

Company No. 2857673

THE COMPANIES ACTS 1985 TO 2006
PRIVATE COMPANY LIMITED BY SHARES

VIRGIN VOYAGER LIMITED

WRITTEN RESOLUTION OF VIRGIN VOYAGER LIMITED (THE "COMPANY")
PURSUANT TO S.281 AND PART 13 CH 2 COMPANIES ACT 2006

Circulation Date 10 December 2014

In accordance with Part 13 Ch 2 Companies Act 2006, the directors of the Company propose the following written resolutions as special resolutions (the "Special Resolutions")

SPECIAL RESOLUTIONS

- 1 THAT the entire share premium account of the Company be cancelled and the amount so cancelled shall be credited to the Company's distributable reserves, and
- 2 THAT the share capital of the Company be reduced from £2,212,488 10 and \$47,200,378 84 divided into 22,124,881 A ordinary shares of £0 10 each and 4,720,037,884 ordinary shares of \$0 01 each to \$0 01 comprising one ordinary share of \$0 01 by cancelling and extinguishing 22,124,881 A ordinary shares of £0 10 each and 4,720,037,883 ordinary shares of \$0 01 each in the capital of the Company and the amount of the capital so reduced shall be credited to the Company's distributable reserves

Agreement to written resolutions

Please read the notes at the end of this document before signifying your agreement to the Special Resolutions

The undersigned, being the sole person entitled on the date set out above to vote on the written resolution, irrevocably agrees to the written resolution and confirm that we have received a copy of the directors' solvency statement at or before the time we received the copy of the Special Resolutions as required by 642(1) of the Companies Act 2006

Corporate member

Signed by Ian Woods
(print name of signatory)

Signature

for and on behalf of Barfair Limited

Date 10th December 2014

THURSDAY



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LD1 11/12/2014 #128
COMPANIES HOUSE

NOTES

Procedures for signifying agreement

If you agree to the Special Resolutions, please signify your agreement by signing and dating this document where indicated above and returning it to the Company

Period for agreeing to the Special Resolutions

If you agree to the Special Resolutions, please ensure that your agreement reaches us before or during the date falling 15 days after circulation of the directors' solvency statement accompanied with these Special Resolutions. The requirements of the Companies Act 2006 are such that the Special Resolutions will be ineffective if the agreement of members representing not less than 75% of the total voting rights of eligible members is not received on or before this date