

Company No. 02857673

VIRGIN GROUP LIMITED

WRITTEN RESOLUTIONS OF THE COMPANY

Dated: 22 November 2018

The following resolutions were adopted by the Company on by way of written resolution in accordance with Section 281 and Chapter 2 of Part 13 Companies Act 2006:

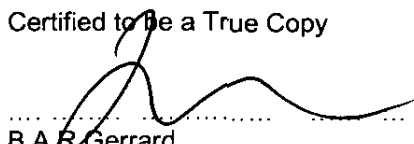
ORDINARY RESOLUTIONS

- 1 THAT, in accordance with the procedures under sections 622 and 623 of the Companies Act 2006, the fixed nominal value of the Company's existing issued ordinary shares be converted from United States dollars (USD) to pounds sterling (GBP) with effect from the passing of these resolutions at an exchange rate of GBP 1.00 to USD 1.29 (being the mid-market rate of exchange rounded to two decimal places at 10:00am (London time) on 13 November 2018), and, accordingly, the nominal value of each issued ordinary share be changed from USD 0.01 to GBP 0.00775193798458 (the "Redenomination").
- 2 THAT, with effect from the passing of these resolutions, in accordance with section 618 of the Companies Act 2006, the 25,000,000,002 ordinary shares of GBP 0.00775193798458 each in the issued share capital of the Company (following the Redenomination) credited as fully paid, be consolidated and divided into 19,379,844,963 ordinary shares of GBP 0.01 each, such shares having the same rights and being subject to the same restrictions (save as to nominal value) as the existing ordinary shares of GBP 0.00775193798458 each in the capital of the Company, as set out in the Company's articles of association for the time being.
- 3 THAT the directors of the Company have the powers given by section 550 of the Companies Act 2006 to exercise any power of the Company to allot shares and to grant rights to subscribe for or to convert any security into shares.

SPECIAL RESOLUTION

1. THAT, with effect from the passing of these resolutions, the articles of association of the Company (the "Articles") be and are hereby amended as follows:
 - A by deleting the text of Article 5.1 and replacing it with "The share capital of the Company comprises Ordinary Shares of £0.01"; and
 - B by deleting Articles 5.2, 6.2 and 6.3 in their entirety.

Certified to be a True Copy


B A R Gerrard
Company Secretary

