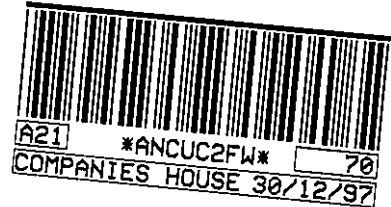


Company Number: 3359692



**VIRGIN RADIO HOLDINGS LIMITED**

("Company")

8/12/97

**WRITTEN RESOLUTION**

We, being all the members of the Company having the right to attend and vote at a General Meeting of the Company signify our assent to the passing of the resolution set out below under the provisions of the Company's Articles of Association to the effect that the resolution shall be as effective as if it had been passed at a General Meeting of the Company duly convened and held:

1. That, notwithstanding the provisions of sections 151(1) and (2) of the Companies Act 1985, Virgin Radio Limited ("Radio"), a wholly owned subsidiary of the Company had become a guarantor under a facility agreement ("Facility Agreement") between, inter alia, Banque Paribas as agent ("Agent") for the Banks (as defined therein) and Kewlogic Limited for a term loan facility of £34,800,000 and a revolving credit facility of £2,500,000 and a term loan facility of £5,200,000 (together the "Loan") and entered into a debenture ("Debenture") pursuant to which it, together with other companies:

- (a) guarantees the repayment of of the Loan made to Kewlogic Limited to assist with the acquisition of the entire issued share capital of the Company ("Acquisition") and all other payments due to the Banks by the Purchaser and the guarantors under the Senior Facility Documents (as defined in the Facility Agreement);
- (b) assigns to the Agent as security trustee ("Security Trustee") for the Security Creditors (as defined in the Debenture) certain assets and grants fixed and floating charges to the Security Trustee to secure such payments due to the Secured Creditors;

and that the giving of such financial assistance by Radio to Kewlogic Limited be approved.

Dated:

For and on behalf of  
**MORGAN GRENFELL TRUSTEE SERVICES**  
**(GUERNSEY) LIMITED**

Dated:

**RICHARD BRANSON**