

Company Number: 3359692

**THE COMPANIES ACT 1985**

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION OF**

**VIRGIN RADIO HOLDINGS LIMITED**

Dated 29<sup>th</sup> APRIL 1997

**WRITTEN RESOLUTION**

We, the undersigned, being for the time being the sole member of the Company who, at the date of this Resolution would be entitled to attend and vote at General Meetings of the Company HEREBY PASS the following Resolutions 1, 2 and 3 as Ordinary Resolutions and Resolution 4 as a Special Resolution and agree that the said Resolution shall, for all purposes be as valid and effective as if the same had been passed by us all at a General Meeting of the Company duly convened and held:-

**ORDINARY RESOLUTIONS**

1. THAT each of the existing authorised and issued Ordinary Shares of £1 in the capital of the Company be divided into 100 Ordinary Shares of 1p.
2. THAT pursuant to Sections 121 and 123 of the Companies Act 1985 ("the Act") the authorised share capital of the Company be and it is hereby increased from £1,000 to £3,953,914.95 by the creation of a further 5,939,295 Ordinary Shares of 1p each [ranking in all respects pari passu with the existing Ordinary Shares of 1p each in the capital of the Company and 3,893,522 Preference Shares having the respective rights and obligations set out more particularly in the new Articles of Association proposed to be adopted pursuant to Resolution 5 below.
3.
  - a) THAT the Directors shall have a general and unconditional authority to allot, grant options over, offer or otherwise deal with or dispose of any relevant securities (within the meaning of Section 80 of the Act) of the Company on and subject to such terms as the Directors may determine. The authority hereby conferred shall subject to Section 80 of the Act be for a period expiring five years from the date of the passing of this resolution unless renewed varied or revoked by the Company in General Meeting and the maximum number of relevant securities which may be allotted pursuant to such authority shall be 6,039,195 Ordinary Shares of 1p each and 3,893,522 Preference Shares of £1 each, being the authorised but as yet unissued share capital of the Company at the date hereof.
  - b) THAT the Directors shall be entitled under the authority conferred by paragraph a) of this Resolution or under any renewal thereof to make at any time prior to the expiry of such authority any offer or agreement which would or might require relevant securities of the Company to be allotted after the expiry of such authority and thereafter to allot relevant securities accordingly.



SPECIAL RESOLUTION

4. THAT the Directors be empowered pursuant to Section 95 of the Act to allot equity securities (within the meaning of Section 94(2) of the Act) of the Company pursuant to the authority conferred by paragraph (a) of Resolution 2 as if Article 3 of the Articles of Association of the Company did not apply to such allotment and the Directors shall be entitled to make at any time prior to the expiry of the power hereby conferred any offer or agreement which would or might require equity securities to be allotted after the expiry of such power. Provided that such power shall subject as aforesaid cease to have effect when the said authority is revoked or would if not renewed expire but if that authority is renewed the said power may also be renewed for a period not longer than that for which the authority is renewed by a Special Resolution of the Company passed in General Meeting.

Signature Kim Chatterley

Name: Kim Chatterley

