

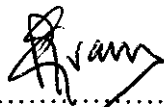
VIRGIN NET LIMITED
(the "Company")

Written resolutions of the Board of Directors
pursuant to Regulation 106 of Table A to the Companies Act 1985

The following resolution was adopted by the Company on 13 February 2001 by way of written resolution in accordance with Section 381A of the Companies Act 1985 (as amended):

1. THAT, subject to the receipt by the Company of £5,000,000, the attached application by CableTel Ventures Limited for 5,000,000 13% Cumulative Redeemable Preference Shares of £1.00 on the terms set out in the attached written resolution of shareholders dated 13 February 2001 be approved and that such shares be allotted forthwith, that share certificates in respect of the shares be issued to CableTel Ventures Limited and that the names of CableTel Ventures Limited be entered in the Register of Members.

Certified to be a True Copy


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P G Gram
Company Secretary

