

Company No. 2645535

VIRGIN AERONAUTICS LIMITED
("the Company")

WRITTEN RESOLUTIONS OF THE COMPANY

DATED 19 FEBRUARY 2001

The following resolution was adopted by the Company on 19 February 2001 by way of written resolution in accordance with Section 381A of the Companies Act 1985 (as amended):

THAT in accordance with the provisions of section 250 of the Companies Act 1985 (as amended) the Company, being dormant within the meaning of the said section, be exempt from the obligation to appoint auditors as otherwise required by Section 384 of the said Act.

Certified to be a True Copy

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I de Sousa

Company Secretary

