



Please complete in typescript,  
or in bold black capitals.

LB/135X9  
008915

363a

## Annual Return

Company Number

2376810

Company Name in full

VIRGIN RETAIL GROUP LIMITED



\* F363AD40 \*

**Date of this return** (See note 1)  
The information in this return is made up to

Day Month Year

31 12 1997

**Date of next return** (See note 2)  
If you wish to make your next return  
to a date earlier than the anniversary  
of this return please show the date here.  
Companies House will then send a form  
at the appropriate time.

Day Month Year

31 12 1998

**Registered Office** (See note 3)  
Show here the address at the date of  
this return.

Any change of  
registered office  
must be notified  
on form 287.

Post town

120 CAMPDEN HILL ROAD

LONDON

County / Region

Postcode

W8 7AR

### Principal business activities

(See note 4)

Show trade classification code number(s)  
for the principal activity or activities.

7415

HOLDING COMPANY

If the code number cannot be determined,  
give a brief description of principal activity.



For.

When you have completed and signed the form please send it to the  
Registrar of Companies at:  
**Companies House, Crown Way, Cardiff, CF4 3UZ** DX 33050 Cardiff  
for companies registered in England and Wales  
or  
**Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB**  
for companies registered in Scotland DX 235 Edinburgh

**Register of members** (See note 5)

If the register of members is not kept at the registered office, state here where it is kept.

Post town

County / Region

Postcode

**Register of Debenture holders**

(See note 6)

If there is a register of debenture holders and it is not kept at the registered office, state here where it is kept.

Post town

County / Region

Postcode

**Company type** (See note 7)

Public limited company

Private company limited by shares

Private company limited by guarantee without share capital

Private company limited by shares exempt under section 30

Private company limited by guarantee exempt under section 30

Private unlimited company with share capital

Private unlimited company without share capital

X

Please mark the appropriate box

**Company Secretary** (see notes 1-5)

Details of a new company secretary must be notified on form 288a.

(Please photocopy this area to provide details of joint secretaries).

Name

\* Style / Title

MISS

\*Honours etc

ACIS

Forename(s)

DIANA PATRICIA

Surname

LEGGE

\* Voluntary details.

Previous forename(s)

Previous surname(s)

Address

24A ENDERBY STREET

**Usual residential**

**address** must be given. In the case of a corporation, give the registered or principal office address.

Post town

LONDON

County / Region

Postcode

SE10 9PF

Country

Company Number 2376810

Company Name

VIRGIN RETAIL GROUP LIMITED

ASSISTANT  
Company Secretary

(see notes 1-5)

Details of a new company secretary must be notified on form 288a.

Name \* Style / Title

MR

\* Honours etc

Forename(s)

STEPHEN THOMAS MATTHEW

Surname

MURPHY

Previous forename(s)

\* Voluntary details.

Previous surname(s)

Address

27 PILGRIM'S LANE

**Usual residential address**

must be given. In the case of a corporation, give the registered or principal office address.

Post town

LONDON

County / Region

Postcode

NW3

Country

ENGLAND

**Directors** (see notes 1-5)

Please list directors in alphabetical order

Details of new directors must be notified on form 288a.

Name \* Style / Title

\* Honours etc

Day Month Year

Date of birth

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

**Usual residential address**

must be given. In the case of a corporation, give the registered or principal office address.

Post town

County / Region

Postcode

Country

Nationality

Business occupation

Other directorships

**Directors** (see notes 1 to 5)  
Please list directors in alphabetical order.

Details of new directors must be notified on form 288a

<b>Name</b>	* Style / Title	MR			
	* Honours etc		Date of birth	Day 18	Month 07 Year 1950
	Forename(s)	RICHARD CHARLES NICHOLAS			
	Surname	BRANSON			
	Previous forename(s)				
	Previous surname(s)				
<b>Address</b>	9 HOLLAND PARK				
<b>Usual residential address</b> must be given. In the case of a corporation, give the registered or principal office address.	Post town	LONDON			
	County / Region		Postcode	W11	
	Country		Nationality	BRITISH	
<b>Business occupation</b>	COMPANY DIRECTOR				
<b>Other directorships</b>	See attached list				
* Voluntary details.					

<b>Name</b>	* Style / Title	MR			
	* Honours etc		Date of birth	Day 23	Month 08 Year 1956
	Forename(s)	STEPHEN THOMAS MATTHEW			
	Surname	MURPHY			
	Previous forename(s)				
	Previous surname(s)				
<b>Address</b>	27 PILGRIM'S LANE				
<b>Usual residential address</b> must be given. In the case of a corporation, give the registered or principal office address.		HAMPSTEAD			
	Post town	LONDON			
	County / Region		Postcode	NW3	
	Country	ENGLAND	Nationality	BRITISH	
<b>Business occupation</b>	ACCOUNTANT				
<b>Other directorships</b>	See attached list				

## Other relevant directorships

**Company Number** 2376810

**Company Name** VIRGIN RETAIL GROUP LIMITED

**Directors Name** BRANSON RICHARD CHARLES NICHOLAS

† Directors only.

† Other directorships

122 WIGMORE STREET LIMITED

AIR CARGO PARTNERS LIMITED

AVIDBUILD LIMITED

BINIBELLA LIMITED

BLACKSHEEP LIMITED

BLANC RESTAURANTS LIMITED

CAIRNLINE LIMITED

CAMPDEN SECURITIES LIMITED

CAROLINE INTERNATIONAL LIMITED

CINEMA HOLDINGS LIMITED

CLAYWEST LIMITED

COUNCIL OF MANAGEMENT OF CHARITY PROJECTS LIMITED

CPV-TV HOLDINGS LIMITED

CPV-TV LIMITED

CRAWLEY BUSINESS QUARTER LIMITED

DESIGNCHASE LIMITED

FRANESS LIMITED

## NOTES

Show the full forenames, NOT INITIALS. If the director or secretary is a corporation or Scottish firm, show the name on surname line and registered or principal office on the usual residential line.

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A peer or individual known by a title may state the title instead of or in addition to the forenames and surname and need not give the name by which that person was known before he or she adopted the title or preceded to it.

## Other directorships.

Give the name of every company incorporated in Great Britain of which the person concerned is a director or has been a director at any time in the past five years.

You may exclude a company which either is, or at all times during the past five years when the person concerned was a director, was

- dormant

- a parent company which wholly owned the company making the return, or

- another wholly owned subsidiary of the same parent company.

## Other relevant directorships

**Company Number** 2376810

**Company Name** VIRGIN RETAIL GROUP LIMITED

**Directors Name** BRANSON RICHARD CHARLES NICHOLAS

† Directors only.

† Other directorships

G.S.A. WORLDWIDE LIMITED

GALLERY CINEMAS LIMITED

GALLERY HOLDINGS LIMITED

GLOBAL CIRCUMNAVIGATION LIMITED

HEALTHCARE FOUNDATION (MARKETING) LIMITED

HEAVEN LIMITED

ISISFINE LIMITED

JUNOPART LIMITED

LONDON BRONCOS LIMITED

METCROFT LIMITED

MOWBURY LIMITED

NECKER ISLAND (BVI) LIMITED

NEW MEDIA SOLUTIONS LIMITED

RAPIDO TV LIMITED

RODNEY FITCH AND COMPANY LIMITED

ROOF GARDENS INC.

ROSETAPE LIMITED

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**Company Number** 2376810

**Company Name** VIRGIN RETAIL GROUP LIMITED

**Directors Name** BRANSON RICHARD CHARLES NICHOLAS

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† Other directorships

ROUTE BUILDERS LIMITED

SHOWROUTE LIMITED

SLOUGH MOVIE CENTRE LIMITED

SPEED 3961 LIMITED

SPEED 5024 LIMITED

STORM MODEL MANAGEMENT INTERNATIONAL LIMITED

STORM MODEL MANAGEMENT LIMITED

SYNTHAXE LIMITED

THE LOTTERY FOUNDATION

THE VIRGIN CLOTHING COMPANY LIMITED

THE VIRGIN COLA COMPANY LIMITED

THE VIRGIN HEALTHCARE FOUNDATION LIMITED

THE VIRGIN TRADING COMPANY LIMITED

TICKSIDE COMMUNICATIONS LIMITED

U K 2000 LIMITED

UK LOTTERIES LIMITED

V ENTERTAINMENT GROUP LIMITED

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**Company Number** 2376810

**Company Name** VIRGIN RETAIL GROUP LIMITED

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V2 MUSIC (HOLDINGS) LIMITED

V2 MUSIC GROUP LIMITED

V2 MUSIC LIMITED

V2 MUSIC PUBLISHING (HOLDINGS) LIMITED

V2 MUSIC PUBLISHING LIMITED

VANSON DEVELOPMENTS LIMITED

VANSON HOTELS LIMITED

VC ELITE PICTURE THEATRE (NOTTINGHAM) LIMITED

VC ESTATES LIMITED

VC EXHIBITION LIMITED

VC FINANCE LIMITED

VDL HOLDINGS LIMITED

VINTAGE AIRLINES LIMITED

VIRGAIR LIMITED

VIRGIN AERONAUTICS LIMITED

VIRGIN AEROSTATION LIMITED

VIRGIN AFRICAN AIRWAYS LIMITED



## Other relevant directorships

**Company Number** 2376810

**Company Name** VIRGIN RETAIL GROUP LIMITED

**Directors Name** BRANSON RICHARD CHARLES NICHOLAS

† Directors only.

† Other directorships

VIRGIN AIRSHIP AND BALLOON COMPANY LIMITED

VIRGIN ATLANTIC AIRWAYS LIMITED

VIRGIN ATLANTIC CONSOL LIMITED

VIRGIN ATLANTIC ENGINEERING LIMITED

VIRGIN AVIATION SERVICES LIMITED

VIRGIN BALLOON FLIGHTS LIMITED

VIRGIN BRIDE LIMITED

VIRGIN BROADCASTING LIMITED

VIRGIN CAR LEASING LIMITED

VIRGIN CINEMA PROPERTIES LIMITED

VIRGIN CINEMAS GROUP LIMITED

VIRGIN CINEMAS HOLDINGS LIMITED

VIRGIN CINEMAS LIMITED

VIRGIN CLUBS LIMITED

VIRGIN DEVELOPMENTS LIMITED

VIRGIN DIGITAL STUDIOS INTERNATIONAL LIMITED

VIRGIN DIGITAL STUDIOS LIMITED

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## Other relevant directorships

Company Number **2376810**

Company Name **VIRGIN RETAIL GROUP LIMITED**

Directors Name **BRANSON RICHARD CHARLES NICHOLAS**

† Directors only.

† Other directorships

VIRGIN DIRECT (2) LIMITED

VIRGIN DIRECT LIFE LIMITED

VIRGIN DIRECT LIMITED

VIRGIN DIRECT MANAGEMENT SERVICES LIMITED

VIRGIN DIRECT NOMINEES LIMITED

VIRGIN DIRECT PERSONAL FINANCIAL SERVICE LIMITED

VIRGIN DIRECT UNIT TRUST MANAGERS LIMITED

VIRGIN ENTERPRISES LIMITED

VIRGIN ENTERTAINMENT ASIA LIMITED

VIRGIN ENTERTAINMENT EUROPE LIMITED

VIRGIN EXECUTIVE AVIATION LIMITED

VIRGIN EXECUTIVE JETS LIMITED

VIRGIN EXPRESS HOLDINGS PLC

VIRGIN EXPRESS INVESTMENTS LIMITED

VIRGIN FREEWAY LIMITED

VIRGIN GROUP LIMITED

VIRGIN HELICOPTERS LIMITED

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Company Number **2376810**

Company Name **VIRGIN RETAIL GROUP LIMITED**

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VIRGIN HOLIDAYS LIMITED

VIRGIN HOTELS GROUP LIMITED

VIRGIN HOTELS LIMITED

VIRGIN INTERACTIVE ENTERTAINMENT (EUROPE) LIMITED

VIRGIN INTERACTIVE ENTERTAINMENT (HOLDINGS) LIMITED

VIRGIN INTERACTIVE ENTERTAINMENT LTD

VIRGIN MANAGEMENT LIMITED

VIRGIN MEGASTORE HOLDINGS LIMITED

VIRGIN MERCHANDISING LIMITED

VIRGIN NET LIMITED

VIRGIN PROJECTS LIMITED

VIRGIN PUBLISHING LIMITED

VIRGIN RADIO HOLDINGS LIMITED

VIRGIN RAIL GROUP LIMITED

VIRGIN RETAIL EUROPE LIMITED

VIRGIN RETAIL GROUP LIMITED

VIRGIN RETAIL LIMITED

## Other relevant directorships

Company Number 2376810

Company Name VIRGIN RETAIL GROUP LIMITED

Directors Name BRANSON RICHARD CHARLES NICHOLAS

† Directors only.

† Other directorships

VIRGIN SE CINEMAS LIMITED

VIRGIN SPIRITS LIMITED

VIRGIN SPRING LIMITED

VIRGIN TELEVISION INVESTMENTS LIMITED

VIRGIN TRAVEL GROUP LIMITED

VIRGIN TRAVEL INVESTMENTS LIMITED

VIRGIN ULTIMATE LIMITED

VIRGIN VIE LIMITED

VIRGIN VOUCHERS LIMITED

VIRGIN VOYAGER LIMITED

VIRGIN WATER LIMITED

VIRGLEASE LIMITED

VIROTHERM LABORATORIES LIMITED

VOLTAPLACE LIMITED

VOYAGER GROUP LIMITED

VOYAGER INVESTMENTS LIMITED

VOYAGER NOMINEES LIMITED

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## Other relevant directorships

Company Number **2376810**

Company Name **VIRGIN RETAIL GROUP LIMITED**

Directors Name **BRANSON RICHARD CHARLES NICHOLAS**

† Directors only.

† Other directorships

W H ALLEN & CO. PLC

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## Other relevant directorships

**Company Number** 2376810

**Company Name** VIRGIN RETAIL GROUP LIMITED

**Directors Name** MURPHY STEPHEN THOMAS MATTHEW

† Directors only.

† Other directorships

122 WIGMORE STREET LIMITED

124 WIGMORE STREET LIMITED

2ND VIRGIN WESTERN LIMITED

A & R SCOTT LIMITED

AIR CREWING LIMITED

AVIDBUILD LIMITED

CAIRNLINE LIMITED

CAMPDEN SECURITIES LIMITED

CINEMA HOLDINGS LIMITED

CLASSIC CINEMAS LIMITED

CLAYWEST LIMITED

CLINIC GROUP LIMITED

COLOURDOME LIMITED

CRIBYN LIMITED

CROSSCOUNTRY TRAINS LIMITED

DAISYFIELD LIMITED

EURO-MAGNETIC PRODUCTS LIMITED

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## Other relevant directorships

Company Number **2376810**

Company Name **VIRGIN RETAIL GROUP LIMITED**

Directors Name **MURPHY STEPHEN THOMAS MATTHEW**

† Directors only.

† Other directorships

**EUROMAGNETIC COMPUTERS LIMITED**

**EUROMAGNETIC HOLDINGS LIMITED**

**FELIX CATFOOD LIMITED**

**FELIX PET FOODS LIMITED**

**GALLERY CINEMAS LIMITED**

**GALLERY HOLDINGS LIMITED**

**GATORADE LIMITED**

**ISISFINE LIMITED**

**JUNOPART LIMITED**

**LONDON & CONTINENTAL RAILWAYS LIMITED**

**LONDON BRONCOS LIMITED**

**METCROFT LIMITED**

**NEW MEDIA SOLUTIONS LIMITED**

**PHOENIX FIRE INHIBITOR LIMITED**

**QUAKER OATS LIMITED**

**QUELDALE LIMITED**

**RHINEFIELD TIME SHARE LIMITED**

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RHINEFIELD TIME SHARE MANAGEMENT LIMITED

ROUTE BUILDERS LIMITED

SALFORM LIMITED

SHOWROUTE LIMITED

SLOUGH MOVIE CENTRE LIMITED

SYNTHAXE LIMITED

THE PROJECT CONSULTANCY LIMITED

THE VIRGIN CLOTHING COMPANY LIMITED

THE VIRGIN TRADING COMPANY LIMITED

THE VIRGIN TRADING GROUP LIMITED

V II LIMITED

V TOO LIMITED

V TWO LIMITED

V2 MUSIC (HOLDINGS) LIMITED

V2 MUSIC GROUP LIMITED

V2 MUSIC LIMITED

V2 MUSIC PUBLISHING (HOLDINGS) LIMITED



## Other relevant directorships

Company Number **2376810**

Company Name **VIRGIN RETAIL GROUP LIMITED**

Directors Name **MURPHY STEPHEN THOMAS MATTHEW**

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V2 MUSIC PUBLISHING LIMITED

VANBURG LIMITED

VANSON (CARMARTHEN) LIMITED

VANSON (CRAWLEY) LIMITED

VANSON (CRAWLEY) NO.2 LIMITED

VANSON (CRAWLEY) NO.3 LIMITED

VANSON DEVELOPMENTS LIMITED

VANSON HOTELS LIMITED

VC ELITE PICTURE THEATRE (NOTTINGHAM) LIMITED

VC ESTATES LIMITED

VC EXHIBITION LIMITED

VC FINANCE LIMITED

VDL HOLDINGS LIMITED

VEE 2 LIMITED

VEE TOO LIMITED

VIRGIN ACTIVE LIMITED

VIRGIN BALLOON FLIGHTS LIMITED

## Other relevant directorships

**Company Number** 2376810

**Company Name** VIRGIN RETAIL GROUP LIMITED

**Directors Name** MURPHY STEPHEN THOMAS MATTHEW

† Directors only.

† Other directorships

VIRGIN BROADCASTING LIMITED

VIRGIN CAR LEASING LIMITED

VIRGIN CINEMA PROPERTIES LIMITED

VIRGIN CINEMAS GROUP LIMITED

VIRGIN CINEMAS HOLDINGS LIMITED

VIRGIN CINEMAS LIMITED

VIRGIN CLUBS LIMITED

VIRGIN COSMETICS LIMITED

VIRGIN DEVELOPMENTS LIMITED

VIRGIN DIRECT PERSONAL FINANCIAL SERVICE LIMITED

VIRGIN DIRECT UNIT TRUST MANAGERS LIMITED

VIRGIN ENTERPRISES LIMITED

VIRGIN ENTERTAINMENT ASIA LIMITED

VIRGIN ENTERTAINMENT EUROPE LIMITED

VIRGIN EUROPEAN LEASING LIMITED

VIRGIN EXECUTIVE AVIATION LIMITED

VIRGIN EXECUTIVE JETS LIMITED

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## Other directorships.

Give the name of every company incorporated in Great Britain of which the person concerned is a director or has been a director at any time in the past five years.

You may exclude a company which either is, or at all times during the past five years when the person concerned was a director, was

- dormant

- a parent company which wholly owned the company making the return, or

- another wholly owned subsidiary of the same parent company.

## Other relevant directorships

**Company Number** 2376810

**Company Name** VIRGIN RETAIL GROUP LIMITED

**Directors Name** MURPHY STEPHEN THOMAS MATTHEW

† Directors only.

† Other directorships

VIRGIN EXPRESS HOLDINGS PLC

VIRGIN GROUP LIMITED

VIRGIN HELICOPTERS LIMITED

VIRGIN HOMES LIMITED

VIRGIN HOTELS GROUP LIMITED

VIRGIN HOTELS LIMITED

VIRGIN HOTELS MARKETING LIMITED

VIRGIN LIMOBike LIMITED

VIRGIN MANAGEMENT LIMITED

VIRGIN MEGASTORE HOLDINGS LIMITED

VIRGIN MERCHANDISING LIMITED

VIRGIN PROJECTS LIMITED

VIRGIN RADIO HOLDINGS LIMITED

VIRGIN RAIL GROUP LIMITED

VIRGIN RETAIL EUROPE LIMITED

VIRGIN RETAIL GROUP LIMITED

VIRGIN RETAIL GROUP UK LIMITED

## NOTES

Show the full forenames, NOT INITIALS. If the director or secretary is a corporation or Scottish firm, show the name on surname line and registered or principal office on the usual residential line.

Give previous forenames or surname(s) except:  
- for a married woman, the name by which she was known before marriage need not be given.

- for names not used since the age of 18 or for at least 20 years

A peer or individual known by a title may state the title instead of or in addition to the forenames and surname and need not give the name by which that person was known before he or she adopted the title or preceded to it.

## Other directorships.

Give the name of every company incorporated in Great Britain of which the person concerned is a director or has been a director at any time in the past five years.

You may exclude a company which either is, or at all times during the past five years when the person concerned was a director, was

- dormant

- a parent company which wholly owned the company making the return, or

- another wholly owned subsidiary of the same parent company.

## Other relevant directorships

**Company Number** 2376810

**Company Name** VIRGIN RETAIL GROUP LIMITED

**Directors Name** MURPHY STEPHEN THOMAS MATTHEW

† Directors only.

† Other directorships

VIRGIN SE CINEMAS LIMITED

VIRGIN SPIRITS LIMITED

VIRGIN TELEVISION INVESTMENTS LIMITED

VIRGIN TELEVISION LIMITED

VIRGIN TOUCH LIMITED

VIRGIN TRAVEL INVESTMENTS LIMITED

VIRGIN VIE LIMITED

VIRGIN VOYAGER LIMITED

VIRGIN WESTERN LIMITED

VOYAGER GROUP LIMITED

WABASH DATATECH INTERNATIONAL LIMITED

WDI LIMITED

WEST COAST TRAINS LIMITED

WOODHOUSE SECURITIES LIMITED

## NOTES

Show the full forenames, NOT INITIALS. If the director or secretary is a corporation or Scottish firm, show the name on surname line and registered or principal office on the usual residential line.

Give previous forenames or surname(s) except:  
- for a married woman, the name by which she was known before marriage need not be given.

- for names not used since the age of 18 or for at least 20 years

A peer or individual known by a title may state the title instead of or in addition to the forenames and surname and need not give the name by which that person was known before he or she adopted the title or preceded to it.

## Other directorships.

Give the name of every company incorporated in Great Britain of which the person concerned is a director or has been a director at any time in the past five years.

You may exclude a company which either is, or at all times during the past five years when the person concerned was a director, was

- dormant

- a parent company which wholly owned the company making the return, or

- another wholly owned subsidiary of the same parent company.

**Issued share capital** (see note 9)  
Enter details of all the shares in issue at the date of this return.

Class (e.g. Ordinary/Preference)	Number of shares issued	Aggregate Nominal Value (i.e. Number of shares issued multiplied by nominal value per share)
10P "A" ORDINARY	461,607	£ 46,160.70
CUM REDEE PREF £1	8,000,000	£ 8,000,000.00
US\$0.01 ORDINARY	461,607	US\$ 4,616.07
Totals		

**List of past and present members**

(Use attached schedule where appropriate)

A full list is required if one was not included with either of the last two returns.

(see note 10)

There were no changes in the period

☐

on paper in another format

A list of changes is enclosed

☐
☐

A full list of members is enclosed

☒
☐

**Elective resolutions**

(Private companies only)

(See note 11)

If at the date of this return an election is in force to dispense with annual general meetings, mark this box

☐

If at the date of this return an election is in force to dispense with laying accounts in general meetings, mark this box

☐

**Certificate**

I certify that the information given in this return is true to the best of my knowledge and belief.

Signed

*Diana Legge*

Date

05/01/98.

† Please delete as appropriate.

† a director/secretary

When you have signed the return send it with the fee to the Registrar of Companies. Cheques should be made payable to Companies House.

This return includes

4  
(enter number)

continuation sheets.

Please give the name, address, telephone number, and if available, a DX number and Exchange, for the person Companies House should contact if there is any query.

MISS D.P. LEGGE, 120 CAMPDEN HILL ROAD, LONDON, W8 7AR	
Tel	
DX number	DX exchange



Please complete in typescript,  
or in bold black capitals.

## List of past and present members Schedule to form 363a, 363b

Company Number

2376810

Company Name in full

VIRGIN RETAIL GROUP LIMITED

Number of shares  
or amount of  
stock held by  
existing members  
at date of this  
return.

Particulars of shares or stock transferred since  
the date of the last return (or in the case of the  
first return, since the incorporation of the  
company) by  
(a) persons who are still members, and  
(b) persons who have ceased to be members.

Number or  
amount  
currently held

Number or  
amount  
Transferred

Date of  
registration  
of transfer

Remarks

Name and address

VIRGIN RETAIL (BVI) LIMITED CRAIGMUIR CHAMBERS, P.O. BOX 71, ROAD TOWN, TORTOLA	10p "A" Ordinary 0	461,607	20/10/97	VIRGIN RETAIL GROUP UK LIMITED
VIRGIN RETAIL (BVI) LIMITED CRAIGMUIR CHAMBERS, P.O. BOX 71, ROAD TOWN, TORTOLA	Cum Redee Pref £1 0	8,000,000	20/10/97	VIRGIN RETAIL GROUP UK LIMITED
BEARER SHARE WARRANT NO. 1 ISSUED 31 JANUARY 1994 FOR 34,767 ORDINARY SHARES OF US\$0.01 EACH	US\$0.01 ORDINARY 34,767			
BEARER SHARE WARRANT NO. 2 ISSUED 31 JANUARY 1994 FOR 33,339 ORDINARY SHARES OF US\$0.01 EACH	US\$0.01 ORDINARY 33,339			
BEARER SHARE WARRANT NO. 3 ISSUED 31 JANUARY 1994 FOR 34,771 ORDINARY SHARES OF US\$0.01 EACH	US\$0.01 ORDINARY 34,771			

**List of past and present members**  
**Schedule to form 363a, 363b**

Number of shares or amount of stock held by existing members at date of this return.

Particulars of shares or stock transferred since the date of the last return (or in the case of the first return, since the incorporation of the company) by  
 (a) persons who are still members, and  
 (b) persons who have ceased to be members.

Number or amount currently held      Number or amount Transferred      Date of registration of transfer      Remarks

Name and address

BEARER SHARE WARRANT NO. 4 ISSUED 31 JANUARY 1994 FOR 35,906 ORDINARY SHARES OF US\$0.01 EACH	US\$0.01 ORDINARY 35,906			
BEARER SHARE WARRANT NO. 5 ISSUED 31 JANUARY 1994 FOR 27,413 ORDINARY SHARES OF US\$0.01 EACH	US\$0.01 ORDINARY 27,413			
BEARER SHARE WARRANT NO. 6 ISSUED 31 JANUARY 1994 FOR 35,336 ORDINARY SHARES OF US\$0.01 EACH	US\$0.01 ORDINARY 35,336			
BEARER SHARE WARRANT NO. 7 ISSUED 31 JANUARY 1994 FOR 35,318 ORDINARY SHARES OF US\$0.01 EACH	US\$0.01 ORDINARY 35,318			
BEARER SHARE WARRANT NO. 8 ISSUED 31 JANUARY 1994 FOR 34,634 ORDINARY SHARES OF US\$0.01 EACH	US\$0.01 ORDINARY 34,634			
BEARER SHARE WARRANT NO. 9 ISSUED 31 JANUARY 1994 FOR 4,742 ORDINARY SHARES OF US\$0.01 EACH	US\$0.01 ORDINARY 4,742			

**List of past and present members**  
**Schedule to form 363a, 363b**

Number of shares  
or amount of  
stock held by  
existing members  
at date of this  
return.

Particulars of shares or stock transferred since  
the date of the last return (or in the case of the  
first return, since the incorporation of the  
company) by  
(a) persons who are still members, and  
(b) persons who have ceased to be members.

Number or  
amount  
currently held

Number or  
amount  
Transferred

Date of  
registration  
of transfer

Remarks

Name and address

BEARER SHARE WARRANT NO.10 ISSUED 31  
JANUARY 1994 FOR 4,742 ORDINARY SHARES OF  
US\$0.01 EACH

US\$0.01  
ORDINARY  
4,742

BEARER SHARE WARRANT NO.11 ISSUED 31  
JANUARY 1994 FOR 667 ORDINARY SHARES OF  
US\$0.01 EACH

US\$0.01  
ORDINARY  
667

BEARER SHARE WARRANT NO.12 ISSUED 31  
JANUARY 1994 FOR 333 ORDINARY SHARES OF  
US\$0.01 EACH

US\$0.01  
ORDINARY  
333

BEARER SHARE WARRANT NO.13 ISSUED 31  
JANUARY 1994 FOR 1,494 ORDINARY SHARES OF  
US\$0.01 EACH

US\$0.01  
ORDINARY  
1,494

BEARER SHARE WARRANT NO.14 ISSUED 31  
JANUARY 1994 FOR 64,688 ORDINARY SHARES OF  
US\$0.01 EACH

US\$0.01  
ORDINARY  
64,688

BEARER SHARE WARRANT NO.15 ISSUED 31  
JANUARY 1994 FOR 64,688 ORDINARY SHARES OF  
US\$0.01 EACH

US\$0.01  
ORDINARY  
64,688



**List of past and present members**  
**Schedule to form 363a, 363b**

Name and address	Number of shares or amount of stock held by existing members at date of this return.	Particulars of shares or stock transferred since the date of the last return (or in the case of the first return, since the incorporation of the company) by (a) persons who are still members, and (b) persons who have ceased to be members.			Remarks
	Number or amount currently held	Number or amount Transferred	Date of registration of transfer		
BEARER SHARE WARRANT NO.16 ISSUED 31 JANUARY 1994 FOR 48,605 ORDINARY SHARES OF US\$0.01 EACH	US\$0.01 ORDINARY 48,605				
BEARER SHARE WARRANT NO.17 ISSUED 31 JANUARY 1994 FOR 164 ORDINARY SHARES OF US\$0.01 EACH	US\$0.01 ORDINARY 164				
VIRGIN RETAIL GROUP UK LIMITED 120 CAMPDEN HILL ROAD, LONDON, W8 7AR	10p "A" Ordinary 461,607				
VIRGIN RETAIL GROUP UK LIMITED 120 CAMPDEN HILL ROAD, LONDON, W8 7AR	Cum Redee Pref £1 8,000,000				