- (xxxiv) To distribute among the members of the Company in specie any property of the Company.
- (xxxv) To do all such other things as may be considered to be incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared (1) that the word "company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated or whether domiciled in the United Kingdom or elsewhere, and (2) that, except where the context expressly so requires, none of the several paragraphs of this Clause, or the objects therein specified or the powers thereby conferred shall be limited by or be deemed merely subsidiary or auxiliary to any other paragraph of this Clause or the objects in such other paragraph specified, or the powers thereby conferred.

4. The liability of the Members is limited.

5. The Share Capital of the Company is £100 divided into 100 Shares of £1 each.

WE, the several persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
MARGARET IRIS STEVENS, 34 South Molton Street, London W1Y 2BP. Clerk.	ONE
LINDSEY PICKERING, 34 South Molton Street, London W1Y 2BP. Secretary.	ONE

DATED the 9th day of November 1978.

WITNESS to the above signatures:

B. PEERLESS,  
34 South Molton Street,  
London W1Y 2BP.

Clerk.

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COMPANY LIMITED BY SHARES.

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Articles of Association

OF

VIRGIN OVERSEAS LIMITED

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PRELIMINARY

1. The regulations contained in Part I and regulations 2, 3 and 4 contained in Part II of Table A in the First Schedule to the Companies Act 1948 (hereinafter called "Table A") shall apply to the above-named Company (hereinafter called "the Company") so far as the same are not excluded varied or modified by these Articles.

2. Regulations 24, 53, 75, 76, 77, 78, 84(2), 86, 87, 89, 90, 91, 92, 93, 106, 119, 123, 126 and 136 contained in Part I of Table A shall not apply to the Company.

INTERPRETATION

3. In regulation 1 of Part I of Table A the following definition shall be deemed to be inserted: "the 1967 Act" means the Companies Act 1967 and "the 1976 Act" means the Companies Act 1976.

SHARE CAPITAL

4. The initial share capital of the Company is £100 divided into 100 shares of £1 each.

5. Save as provided by contract or these Articles to the contrary and subject to any direction of the Company given by Ordinary Resolution all unissued shares shall be at the disposal of the Directors who may allot grant options over or otherwise deal with or dispose of the same to such persons at such times and generally on such terms as they think proper but so

that no shares shall be issued at a discount except in accordance with the provisions of Section 57 of the Act.

6. In regulation 3 of Part I of Table A the words "with the sanction of an ordinary resolution" and the words "by special resolution" shall be deemed to be deleted.

7. In regulation 10 of Part I of Table A the words "nor shall the Company make a loan for any purpose whatsoever on the security of its shares or those of its holding company" shall be deemed to be deleted.

#### LIEN AND CALLS ON SHARES

8. In regulation 11 of Part I of Table A the words and brackets "(not being a fully paid share)" and "(other than fully paid shares)" shall be deemed to be deleted.

9. In regulation 15 of Part I of Table A the words "provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call" shall be deemed to be deleted.

10. In regulation 18 of Part I of Table A the words and figure "not exceeding 5 per cent per annum" shall be deemed to be deleted.

11. In regulation 21 of Part I of Table A the words figure and brackets "not exceeding (unless the Company in general meeting shall otherwise direct) 5 per cent per annum" shall be deemed to be deleted.

#### TRANSFER OF SHARES

12. In regulation 22 of Part I of Table A the words "and transferee" shall be deemed to be deleted.

13. In regulation 25 of Part I of Table A the word "also" shall be deemed to be deleted.

#### REGISTERS

14. The Directors shall cause the following registers to be kept at the Registered Office of the Company :-

- (a) a Register of Members.
- (b) a Register of the interests of the Directors in shares in or debentures of the Company or its



associated companies.

- (c) a Register of the acquisition of or changes in the amounts of and of disposal of the shares in the Company which carry unrestricted voting rights.
- (d) copies of contracts of service of the Directors of the Company or (if such contracts are not in writing) written memoranda thereof.

15. The Directors shall cause such Registers and copies (or memoranda) as are kept under the provisions of regulation 14 hereof to be completed and made available for inspection in accordance with the provisions of Part IV of the Act and Sections 26, 29 and 34 of the 1967 Act.

#### GENERAL MEETINGS

16. Regulation 52 of Part I of Table A shall be read and construed as if the words "the voting of remuneration or extra remuneration to the Directors" were inserted after the words "in the place of those retiring".

17. Regulation 58 of Part I of Table A shall be read and construed as if sub-paragraphs (b) (c) and (d) were deleted and the following sub-paragraph inserted namely "(b) by one or more members present in person or by proxy and entitled to vote at the meeting".

#### VOTES OF MEMBERS

18. Subject to the provisions of the Act a resolution in writing signed by all the members of the Company who at the date of such resolution were entitled to receive notice of and to attend and vote at General Meetings (or their duly appointed attorneys) shall be as valid and effectual as if it had been passed at a general meeting of the Company duly convened and held. Any such resolution may consist of several documents in the like form each signed by one or more of the members or their attorneys and signature in the case of a corporate body which is a member shall be sufficient if made by one of its directors or by its duly authorised representative.

19. If at any general meeting any votes shall be counted which ought not to have been counted or might have been rejected the error shall not vitiate the result of the voting unless it be pointed out at the same meeting and not in that case unless it shall in

the opinion of the Chairman of the Meeting be of sufficient magnitude to vitiate the result of the voting.

#### BORROWING POWERS

20. In regulation 79 of Part I of Table A the words from and including "Provided that" to the end of the regulation shall be deemed to be deleted.

#### DIRECTORS

21. The Directors shall not unless otherwise determined by an Ordinary Resolution of the Company be less than one nor more than seven in number and throughout these Articles the term "Directors" shall where the context so admits include reference to one Director if at any time there is only one Director of the Company.

22. The first Directors shall be appointed by the subscribers to the Memorandum of Association by a memorandum in writing under their hands either with or without a meeting and until such Directors are appointed the subscribers to the Memorandum of Association shall be deemed to be Directors.

23. A Director need not hold any share qualification but shall be entitled to receive notice of and to attend all General Meetings of the Company.

24. Each Director may by writing under his hand nominate another Director or with the approval of a majority of the other Directors any other person to act as alternate Director in his place at any meeting of the Directors at which he is unable to be present and at his discretion may remove such alternate Director and on such appointment being made the alternate Director shall (except as regards the power to appoint an alternate) be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company and each alternate Director whilst acting in the place of an absent Director shall exercise and discharge all the duties of the Director he represents but shall look to such Director solely for his remuneration as alternate Director. Any Director of the Company who is appointed an alternate Director shall be entitled to vote at a meeting of the Directors on behalf of the Director so appointing him as distinct from the vote to which he is entitled in his own capacity as a Director of the Company and shall also be considered as two Directors for the purpose of

making a quorum of Directors. Any person appointed as an alternate Director shall vacate office as such alternate Director if and when the Director by whom he has been appointed vacates office as a Director.

25. Every instrument appointing an alternate Director shall as nearly as circumstances will admit be in the following form or to the effect following on paper bearing the name of the Company.

"I,  
"a Director of this Company in pursuance of the  
"power in that behalf contained in the Articles of  
"Association of the Company do hereby nominate and  
"appoint \_\_\_\_\_ of  
"to act as alternate Director in my place at any  
"meeting of the Directors which I am unable to  
"attend and to exercise all my duties as a  
"Director of the Company.

"AS WITNESS my hand this \_\_\_\_\_ day of \_\_\_\_\_ 19 \_\_\_\_."

26. The Directors shall be paid out of the funds of the Company all their travelling hotel and other expenses properly incurred by them in and about the business of the Company including their expenses of travelling to and from meetings of the Directors or committee meetings or General Meetings. The Directors shall also be paid out of the funds of the Company by way of remuneration for their services as Directors such sum as the Company in General Meeting shall from time to time determine.

27. Without restricting the generality of their powers the Directors may grant donations pensions annuities allowances gratuities benefits emoluments and bonuses or any share or interest in the profits of the Company's business or any part thereof to any directors or ex-directors employees or ex-employees of the Company or its predecessors in business or of any company which is a subsidiary company of or allied to or associated with the Company or any such subsidiary or the dependants of such persons set up establish support and maintain pension superannuation and other funds or schemes (whether contributory or non-contributory) and make payments towards insurance or other payments (either in connection with any such fund or scheme or otherwise) for the benefit of such persons or any of them or any class of them and any Director shall be entitled to receive for his own benefit any such donation pension annuity allowance gratuity benefit emolument bonus or share or interest in profit

(whether under such fund or scheme or otherwise) and shall be counted in any quorum of Directors and may vote as a Director in respect of any of the powers by this Article conferred on the Directors notwithstanding that he is or may be interested therein.

28. The Directors may grant special remuneration to any Director who being called on shall render or agree to render any special or extra services to the Company or go or reside abroad in connection with the conduct of any of the affairs of the Company. Such special remuneration may be made payable to such Director in addition to or in substitution for his ordinary remuneration (if any) as a Director and may be payable by way of a lump sum participation in profits or otherwise as the Directors shall determine.

29. A Director may vote as a Director in respect of any contract or arrangement in which he is interested or upon any matter arising thereout and if he shall so vote his vote shall be counted and he shall be counted in a quorum when any such contract or arrangement is under consideration.

30. Any Director may continue to be or become a director of or hold any other office or place of profit under any other company in which the Company may be interested and no such Director shall be accountable for any remuneration salary profit or other benefits received by him as a Director of or holder of any other office or place of profit under or member of any such other company. The Directors may exercise the voting power conferred by the shares in any company held or owned by the Company in such manner in all respects as they think fit (including the exercise thereof in favour of any resolution appointing themselves or any of them directors of such company or voting or providing for the payment of remuneration to the directors of such company) and any Director of the Company may vote in favour of the exercise of such voting rights in manner aforesaid notwithstanding that he may be or be about to be appointed a director of such other company and as such is or may become interested in the exercise of such voting rights in manner aforesaid.

31. The Directors shall cause minutes to be made in books provided for the purpose :-

(A) of the names of Directors present at each meeting of the Directors and

(E) of all resolutions and proceedings at all meetings of the Company and of the Directors.

32. No Director shall vacate his office or be ineligible for re-appointment as a Director nor shall any person be ineligible for appointment as a Director by reason only of his having attained any particular age.

33. In regulation 94 of Part I of Table A the words from and after "directors" to the end of the regulation shall be deemed to be deleted.

34. In regulation 95 of Part I of Table A the words from and after "regulations" to the end of the regulation shall be deemed to be deleted.

35. In regulation 97 of Part I of Table A the words from "A person appointed" to the end of the regulation shall be deemed to be deleted.

#### PROCEEDINGS OF DIRECTORS

36. In regulation 99 of Part I of Table A the words "and unless so fixed shall be two" shall be deemed to be deleted.

37. A resolution in writing signed by all the directors for the time being present in the United Kingdom shall be as valid and effectual as if it had been passed at a duly convened board meeting. Any such resolution may consist of several documents in the like form each signed by one or more directors.

38. In regulation 107 of Part I of Table A the words from and after "such appointment" shall be deemed to be deleted and the words "such appointment shall be automatically determined if the Managing Director cease from any cause to be a Director" shall be deemed to be inserted in their place.

#### DIVIDENDS

39. The Directors may deduct from any interest dividend or instalment of dividend payable to any member (either alone or jointly with any other member) all sums due from him (either alone or jointly with any other person) to the Company on account of calls or otherwise.

## ACCOUNTS AND DIRECTORS REPORT

40. The Directors shall cause proper books of account to be kept in accordance with the provisions of Schedule 2 of the 1967 Act with respect to :-

- (a) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place
- (b) all sales and purchases of goods by the Company
- (c) the assets and liabilities of the Company and
- (d) all those matters required by the 1967 Act and the 1976 Act to be shown in the Accounts of the Company.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.

41. The Directors shall from time to time cause to be prepared and laid before the Company in General Meeting such profit and loss accounts balance sheets group accounts (if any) and directors reports as are provided for in Sections 148, 150 and 157 of the Act and Sections 16 to 20 of the 1967 Act and in the 1976 Act.

## AUDIT

42. In regulation 130 of Part I of Table A the words "as amended by the 1967 Act and the 1976 Act" shall be inserted after the word "Act".

## NOTICES

43. In regulation 131 of Part I of Table A the words "in the case of a notice of a meeting" and the words from and including "and in any other case" to the end of the regulation shall be deemed to be deleted.

44. In regulation 134 of Part I of Table A the word "and" shall be deemed to be deleted and the words "and (d) every Director of the Company" shall be inserted after the words "of the company".

## WINDING UP

45. In regulation 135 of Part I of Table A the words "with the like sanction" shall be inserted immediately

before the words "determine how such division" and the word "members" shall be substituted for the word "contributories".

#### INDEMNITY

46. Every Director Manager Secretary and other officer or servant of the Company shall be indemnified by the Company against and it shall be the duty of the Directors out of the funds of the Company to pay all costs losses and expenses which any such officer or servant may incur or become liable to by reason of any contract entered into or act or deed done by him as such officer or servant or in any way in the discharge of his duties.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

MARGARET IRIS STEVENS,  
34 South Molton Street,  
London W1Y 2BP.  
Clerk.

LINDSEY PICKERING,  
34 South Molton Street,  
London W1Y 2BP.  
Secretary.

DATED the 9th day of November 1978.

WITNESS to the above signatures:

B. PEERLESS,  
34 South Molton Street,  
London W1Y 2BP.  
Clerk.



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COMPANY LIMITED BY SHARES

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Memorandum  
and  
Articles of Association  
of

VIRGIN OVERSEAS LIMITED

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Incorporated  
the 4th day of January 1979

No. 1407770

HARBOTTLE & LEWIS,  
34 South Molton Street,  
London, W1Y 2BP

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Stephen Cox & Co.  
Law Stationers & Lithographers,  
183/185, Deodar Road, London, SW19 4LW

140 1 12  
33

THE COMPANIES ACTS 1948 to 1981.

COMPANY LIMITED BY SHARES

**Memorandum**  
and  
**Articles of Association**  
of  
**VIRGIN OVERSEAS LIMITED**

Incorporated the 4th day of January 19 79.

I hereby certify that this is  
a true and complete copy of the  
Memorandum and Articles of  
Association of the Company

.....  
Secretary



HARBOTTLE & LEWIS,  
34 South Molton Street,  
London, W1Y 2BP

CERTIFICATE OF INCORPORATION

No. 1407770

I hereby certify that

POMANDER FILM PRODUCTIONS LIMITED

is this day incorporated under the Companies Acts 1948  
to 1976 and that the Company is Limited.

Given under my hand at Cardiff the 4th JANUARY  
1979.

E.A. WILSON

Assistant Registrar of Companies

CERTIFICATE OF INCORPORATION

ON CHANGE OF NAME

No. 1407770

I hereby certify that

POMANDER FILM PRODUCTIONS LIMITED

having by special resolution and with the approval of  
the Secretary of State changed its name, is now  
incorporated under the name of

VIRGIN OVERSEAS HOLDINGS LIMITED

Given under my hand at Cardiff the 7th December 1979.

E.A. WILSON

Assistant Registrar of Companies

CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME

No. 1407770

I hereby certify that

VIRGIN OVERSEAS HOLDINGS LIMITED

having by special resolution changed its name, is now  
incorporated under the name of

VIRGIN OVERSEAS LIMITED

Given under my hand at Cardiff the 21ST FEBRUARY 1983

P. WALKER

Assistant Registrar of Companies

THE COMPANIES ACTS 1948 to 1981.

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COMPANY LIMITED BY SHARES.

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# Memorandum of Association

OF

VIRGIN OVERSEAS LIMITED

(As altered by Special Resolutions passed  
on the 2nd day of November 1979 and 8th  
day of June 1984).

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1. The name of the Company is VIRGIN OVERSEAS LIMITED.

2. The registered office of the Company will be situate in England.

3. The objects for which the Company is established are:-

- (i) To carry on business as a holding company and to acquire and hold shares, stocks, debentures, debenture stocks, bonds, notes, mortgages, obligations and securities of any kind issued or guaranteed by any company, corporation or undertaking of whatever nature and wherever constituted or carrying on business, and shares, stocks, debentures, debenture stocks, bonds, notes, mortgages, obligations and securities issued or guaranteed by any government, sovereign ruler, commissioners, trust, or other public body or authority, local or otherwise, whether in the United Kingdom or abroad, by subscription, syndicate participation, tender, purchase, exchange or otherwise, and to subscribe for the same, whether conditionally or otherwise, and to underwrite or guarantee the subscriptions thereof and from time to time to vary, dispose of and deal with the same and to exercise and enforce all rights and powers conferred by or incidental to the ownership thereof.

- (ii) To carry on the business of an investment company.
- (iii) To carry on business as consultants, advisers, agents and managers in relation to financial and commercial operations, insurance, pensions and assurance schemes and in relation to any property whether for investment or other purposes.
- (iv) To carry on business as financiers, concessionaires and merchants and to undertake, carry on and execute all kinds of financial, commercial and other operations including the advancement, acceptance and loan of money, securities and other property to such persons and on such terms as may seem expedient and to discount, buy, sell and deal in bills, goods, warrants, coupons and other negotiable or transferable securities or documents.
- (v) To carry on the business of organisers, promoters, sponsors and arrangers of conferences, exhibitions, trade fairs, and other gatherings of every and any description including leisure and sporting events of all kinds; and to provide such personnel business teaching lecturing secretarial catering and refreshment and other services and facilities of all kinds that may be required under any contracts and arrangements entered into by the Company; to carry on the business of providers of information and explanatory services of all kinds; to provide secretaries typists, accountancy and clerical domestic catering and other staff and facilities of all kinds; to operate car hire business of all kinds; and to enter into any contracts and other arrangements of all kinds with persons having dealings with the Company on such terms and for such periods of time as the Company may from time to time determine, on a commission or fee basis or otherwise; and to carry on any other trade or business, whatever, of a like and similar nature.
- (vi) To carry on the business of advisers on problems relating to the administration and organisation of personnel for industry and business and to carry on all or any of the businesses of industrial business and

per-sonnel consultants and to advise upon the means and methods for extending developing and improving all types of businesses or industries and all systems or processes relating to the production, storage, distribution, marketing and sale of goods and/or relating to the rendering of services.

- (vii) To carry on and undertake generally any other businesses, trades and occupations which may seem to the Company capable of being conveniently carried on in connection with the above businesses, trades or occupations, or calculated, directly or indirectly, to enhance the value of any of the Company's properties or rights or undertakings in which the Company may be engaged, and to promote any other company for the purpose of acquiring any of the property and undertaking any of the liabilities or contracts of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company, or enhance the value of any property or business of the Company.
- (viii) To apply for, purchase, or otherwise acquire and to protect, prolong and renew any patents, patent rights, brevets d'invention, licences, copyrights, trade marks and names, registered or other designs, concessions, options and protections and the like conferring any exclusive or non-exclusive or limited right to user, or any invention, mechanism, or process, secret or otherwise, or any secret or other information as to any invention and to use, exercise, develop, grant licences in respect of the same or otherwise turn the same to account.
- (ix) To receive the dividends, interest, income, bonuses, rents, royalties, profits and advantages of every description from time to time payable or receivable in respect of any of the Company's assets and property.
- (x) To act as bankers, financiers, concessionaires and merchants and to undertake and carry on and execute all kinds of financial, commercial and trading operations.
- (xi) To invest in, purchase, take on lease or in exchange, hire, or otherwise acquire and hold



for investment or trust purposes or otherwise and generally deal in real and personal property of every kind and description.

- (xii) To undertake and execute any trusts the undertaking whereof may seem desirable and either gratuitously or otherwise and to act as trustee of any deeds constituting or securing any debentures, debenture stock or other securities or obligations and also to undertake the office of executor, administrator, treasurer or registrar, or to become manager of any business, and to keep for any company, government, authority or body any register relating to any stocks, funds, shares or securities, or to undertake any duties in relation to the registration of transfers, the issue of certificates, or otherwise.
- (xiii) To give all descriptions of guarantees and indemnities (whether with or without security) and either with or without the Company receiving any consideration or advantage, and carry on and transact every kind of guarantee and counter-guarantee business and in particular to guarantee the payment of any principal moneys, interest or other moneys secured by or payable under any debentures, bonds, debenture stock, mortgages, charges, contracts, obligations and securities and the payment of dividends on and the repayment of the capital of stocks and shares of all kinds and descriptions.
- (xiv) To acquire and undertake the whole or any part of the business (whether manufacturing or not), property and liabilities of any person, firm or organisation, or the whole or any part of the issued share or loan capital, business, property or liabilities of any company, carrying on any business which the Company is authorised to carry on or which may be conveniently or advantageously carried on in connection with any of the Company's objects, or possessed of property suitable for the purposes of the Company, and to conduct and carry on, or liquidate or wind up such business.
- (xv) To manufacture, buy, sell and generally deal in any plant, machinery, tools, goods or

things of any description, which, in the opinion of the Company, may be conveniently dealt with by the Company in connection with any of its objects.

- (xvi) To acquire, make, build, maintain, alter, use, manage and work, in any parts of the world, offices, factories, mills, hotels, cinemas, theatres, garages, roads, railways, tramways, airfield, telegraph lines, telephones, electric light and power works, canals, reservoirs, water-works, wells, boat yards, watercourses, furnaces, gasworks, piers, wharves, docks, quarries, mines, oil wells, pipelines, bunker stations, saw and other mills, warehouses, steam and other ships, aeroplanes, and other works and things which may be deemed expedient for the purposes of the Company and to pay or contribute to the payment of the cost of making, building, maintaining, using and working the same.
- (xvii) To sell, let, lease, grant licences, easements and other rights over and in any other manner dispose of or deal with the whole or any part of the undertaking, property, assets, rights, effects and businesses of the Company for such consideration as may be thought fit and in particular for a rent or rents or stocks, shares, debentures, debenture stock or other obligations of any other company.
- (xviii) To amalgamate with or enter into partnership or any joint purse or profit sharing arrangement with or to co-operate in any way with, or assist or subsidise, any company, firm or person carrying on, or proposing to carry on, any business within the objects of the Company.
- (xix) To carry on any business or branch of a business which this Company is authorised to carry on by means, or through the agency, of any subsidiary company or companies, and to enter into any arrangement with any such subsidiary company for taking the profits and bearing the losses of any business or branch so carried on, or for financing any such subsidiary company or guaranteeing its

liabilities, or to make any other arrangements which may seem desirable with reference to any business or branch so carried on including power at any time, and either temporarily or permanently, to close any such branch or business.

- (xx) To act as directors or managers of or to appoint directors or managers of any subsidiary company or of any other company in which this Company is or may be interested.
- (xxi) To take part in the management, supervision and control of the business or operations of any company or undertaking and for that purpose to appoint and remunerate any directors, trustees, accountants or other experts or agents.
- (xxii) To promote or concur in the promotion of any company, whether British or foreign, the promotion of which shall be considered desirable, and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares or securities of any such company.
- (xxiii) To borrow and raise money and to receive money on deposit in any manner and on any terms.
- (xxiv) For any purpose and in any manner and from time to time to mortgage or charge the whole or any part of the undertaking, property and rights (including property and rights to be subsequently acquired) of the Company, and any money uncalled on any shares of the Company, original or increased and whether at the time issued or created or not, and to create, issue, make and give debentures, debenture stocks, bonds or other obligations, perpetual or otherwise, with or without any mortgage or charge on all or any part of such undertaking, property, rights and uncalled money and also by similar mortgage or charge or otherwise to secure and guarantee the performance by the Company or any other person or company of any obligation undertaken by the Company or any person or company, as the case may be.

- (xxv) To make, draw, accept, endorse, discount, negotiate, execute and issue and to buy, sell and deal in promissory notes, bills of exchange, cheques, bills of lading, shipping documents, dock and warehouse warrants, and other instruments negotiable or transferable or otherwise.
- (xxvi) To lend money with or without security and to subsidise, assist and guarantee (with or without security) the payment of money by or the performance of any contract, engagement or obligation by any persons or companies.
- (xxvii) To grant donations, gratuities, pensions, allowances, benefits or emoluments to any past or present Directors or employees of the Company or of any company which is a subsidiary of or associated with the Company or of the predecessors in business of the Company or of any such subsidiary or associated company and the wives, widows, families or dependants of any such persons and to establish, subsidise, subscribe to or support institutions, associations, clubs, funds or trusts calculated to be for the benefit of any such persons or otherwise advance the interests and well-being of the Company or of any such other company as aforesaid or of its members, and to make payments for or towards the insurance of any such persons as aforesaid, and subscriptions or guarantees of money for charitable or benevolent objects or for any exhibition or for any public, general or useful object, and to establish and contribute to any scheme for the purchase by trustees of shares of the Company or of its holding company to be held for the benefit of the Company's employees (including Directors holding a salaried employment or office in the Company) or to lend money to the Company's employees (other than Directors) to enable them to purchase or subscribe for fully paid shares of the Company or of its holding company to be held by themselves by way of beneficial ownership.
- (xxviii) To remunerate any person, firm or company, by way of consideration for services rendered to or property acquired by the Company, whether by cash or by the allotment of shares or securities of the Company credited as paid up in full or in part or otherwise.

- (xxix) To pay all preliminary expenses of the Company and any company promoted by the Company or any company in which this Company is or may contemplate being interested, including in such preliminary expenses all or any part of the costs and expenses of owners of any business or property acquired by the Company.
- (xxx) To sell or dispose of the undertaking of the Company, or any part thereof, for such consideration as the Company may think fit, and in particular for shares, whether fully or partly paid up, debentures or securities of any other company, whether or not having objects altogether or in part similar to those of the Company.
- (xxxi) To enter into any arrangement with any government or authority, imperial, supreme, municipal, local or otherwise, or company that may seem conducive to the Company's objects or any of them, and to obtain from any such government, authority or company any charters, contracts, decrees, rights, grants, loans, privileges or concessions which the Company may think it desirable to obtain, and to carry out, exercise and comply with the same.
- (xxxii) To do anything by this Memorandum of Association authorised in any part of the world and as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others.
- (xxxiii) To procure the Company to be registered, incorporated or legally recognised in and to keep registers of shareholders in any part of the world.
- (xxxiv) To distribute among the members of the Company in specie any property of the Company.
- (xxxv) To do all such other things as may be considered to be incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared (1) that the word "company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated or whether domiciled in the United Kingdom or elsewhere, and (2) that, except where the context expressly so requires, none of the several paragraphs of this Clause, or the objects therein specified or the powers thereby conferred shall be limited by or be deemed merely subsidiary or auxiliary to any other paragraph of this Clause or the objects in such other paragraph specified, or the powers thereby conferred.

4. The liability of the Members is limited.

5. The Share Capital of the Company is £100 divided into 100 Shares of £1 each.

WE, the several persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
MARGARET IRIS STEVENS, 34 South Molton Street, London W1Y 2BP. Clerk.	ONE
LINDSEY PICKERING, 34 South Molton Street, London W1Y 2BP. Secretary.	ONE

DATED the 9th day of November 1978.

WITNESS to the above signatures:

B. PEERLESS,  
34 South Molton Street,  
London W1Y 2BP.

Clerk.

THE COMPANIES ACTS 1948 to 1981.

COMPANY LIMITED BY SHARES.

# Articles of Association

OF

VIRGIN OVERSEAS LIMITED

## PRELIMINARY

1. The regulations contained in Part I and regulations 2, 3 and 4 contained in Part II of Table A in the First Schedule to the Companies Act 1948 (hereinafter called "Table A") shall apply to the above-named Company (hereinafter called "the Company") so far as the same are not excluded varied or modified by these Articles.

2. Regulations 24, 53, 75, 76, 77, 78, 84(2), 86, 87, 89, 90, 91, 92, 93, 106, 119, 123, 126 and 136 contained in Part I of Table A shall not apply to the Company.

## INTERPRETATION

3. In regulation 1 of Part I of Table A the following definition shall be deemed to be inserted: "the 1967 Act" means the Companies Act 1967 and "the 1976 Act" means the Companies Act 1976.

## SHARE CAPITAL

4. The initial share capital of the Company is £100 divided into 100 shares of £1 each.

5. Save as provided by contract or these Articles to the contrary and subject to any direction of the Company given by Ordinary Resolution all unissued shares shall be at the disposal of the Directors who may allot grant options over or otherwise deal with or dispose of the same to such persons at such times and generally on such terms as they think proper but so



that no shares shall be issued at a discount except in accordance with the provisions of Section 57 of the Act.

6. In regulation 3 of Part I of Table A the words "with the sanction of an ordinary resolution" and the words "by special resolution" shall be deemed to be deleted.

7. In regulation 10 of Part I of Table A the words "nor shall the Company make a loan for any purpose whatsoever on the security of its shares or those of its holding company" shall be deemed to be deleted.

#### LIEN AND CALLS ON SHARES

8. In regulation 11 of Part I of Table A the words and brackets "(not being a fully paid share)" and "(other than fully paid shares)" shall be deemed to be deleted.

9. In regulation 15 of Part I of Table A the words "provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call" shall be deemed to be deleted.

10. In regulation 18 of Part I of Table A the words and figure "not exceeding 5 per cent per annum" shall be deemed to be deleted.

11. In regulation 21 of Part I of Table A the words figure and brackets "not exceeding (unless the Company in general meeting shall otherwise direct) 5 per cent per annum" shall be deemed to be deleted.

#### TRANSFER OF SHARES

12. In regulation 22 of Part I of Table A the words "and transferee" shall be deemed to be deleted.

13. In regulation 25 of Part I of Table A the word "also" shall be deemed to be deleted.

#### REGISTERS

14. The Directors shall cause the following registers to be kept at the Registered Office of the Company :-

- (a) a Register of Members.
- (b) a Register of the interests of the Directors in shares in or debentures of the Company or its

associated companies.

- (c) a Register of the acquisition of or changes in the amounts of and of disposal of the shares in the Company which carry unrestricted voting rights.
- (d) copies of contracts of service of the Directors of the Company or (if such contracts are not in writing) written memoranda thereof.

15. The Directors shall cause such Registers and copies (or memoranda) as are kept under the provisions of regulation 14 hereof to be completed and made available for inspection in accordance with the provisions of Part IV of the Act and Sections 26, 29 and 34 of the 1967 Act.

#### GENERAL MEETINGS

16. Regulation 52 of Part I of Table A shall be read and construed as if the words "the voting of remuneration or extra remuneration to the Directors" were inserted after the words "in the place of those retiring".

17. Regulation 58 of Part I of Table A shall be read and construed as if sub-paragraphs (b) (c) and (d) were deleted and the following sub-paragraph inserted namely "(b) by one or more members present in person or by proxy and entitled to vote at the meeting".

#### VOTES OF MEMBERS

18. Subject to the provisions of the Act a resolution in writing signed by all the members of the Company who at the date of such resolution were entitled to receive notice of and to attend and vote at General Meetings (or their duly appointed attorneys) shall be as valid and effectual as if it had been passed at a general meeting of the Company duly convened and held. Any such resolution may consist of several documents in the like form each signed by one or more of the members or their attorneys and signature in the case of a corporate body which is a member shall be sufficient if made by one of its directors or by its duly authorised representative.

19. If at any general meeting any votes shall be counted which ought not to have been counted or might have been rejected the error shall not vitiate the result of the voting unless it be pointed out at the same meeting and not in that case unless it shall in

the opinion of the Chairman of the Meeting be of sufficient magnitude to vitiate the result of the voting.

#### BORROWING POWERS

20. In regulation 79 of Part I of Table A the words from and including "Provided that" to the end of the regulation shall be deemed to be deleted.

#### DIRECTORS

21. The Directors shall not unless otherwise determined by an Ordinary Resolution of the Company be less than one nor more than seven in number and throughout these Articles the term "Directors" shall where the context so admits include reference to one Director if at any time there is only one Director of the Company.

22. The first Directors shall be appointed by the subscribers to the Memorandum of Association by a memorandum in writing under their hands either with or without a meeting and until such Directors are appointed the subscribers to the Memorandum of Association shall be deemed to be Directors.

23. A Director need not hold any share qualification but shall be entitled to receive notice of and to attend all General Meetings of the Company.

24. Each Director may by writing under his hand nominate another Director or with the approval of a majority of the other Directors any other person to act as alternate Director in his place at any meeting of the Directors at which he is unable to be present and at his discretion may remove such alternate Director and on such appointment being made the alternate Director shall (except as regards the power to appoint an alternate) be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company and each alternate Director whilst acting in the place of an absent Director shall exercise and discharge all the duties of the Director he represents but shall look to such Director solely for his remuneration as alternate Director. Any Director of the Company who is appointed an alternate Director shall be entitled to vote at a meeting of the Directors on behalf of the Director so appointing him as distinct from the vote to which he is entitled in his own capacity as a Director of the Company and shall also be considered as two Directors for the purpose of

making a quorum of Directors Any person appointed as an alternate Director shall vacate office as such alternate Director if and when the Director by whom he has been appointed vacates office as a Director.

25. Every instrument appointing an alternate Director shall as nearly as circumstances will admit be in the following form or to the effect following on paper bearing the name of the Company.

"I,  
"a Director of this Company in pursuance of the  
"power in that behalf contained in the Articles of  
"Association of the Company do hereby nominate and  
"appoint of  
"to act as alternate Director in my place at any  
"meeting of the Directors which I am unable to  
"attend and to exercise all my duties as a  
"Director of the Company.

"AS WITNESS my hand this day of 19 ."

26. The Directors shall be paid out of the funds of the Company all their travelling hotel and other expenses properly incurred by them in and about the business of the Company including their expenses of travelling to and from meetings of the Directors or committee meetings or General Meetings. The Directors shall also be paid out of the funds of the Company by way of remuneration for their services as Directors such sum as the Company in General Meeting shall from time to time determine.

27. Without restricting the generality of their powers the Directors may grant donations pensions annuities allowances gratuities benefits emoluments and bonuses or any share or interest in the profits of the Company's business or any part thereof to any directors or ex-directors employees or ex-employees of the Company or its predecessor in business or of any company which is a subsidiary company of or allied to or associated with the Company or any such subsidiary or the dependants of such persons set up establish support and maintain pension superannuation and other funds or schemes (whether contributory or non-contributory) and make payments towards insurance or other payments (either in connection with any such fund or scheme or otherwise) for the benefit of such persons or any of them or any class of them and any Director shall be entitled to receive for his own benefit any such donation pension annuity allowance gratuity benefit emolument bonus or share or interest in profit

(whether under such fund or scheme or otherwise) and shall be counted in any quorum of Directors and may vote as a Director in respect of any of the powers by this Article conferred on the Directors notwithstanding that he is or may be interested therein.

28. The Directors may grant special remuneration to any Director who being called on shall render or agree to render any special or extra services to the Company or go or reside abroad in connection with the conduct of any of the affairs of the Company. Such special remuneration may be made payable to such Director in addition to or in substitution for his ordinary remuneration (if any) as a Director and may be payable by way of a lump sum participation in profits or otherwise as the Directors shall determine.

29. A Director may vote as a Director in respect of any contract or arrangement in which he is interested or upon any matter arising thereout and if he shall so vote his vote shall be counted and he shall be counted in a quorum when any such contract or arrangement is under consideration.

30. Any Director may continue to be or become a director of or hold any other office or place of profit under any other company in which the Company may be interested and no such Director shall be accountable for any remuneration salary profit or other benefits received by him as a Director of or holder of any other office or place of profit under or member of any such other company. The Directors may exercise the voting power conferred by the shares in any company held or owned by the Company in such manner in all respects as they think fit (including the exercise thereof in favour of any resolution appointing themselves or any of them directors of such company or voting or providing for the payment of remuneration to the directors of such company) and any Director of the Company may vote in favour of the exercise of such voting rights in manner aforesaid notwithstanding that he may be or be about to be appointed a director of such other company and as such is or may become interested in the exercise of such voting rights in manner aforesaid.

31. The Directors shall cause minutes to be made in books provided for the purpose :-

(A) of the names of Directors present at each meeting of the Directors and

(B) of all resolutions and proceedings at all meetings of the Company and of the Directors.

32. No Director shall vacate his office or be ineligible for re-appointment as a Director nor shall any person be ineligible for appointment as a Director by reason only of his having attained any particular age.

33. In regulation 94 of Part I of Table A the words from and after "directors" to the end of the regulation shall be deemed to be deleted.

34. In regulation 95 of Part I of Table A the words from and after "regulations" to the end of the regulation shall be deemed to be deleted.

35. In regulation 97 of Part I of Table A the words from "A person appointed" to the end of the regulation shall be deemed to be deleted.

#### PROCEEDINGS OF DIRECTORS

36. In regulation 99 of Part I of Table A the words "and unless so fixed shall be two" shall be deemed to be deleted.

37. A resolution in writing signed by all the directors for the time being present in the United Kingdom shall be as valid and effectual as if it had been passed at a duly convened board meeting. Any such resolution may consist of several documents in the like form each signed by one or more directors.

38. In regulation 107 of Part I of Table A the words from and after "such appointment" shall be deemed to be deleted and the words "such appointment shall be automatically determined if the Managing Director cease from any cause to be a Director" shall be deemed to be inserted in their place.

#### DIVIDENDS

39. The Directors may deduct from any interest dividend or instalment of dividend payable to any member (either alone or jointly with any other member) all sums due from him (either alone or jointly with any other person) to the Company on account of calls or otherwise.

### ACCOUNTS AND DIRECTORS REPORT

40. The Directors shall cause proper books of account to be kept in accordance with the provisions of Schedule 2 of the 1967 Act with respect to :-

- (a) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place
- (b) all sales and purchases of goods by the Company
- (c) the assets and liabilities of the Company and
- (d) all those matters required by the 1967 Act and the 1976 Act to be shown in the Accounts of the Company.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.

41. The Directors shall from time to time cause to be prepared and laid before the Company in General Meeting such profit and loss accounts balance sheets group accounts (if any) and directors reports as are provided for in Sections 148, 150 and 157 of the Act and Sections 16 to 20 of the 1967 Act and in the 1976 Act.

### AUDIT

42. In regulation 130 of Part I of Table A the words "as amended by the 1967 Act and the 1976 Act" shall be inserted after the word "Act".

### NOTICES

43. In regulation 131 of Part I of Table A the words "in the case of a notice o. a meeting" and the words from and including "and in any other case" to the end of the regulation shall be deemed to be deleted.

44. In regulation 134 of Part I of Table A the word "and" shall be deemed to be deleted and the words "and (d) every Director of the Company" shall be inserted after the words "of the company".

### WINDING UP

45. In regulation 135 of Part I of Table A the words "with the like sanction" shall be inserted immediately

before the words "determine how such division" and the word "members" shall be substituted for the word "contributories".

#### INDEMNITY

46. Every Director Manager Secretary and other officer or servant of the Company shall be indemnified by the Company against and it shall be the duty of the Directors out of the funds of the Company to pay all costs losses and expenses which any such officer or servant may incur or become liable to by reason of any contract entered into or act or deed done by him as such officer or servant or in any way in the discharge of his duties.



NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

MARGARET IRIS STEVENS,  
34 South Molton Street,  
London W1Y 2BP.  
Clerk.

LINDSEY PICKERING,  
34 South Molton Street,  
London W1Y 2BP.  
Secretary.

DATED the 9th day of November 1978.

WITNESS to the above signatures:

B. PEERLESS,  
34 South Molton Street,  
London W1Y 2BP.  
Clerk.

# G

COMPANIES FORM No. 225(2)

## Notice by a holding or subsidiary company of new accounting reference date given after the end of an accounting reference period

# 225(2)

Please do not write in this margin

Pursuant to section 225(2) of the Companies Act 1985

Please complete legibly, preferably in black type, or bold block lettering

To the Registrar of Companies

For official use

Company number

3

45

140770

Name of company

\*Insert full name of company

\* VIRGIN OVERSEAS LIMITED

**Note**  
Please read notes 1 to 4 overleaf before completing this form

gives notice that the company's new accounting reference date on which the previous accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is as shown below:

Day Month

3 1 0 7

The previous accounting reference period of the company is to be treated as ~~extended~~ [extended]† and ~~is to be treated as having come to an end~~ [will come to an end]† on

Day Month Year

3 1 0 7 1 9 8 6

†Delete as appropriate

The company is a [subsidiary] ~~holding company~~† of VIRGIN GROUP LIMITED

, company number 1568894

the accounting reference date of which is 31 JULY

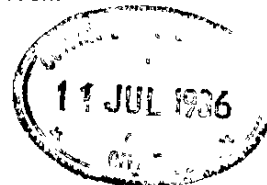
Signed Lawrence S [Director] [Secretary]† Date - 9 JUL 1986

Presenter's name, address and reference (if any):

L. E. POST  
VIRGIN GROUP LIMITED  
95-99 LADBROKE GROVE  
LONDON W11 1PG

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General Section

Post room



# G

COMPANIES FORM No.155(6)a

## Declaration in relation to assistance for the acquisition of shares.

# 155(6)a

Please do not write in this margin

Pursuant to section 155(6) of the Companies Act 1985

Please complete legibly, preferably in black type, or bold block lettering

To the Registrar of Companies  
(Address overleaf- Note 5)

For official use

Company number

--	--	--	--	--	--

1407770

Name of company

\* VIRGIN OVERSEAS LIMITED

Note  
Please read the notes on page 3 before completing this form.

\* insert full name of company

We ~~are~~ Richard Branson of 80 Oxford Gardens, London W.11; John Simon Draper

of insert name(s) and address(es) of all the directors

of 18 Arundel Gardens, London W.11 and Kenneth Malcolm Berry of Tumbling Acres, 75 High Street, Weedon, Buckinghamshire

† delete as appropriate

~~(the sole director)~~ [all the directors]† of the above company do solemnly and sincerely declare that:

The business of the company is:

§ delete whichever is inappropriate

(a) ~~that of a (recognised bank) (licensed institution)† within the meaning of the Banking Act 1979~~

(b) ~~that of a person authorised under section 3 or 4 of the Insurance Companies Act 1982 to carry on insurance business in the United Kingdom~~

(c) something other than the above§

The company is proposing to give financial assistance in connection with the acquisition of shares in the ~~company~~ [company's holding company] \_\_\_\_\_

VIRGIN GROUP

Limited]†

The assistance is for the purpose of ~~(that acquisition)~~ [reducing or discharging a liability incurred for the purpose of that acquisition].†

The number and class of the shares acquired or to be acquired is: 177,286,879 ordinary shares of 10p each and 27 special shares of varying nominal amounts acquired pursuant to a Scheme of Arrangement sanctioned by court order on 23 December 1988 and an Exchange Agreement dated 25 October 1988.

Presentor's name address and reference (if any):

Freshfields  
Grindall House  
25 Newgate Street  
London EC1A 7LH

(Ref: AL/ALPHB/DAA)

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General Section

Post room

COMPANIES HOUSE  
22 MAR 1989

M

26

Please do not  
write in  
this margin

Please complete  
legibly, preferably  
in block type, or  
bold black lettering

\* delete either (a) or  
(b) as appropriate

I/We have formed the opinion, as regards the company's initial situation immediately following the date on which the assistance is proposed to be given, that there will be no ground on which it could then be found to be unable to pay its debts (note 3)

(a) I/We have formed the opinion that the company will be able to pay its debts as they fall due during the year immediately following that date)\* (note 3)

~~(b) It is intended to commence the winding-up of the company within 12 months of that date, and I/we have formed the opinion that the company will be able to pay its debts in full within 12 months of the commencement of the winding-up.]\* (note 3)~~

And I/we make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

Declared at Kennel House  
593/549 Harrow Road  
London NW0  
the 9th day of March  
one thousand nine hundred and eighty nine

Declarants to sign below

before me Mrs. K. ROWNTREE  
A Commissioner for Oaths or Notary Public or Justice  
of the Peace or a Solicitor having the powers  
conferred on a Commissioner for Oaths.

## NOTES

- 1 For the meaning of "a person incurring a liability" and "reducing or discharging a liability" see section 152(3) of the Companies Act 1985.
- 2 Insert full name(s) and address(es) of the person(s) to whom assistance is to be given; if a recipient is a company the registered office address should be shown.
- 3 Contingent and prospective liabilities of the company are to be taken into account - see section 156(3) of the Companies Act 1985.
- 4 The auditors report required by section 156(4) of the Companies Act 1985 must be annexed to this form.
- 5 The address for companies registered in England and Wales or Wales is:-

The Registrar of Companies  
Companies House  
Crown Way  
Maidenhead  
Cardiff  
CF4 3UZ

or, for companies registered in Scotland:-

The Registrar of Companies  
Companies Registration Office  
102 George Street  
Edinburgh  
EH2 3DJ

Attachment to Companies Form No. 155(6)\*

Company No. 1407770

Company Virgin Overseas Limited

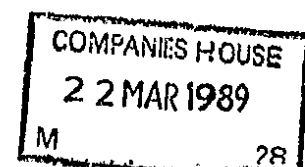
The principal terms on which the assistance will be given are:

The principal terms of the guarantee are as set out above. The charges to be given consist of a first fixed equitable charge (or its equivalent under the laws of a foreign jurisdiction) over the shares the company owns in each of the following companies:

Virgin Holdings Inc.;  
Virgin Schallplatten GmbH; and  
Virgin Holdings B.V.,

and a floating charge over the whole of the company's undertaking and all of its property, assets and rights, whatsoever and wheresoever, present and future other than any shares in its subsidiaries which are the subject of a first fixed charge in favour of Citibank, N.A. as agent and trustee for itself and the Banks.

(PPS93X/5)





# Peat Marwick McLintock

PO Box 486  
1 Puddle Dock  
Blackfriars  
London EC4V 3PD

Telephone 01 236 8000  
Telex 8811541 PMMLON G  
Telefax 01 248 6552 (Group 3)  
Cables Veritem London EC4  
DX 38050 Blackfriars

The Directors,  
Virgin Overseas Limited  
Kensal House,  
553 - 571 Harrow Road,  
London.  
W10

Your ref

Our ref

*15th March, 1989*

Dear Sirs,

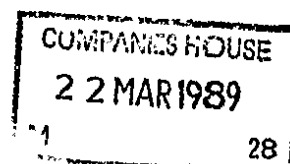
Financial assistance for the acquisition of shares

We have enquired into the state of affairs of Virgin Overseas Limited ('the company') in connection with the proposal that the company shall give Glowtrack Limited financial assistance for the acquisition of all of the ordinary shares in Virgin Group Limited.

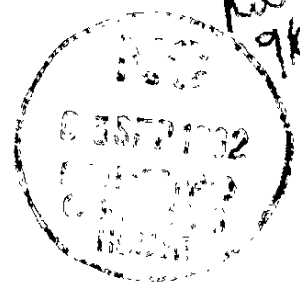
We are not aware of anything to indicate that the opinions expressed by the directors in the attached statutory declaration as to any of the matters mentioned in Section 156(2) of the Companies Act 1985 is unreasonable in all the circumstances.

Yours faithfully,

*Peat Marwick McLintock*



Number of Company: 1407770



**THE COMPANIES ACTS 1985 TO 1989**

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**COMPANY LIMITED BY SHARES**

-----  
**RESOLUTION**

**OF**

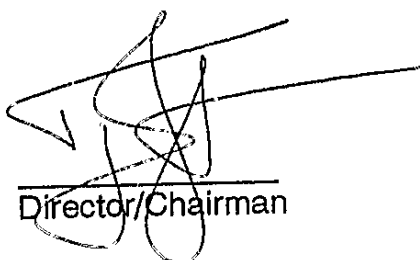
**VIRGIN OVERSEAS LIMITED**  
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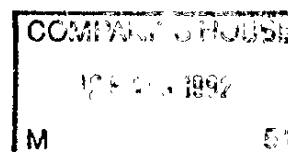
Passed on the 10th day of August 1992  
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At an **Extraordinary General Meeting** of the Members of the above named Company convened and held at Kensal House, 553/579 Harrow Road, London, W10 4RH on the 10th day of August 1992 the following resolution was passed as a Special Resolution:

**SPECIAL RESOLUTION**

**That** application be made to the Registrar of Companies to change the name of the Company from Virgin Overseas Limited to Virgin Records Overseas Limited at the earliest possible date.

  
Director/Chairman



**FILE COPY**



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 1407770

I hereby certify that

**VIRGIN OVERSEAS LIMITED**

having by special resolution changed its name,

is now incorporated under the name of

**VIRGIN RECORDS OVERSEAS LIMITED**

Given under my hand at the Companies Registration Office,

Cardiff the 9 SEPTEMBER 1992

A handwritten signature in dark ink, appearing to read 'G A Brenton'.

G A BRENTON

an authorised officer



# G

## COMPANIES FORM No. 225(1)

### Notice of new accounting reference date given during the course of an accounting reference period

# 225(1)

Pursuant to section 225(1) of the Companies Act 1985  
as inserted by section 3 of the Companies Act 1989

To the Registrar of Companies

Company number

1407770

Name of company

Virgin Records Overseas Limited

gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is

Day Month

3 1 0 3

\* delete as appropriate

The current accounting reference period of the company is to be treated as [shortened]~~[extended]~~\* and ~~[to be treated as having come to an end only]~~ [will come to an end]\* on

Day Month Year

3 1 0 3 1 9 9 3

~~If reliance is being placed on the exception in paragraph (a) in the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:~~

The company is a [subsidiary]~~[parent]~~\* undertaking of

\_\_\_\_\_, company number \_\_\_\_\_

the accounting reference date of which is \_\_\_\_\_

If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:

An administration order was made in relation to the company on \_\_\_\_\_

† Insert Director,  
Secretary  
Etc

Signed

Designation † Secretary

Date 11/2/93

Presenter's name address  
telephone no. and reference (if any):

Mr I Ritchie  
THORN EMI plc  
4 Tenterden Street  
London, W1A 2AY

For official use  
D.E.B.

Post room

BLUEPRINT

CH APP

# KPMG Peat Marwick

PO Box 486  
1 Puddle Dock  
Blackfriars  
London EC4V 3PD

Telephone 071-236 8000  
Telefax 071-248 6552  
Telex 6811541 KPMGLON G  
DX 38050 Blackfriars

Virgin Music Group Limited  
4 Tenterden Street  
Hanover Square  
LONDON  
W1A 2AX

Our ref PDH/RH/CB/V3

For the attention of the company secretarial department

25 January 1993

Dear Sirs

## Notice of resignation

Following the acquisition of Virgin Music Group Limited by THORN EMI plc, we hereby give notice of our resignation as auditors of your company and subsidiaries (see attached list) with effect from today.

In our opinion there are no circumstances connected with our resignation which we consider should be brought to the notice of members or creditors of the company.

Yours faithfully

KPMG Peat Marwick

Virgin Music Group Limited  
UK Companies



Virgin Music Group Limited  
Virgin Records Limited  
Associated Virgin Labels Limited  
Siren Records Limited  
Charisma Records Limited  
Ten Records Limited  
Circa Records Limited  
Virgin Classics Limited  
Virgin Studios Limited  
Angus McKenzie Properties Limited  
Virgin Music (Publishers) Limited  
10 Music Limited  
Circa Music Limited  
Virgin Overseas Limited  
Virgin Agency Limited  
Freecity Limited

Company No: 1407770

THE COMPANIES ACTS 1985 TO 1989

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COMPANY LIMITED BY SHARES

---

SPECIAL RESOLUTION

of

VIRGIN RECORDS OVERSEAS LIMITED

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Passed on 19th October 1993

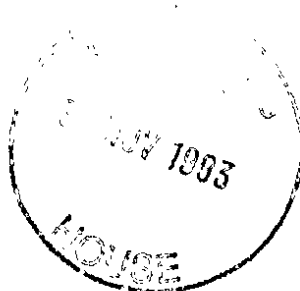
At the annual general meeting of the members of the Company duly convened and held at Kensal House, Harrow Road, London on 19th October 1993, the following resolution was duly passed as a special resolution:-

SPECIAL RESOLUTION

"THAT the regulations as set out in the reprinted articles of association tabled at the meeting and signed for identification, be and are hereby adopted as the articles of association of the Company in substitution for and to the exclusion of its existing articles of association."

.....*S. P. D. D. D.*.....  
Chairman

0844Z



THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

VIRGIN RECORDS OVERSEAS LIMITED

(As adopted by Special Resolution dated 19th October 1993)

1. The regulations contained in Table A in Statutory Instrument number 805 of 1985, as amended prior to the adoption of these Articles, (such Table being herein referred to as "Table A") shall apply to the Company except in so far as they are excluded or varied hereby.
- 2.1 The share capital of the Company at the date of adoption of these articles is £100 divided into 100 ordinary shares of £1 each.
- 2.2 The shares shall be under the control of the directors who, subject to the provisions of Section 80 of the Act and any resolutions of the Company in general meeting passed pursuant thereto, may allot and dispose of or grant options over the same to such persons, on such terms and in such manner as they think fit.
- 2.3 Sections 89(1) and 90 of the Act shall not apply to any allotment of equity securities (as defined in the Act) of the Company.
3. In regulation 23 of Table A, the words "and, unless the share is fully paid, by or on behalf of the transferee" shall be deleted.

4. In regulation 24 of Table A, the words "which is not fully paid" shall be deleted.

5. The following shall apply to the Company in place of regulation 40 of Table A:-

"No business shall be transacted at any meeting unless a quorum is present. Two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation shall be a quorum. Notwithstanding the above, if the Company has only one member, that one member present in person, by proxy or by duly authorised representative shall be a quorum in accordance with Section 370(A) of The Companies Act 1985.

6. The following shall apply to the Company in place of regulation 41 of Table A:-

If within half an hour after the time appointed for the meeting a quorum is not present, or if during a meeting a quorum ceases to be present, it shall stand adjourned to the same day in the next week at the same time and place or to such other day and such other time or place as the directors may determine, and if at the adjourned meeting a quorum is not present or ceases to be present, then the member or members present shall be a quorum".

7. The following shall apply to the Company in place of regulation 64 of Table A:-

"The number of directors (other than alternate directors) need not exceed one and shall not be subject to any minimum. If and so long as there is only one director in office, he may exercise all the powers and authorities vested in the directors by these Articles or by Table A notwithstanding any contrary provision of Table A".

8. Regulations 73, 74, 75, 77 and 80, together with other references to retirement of directors by rotation and the second and third sentences of regulation 79 in Table A, shall not apply to the Company.
9. A director who is in any way directly or indirectly interested in any contract or arrangement or proposed contract or arrangement with the Company shall declare that interest and its nature at a meeting of the directors in accordance with section 317 of the Act. Subject to such disclosure, the director (or if the situation so requires his alternate) shall be entitled to vote in respect of any such contract or arrangement and if he shall do so his vote shall be counted and he shall be taken into account in ascertaining whether a quorum is present. Regulations 94 to 98 (inclusive) of Table A shall not apply to the Company.
10. A meeting of the directors may, subject to notice thereof having been given in accordance with these Articles of Association, be for all purposes deemed to be held when a director is or directors are in communication by telephone or audio visual communications media with another director or other directors and all of the said directors agree to treat the meeting as so held, provided always that the number of the said directors participating in such communication constitutes a quorum of the Board hereunder. A resolution made by a majority of the said directors in pursuance of this Article shall be as valid as it would have been if made by them at an actual meeting duly convened and held.
11. The second sentence of regulation 6 in Table A shall be substituted by the following:-

"Every certificate shall specify the number, class and distinguishing numbers (if any) of the shares to which it

relates and the amount paid up thereon, and such a certificate signed by a director of the Company together with the secretary or a second director shall be evidence of the title of the registered holder to the shares, whether or not the common seal of the Company (if it has one) has been affixed and regardless of any words in the certificate referring to a seal."

12. The Directors may at their discretion and on such terms as they think fit purchase and maintain for the Company or for any director, secretary or other manager or officer (other than auditor) of the Company insurance against any liability which might by virtue of any rule of law attach to such director, secretary or other manager or officer in relation to any negligence, default, breach of duty or breach of trust in relation to the Company or its business or affairs or to any subsidiary and against such liability as is mentioned in Regulation 118 of Table A (which Regulation shall not apply to any auditor of the Company).

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Names, addresses and descriptions of subscribers

---

MARGARET IRIS STEVENS  
34 South Molton Street  
London  
W1Y 2BP

Clerk

LINDSEY PICKERING  
34 South Molton Street  
London  
W1Y 2BP

Clerk

---

Dated this 9th Day of November 1978

Witness to the above signatures:-

B PEERLESS  
34 South Molton Street  
London  
W1Y 2BP

0847Z



Company No: 1407770

THE COMPANIES ACTS 1985 TO 1989

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COMPANY LIMITED BY SHARES

---

ELECTIVE RESOLUTION

of

VIRGIN RECORDS OVERSEAS LIMITED

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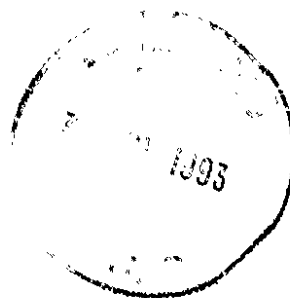
Passed on 19th October 1993

At the annual general meeting of the members of the Company duly convened and held at Kensal House, Harrow Road, London on 19th October 1993, at which all the members entitled to attend and vote at the meeting were present in person or by duly authorised representative or proxy, the following resolution was carried unanimously as an elective resolution in accordance with Section 379A of the Companies Act 1985:-

ELECTIVE RESOLUTION

'To dispense with the laying of accounts before general meetings, the holding of annual general meetings and the appointment of auditors annually, subject to the provisions of the Act.'

.....*S. Dabod*.....  
Chairman



G

COMPANIES FORM No. 244

244

**Notice of claim to extension of  
period allowed for laying and  
delivering accounts — oversea  
business or interests**

Pursuant to section 244 of the Companies Act 1985  
as inserted by section 11 of the Companies Act 1989

Please do not  
write in this  
margin

To the Registrar of Companies  
(Address overleaf)

Company number

Please complete  
legibly, preferably  
in black type, or  
bold block lettering

1407770

Name of company

\* insert full name  
of company

VIRGIN RECORDS OVERSEAS LTD

The directors of this company give notice that the company is carrying on business, or has interests, outside the United Kingdom, the Channel Islands and the Isle of Man and claim an extension of three months to the period allowed under this section for laying and delivering accounts in relation to the financial year of the company [ending][which ended on]†

† delete as  
appropriate

Day Month Year

3 1 03 1 9 9 3

Insert  
Director  
Secretary  
Administrator  
Administrative  
Receiver or  
Receiver  
(Scotland) as  
appropriate

Signed *SPF000d* Designation *secretary* Date *7 1 94*

**Notes**

1. A company which carries on business or has interests outside the United Kingdom, the Channel Islands and the Isle of Man may, by giving notice in the prescribed form to the Registrar of Companies under section 244(3) of the Act, claim an extension of three months to the period which otherwise would be allowed for the laying and delivery of accounts under section 244(1).
2. Notice must be given before the expiry of the period which would otherwise be allowed under section 244(1).
3. A separate notice will be required for each period for which the claim is made.
4. The date in the box on the form should be completed in the manner illustrated below.

0 5 0 4 1 9 8 5

Presentor's name address  
telephone number and reference (if any):

For official use  
D.E.B.

Post room



**ERNST & YOUNG**

■ Ro's House  
7 King's Buildings  
Fetter Lane  
London EC4A 3DF

G

COMPANIES FORM No. 244

244

**Notice of claim to extension of  
period allowed for laying and  
delivering accounts — overseas  
business or interests**

Pursuant to section 244 of the Companies Act 1985  
as inserted by section 11 of the Companies Act 1989

To the Registrar of Companies  
(Address overleaf)

Company number

1407770.

Name of company

VIRGIN RECORDS OVERSEAS LIMITED (formerly  
VIRGIN OVERSEAS LIMITED).

The directors of this company give notice that the company is carrying on business, or has interests, outside the United Kingdom, the Channel Islands and the Isle of Man and claim an extension of three months to the period allowed under this section for laying and delivering accounts in relation to the financial year of the company ~~(ending)~~ [which ended on]†

Day Month Year

31 07 1992

Signed

Designation†

DIRECTOR  
OF  
FINANCE.

Date

20/5/93.

**Notes**

1. A company which carries on business or has interests outside the United Kingdom, the Channel Islands and the Isle of Man may, by giving notice in the prescribed form to the Registrar of Companies under section 244(3) of the Act, claim an extension of three months to the period which otherwise would be allowed for the laying and delivery of accounts under section 244(1).
2. Notice must be given before the expiry of the period which would otherwise be allowed under section 244(1).
3. A separate notice will be required for each period for which the claim is made.
4. The date in the box on the form should be completed in the manner illustrated below.

05 04 1985

Presenter's name address  
telephone number and reference (if any):

For official use  
D.E.B.

Post room

14 - 03 - 95

Company no. 1407770

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

VIRGIN RECORDS OVERSEAS LIMITED

The following written resolution was passed as a Special Resolution of the Company pursuant to Section 381A Companies Act 1985 (as amended by the Companies Act 1989) on 27 February 1995

1. THAT all appointments and resignations of the directors of the Company made and all acts of the directors done prior to the date of this resolution be confirmed and ratified, notwithstanding any defects in any such appointments or resignations that might otherwise cause the validity to be in doubt. In particular, those acts undertaken by Mr K M Berry and Ms S M Macleod in the period from 1st April 1994 to 31st October 1994.

*Jim S +*

.....  
Secretary

3383Z

