

VIRGIN ATLANTIC AIRWAYS LIMITED (the "Company")

Company Number: 01600117

**WRITTEN RESOLUTIONS OF THE SOLE MEMBER OF THE COMPANY PURSUANT TO
SECTION 288 OF THE COMPANIES ACT 2006**

The directors of the Company propose that the following written resolutions be passed by the Company as special resolutions

SPECIAL RESOLUTIONS

- 1 **THAT** each of the directors of the Company may continue to be a director of or other officer of or otherwise employed by any group undertaking in relation to the Company and that
- a) he shall not, by reason of his office, be accountable to the Company for any benefit which he derives from any such office or employment,
 - b) he shall not infringe his duty to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company as a result of any such office or employment,
 - c) shall not be required to disclose to the Company, or use in performing his duties as a director of the Company, any confidential information relating to such matter, office, employment or position if to make such a disclosure or use would result in a breach of a duty or obligation of confidence owed by him in relation to or in connection with such matter, office, employment or position,
 - d) may absent himself from discussions, whether in meetings of the directors or otherwise, and exclude himself from information, which will or may relate to that matter, office, employment or position
- 2 **THAT**, subject to the passing of Resolution 1 above, provided that a director of the Company has disclosed the nature and extent of any material interest of his, he may, notwithstanding his office
- a) be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested,
 - b) be a director or other officer of, or be employed by or hold any position with, or be a party to any transaction or arrangement with, or otherwise interested in, any body corporate in which the Company is interested,
 - c) be a director or other officer of, or be employed by or hold any position with, or be a party to any transaction or arrangement with, or otherwise interested in, any group undertaking in relation to the Company, or any body corporate in which any such group undertaking is interested, and
- having duly declared his interest (so far as he is required to do so) may vote at a meeting of the directors or of a committee of the directors on any resolution concerning a matter in which he is interested, directly or indirectly. If he does, his vote shall be counted, and whether or not he does, his presence at the meeting shall be taken into account in calculating the quorum

Members of the Company who are eligible members because they are entitled to vote on the resolutions on the Circulation Date specified below (that is the first date on which copies of the resolution are first sent to members) should sign and date below to signify their agreement to the resolutions and return the signed document by hand or by post to the Company Secretary, Virgin Atlantic Airways Limited, The Office, Crawley Business Quarter, Manor Royal, Crawley, West Sussex, United Kingdom, RH10 9NU or send a copy by email to Company Secretarial@fly virgin com or alternatively, members may signify their agreement to the resolutions by sending an email attaching or setting out the text of the resolutions to



Company Secretarial@fly virgin com stating "I confirm my agreement to the special resolutions" and confirming their identity as sender

These resolutions must be passed by the requisite majority by the end of the period of 28 days beginning with the Circulation Date otherwise they will lapse

Circulation Date 9 October 2015

Agreed

Signed



for and on behalf of **Virgin Travel Group Limited**, as sole shareholder in Virgin Atlantic Airways Limited

Date 10/10/15