

Attest - Secretary
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PRINT OF RESOLUTION FOR FILING AT COMPANIES HOUSE

No: 2833330

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

At an Extraordinary General Meeting of Virgin net Limited duly convened and held on
12th MAY 1996 the following Resolution was passed as a Special Resolution.

SPECIAL RESOLUTION

1. THAT:-

- 1.1 each of the 2 issued Ordinary Shares of £1 each of the Company be redesignated as 2 "A" Ordinary Shares of £1 each, each such Ordinary Share having the rights and being subject to the restrictions and obligations set out in the Articles of Association adopted by subsection 1.5 of this Resolution;
- 1.2 each of the 998 authorised but unissued Ordinary Shares of £1 each of the Company be redesignated as 998 "B" Ordinary Shares of £1 each, each such "B" Ordinary Share having the rights and being subject to the restrictions and obligations set out in the Articles of Association adopted by subsection 1.5 of this Resolution;
- 1.3 the authorised share capital of the Company be increased from £1,000 to £6,000,000 by the creation of 2,000,000 Cumulative Redeemable Preference Shares of £1 each, 2,039,998 "A" Ordinary Shares of £1 each and 1,959,002 "B" Ordinary Shares of £1 each such share having the rights and being subject to the restrictions and obligations set out in the Articles of Association adopted by subsection 1.5 of this Resolution;
- 1.4 the Directors be and they are hereby authorised and empowered pursuant to Section 80 of the Companies Act 1985 (the "Act") to exercise all powers of the Company to allot relevant securities (as defined in Section 80 (2) of that Act) up to an aggregate nominal amount of 5,999,998 being in respect of the Cumulative Redeemable Preference Shares, "A" Ordinary Shares and "B" Ordinary Shares to be issued pursuant to Clauses 5.2 and 8.1 of the Joint Venture Agreement referred to in paragraph 5 below provided that this authority shall expire on 31st July 1998; and
- 1.5 the Regulations contained in the printed document produced to the Meeting, and for the purpose of identification initialled by the Chairman of the Meeting, be approved and adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, all previous Articles of Association.

[Signature]
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CHAIRMAN

