

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

-of-

VIRGIN BLUE INVESTMENTS LIMITED

Pursuant to Section 381A of the Companies Act 1985

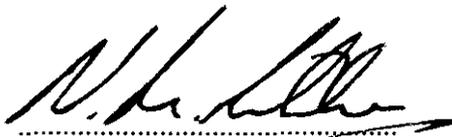
We, the undersigned, being the sole member of the Company who, at the date of this resolution would be entitled to attend and vote at General Meetings of the Company, HEREBY PASS the following resolutions as written resolutions of the Company.

RESOLUTIONS

- 1 THAT the authorised share capital of the Company be and is hereby increased from £1,000 to £3,000 by the creation of 2000 Ordinary Shares, of £1 each having the rights set out in the Articles of Association of the Company;

- 2 THAT in accordance with Section 80 of the Companies Act 1985, the directors of the Company be and are hereby generally and unconditionally authorised to issue the whole of the authorised but unissued share capital of the Company, such authority to expire on the fifth anniversary hereof; and

- 3 THAT in accordance with Section 95(1) of the Companies Act 1985, the directors of the Company be and are hereby given power to allot equity securities (as defined in Section 95(2) of the Act) pursuant to the authority conferred by paragraph (3) above as if Section 89(1) of that Act did not apply to such allotment, such power to expire on the fifth anniversary of the date hereof.



For and on behalf of
Virgin Group Investments Limited

Dated: 22 August 2002

