

BARFAIR LIMITED
(the "Company")

WRITTEN RESOLUTIONS OF THE COMPANY

Dated 7th February 2019

The following Resolutions were passed by the Company on 7th February 2019 by way of written resolutions in accordance with section 281 and Chapter 2 of Part 13 Companies Act 2006.

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SPECIAL RESOLUTIONS

Reduction of Capital Resolutions

1. THAT the share capital of the Company be reduced by cancelling and extinguishing 250,000,001 ordinary shares of £1 each.
2. THAT the amount standing to the credit of the share premium account of the Company as at the date on which this resolution is passed be cancelled and extinguished.

ORDINARY RESOLUTIONS

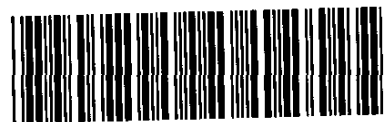
Dividend in Specie Resolution

3. THAT, subject to the passing of the Reduction of Capital Resolutions and the registration of the contemplated capital reductions by the Registrar of Companies, the Company declare a special dividend of £1,515,790,590 on the ordinary share of £1, to be satisfied as a dividend in specie through the assignment to the sole member of the Company of the benefit of (i) a £1 debt receivable owed to the Company by Bluebottle UK Limited pursuant to a promissory note and (ii) a £1,515,790,589 debt receivable owed to the Company by Virgin Holdings Limited pursuant to a promissory note.

Certified to be a true copy



R P Blok
Director



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08/02/2019
COMPANIES HOUSE