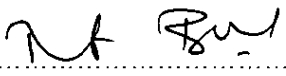
**ANNEX****VEL HOLDINGS LIMITED (the "Company")****COMPANY NUMBER 5323389****PRINT OF WRITTEN RESOLUTIONS OF THE COMPANY****PURSUANT TO SECTION 288 OF THE COMPANIES ACT 2006****PASSED ON 31 AUGUST 2017**

The following written resolutions having been duly proposed by the directors of the Company were duly passed by the Company as special resolutions:

1. **THAT** the Company execute, deliver and perform the following documents:
  - (A) an amendment and restatement agreement between (1) the Company as Obligor's Agent and (2) Lloyds Bank plc as the Agent in relation to a facility agreement dated 5 November 2014 between, inter alios, (1) the Company and (2) the Agent, as amended from time to time (the "**Amendment and Restatement Agreement**");
  - (B) a certificate from a director of the Company certifying various matters required by the Amendment and Restatement Agreement; and
  - (C) any other agreement, deed, notice, and/or letters in connection with the transaction contemplated in the documents in paragraphs (A) and (B) above, or any other document to which it is a party,(together the "**Documents**").
2. **THAT** the Directors have authority to approve the terms of, and the transactions contemplated by, the Documents and any related or ancillary document.
3. **THAT** none of:
  - (A) Robert Blok who is also a director of Virgin Holdings Limited, Virgin Management Limited and Virgin Aviation TM Holdings Limited, each of which is an Obligor;
  - (B) Matthew Bridge who is also a director of Virgin Holdings Limited which is an Obligor;
  - (C) Amy Stirling who is also a director of Virgin Holdings Limited and Virgin Management Limited, each of which is an Obligor; and
  - (D) Ian Woods who is also a director of Virgin Holdings Limited, Virgin Enterprises Limited, Virgin Management Limited, Virgin Aviation TM Holdings Limited and Virgin Aviation TM Limited, each of which is an Obligor,

shall infringe their duty to avoid a situation in which they have, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company as a result of the companies listed in (A)-(D) above inclusive having entered into or otherwise being interested in some or all of the Documents and/or the transactions contemplated thereby.

4. **THAT** the entry into the Amendment and Restatement Agreement by the Company and the entry into the proposed transactions by the Company on behalf of itself and in its capacity as Obligors' Agent for and on behalf of each other Obligor substantially on the terms set out in the Documents will promote the success of the Company for the benefit of its members as a whole.
5. **THAT** these resolutions have effect notwithstanding any provision of the Company's Articles of Association.

Signed  .....

Director/Secretary

for and on behalf of VEL Holdings Limited