

Please complete in typescript, or in bold black capitals.

1816132XN

Annual Return

2376810

Company Name in full

| /IRGIN RETAIL GROUP LIMITED | |
|-----------------------------|--|
| | |

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

County / Region

Postcode

W8 7AR

| 120 CAMPDEN HILL ROAD | |
|-----------------------|--|
| | |
| | |
| LONDON | |
| | |
| | |

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.

| | 357 |
|-----|--|
| | #AZ2N9318* #AZ2N9318* A35 ANIES HOUSE 21/01/98 |
| For | COMPANIES HOUSE BOY |

When you have completed and signed the form please send it to the

Registrar of Companies at: DX 33050 Cardiff Companies House, Crown Way, Cardiff, CF4 3UZ

for companies registered in England and Wales

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB for companies registered in Scotland DX 235 Edinburgh

| Register of many of the registered office, sta | mbers is not | kept at the | | | | | |
|--|------------------------------|--------------------|------------------|-------------|-----------------|----------------|-------------------|
| registered office, sta | ite liele Mile | ie it is kept. | | | <u> </u> | | |
| 4 | | 5 | | | | | |
| | | Post town | | | | | |
| | Co | unty / Region | | | | Postcode | |
| | | | | | | l | |
| Register of De (See note 6) If there is a register of and it is not kept at the state here where it is | of debenture he registere | holders | | | | | |
| | o nope. | | | | | | |
| | | Post town | | | | | |
| | Co | unty / Region | | | | Postcode | |
| Company typ | e (See note | 7) | | | | | |
| Public limited company | • | | | | | | |
| Private company limited | d by shares | | X | | | | |
| Private company limited share capital | d by guarante | e without | | | | | |
| Private company limited by shares exempt under section 30 | | | Plea | se mark the | appropriate box | < | |
| Private company limited under section 30 | d by guarante | e exempt | | | | | |
| Private unlimited company with share capital | | | | | | | |
| Private unlimited company without share capital | | | | | | | |
| Company Sec | cretary _{(s} | ee notes 1-5) | Details of a nev | v compar | ny secretary | must be notifi | ied on form 288a. |
| details of joint | Name | * Style / Title | MISS | | | *Honours etc | ACIS |
| secretaries). | | Forename(s) | DIANA PATRICIA | | | | |
| * Voluntary details. | | Surname | LEGGE | | | | |
| Previous forename(s) | | | | | | | |
| Previous surname(s) | | | | | | | |
| Address | | 24A ENDERBY STREET | | | | | |
| Usual residential | | GREENWICH | | | | | |
| address _{must} be given. In the case of corporation, give the | ne . | Post town | LONDON | | | | |
| registered or princi office address. | 1 | unty / Region | | | | Postcode | SE10 9PF |
| | | Country | | | | - | |

| • | | • | | Form 3 | 63a/b C | ontinu | iation sneet |
|---|----------------|---|-------------------------|-----------------|---------------|---------|--------------|
| r . | Comp | any Number | 2376810 | | | | |
| Company Name | | VIRGIN RETAIL GROUP | LIMITED | | | | |
| ASSISTAN Company Se | T cretar | V (see notes 1-5) | Details of a new compar | ny secretary mi | ust be notifi | ed on f | orm 288a. |
| | ame | * Style / Title | MR |] | | | |
| | | * Honours etc | | | | | |
| · | | Forename(s) | STEPHEN THOMAS MATTH | łEW | | | |
| | | Surname | MURPHY | | | | |
| | Prev | ious forename(s) | | | | | |
| Voluntary details. | Pre | vious surname(s) | | | | | |
| ļ | Address | ; | 27 PILGRIM'S LANE | | | | |
| Jsual resident | tial | | HAMPSTEAD | | | | |
| address must b given. In the case | е | Post towr | | | | | |
| corporation, give registered or prin | tne | County / Region | 1 | | Postcode | NW3 | |
| office address. | | Country | ENGLAND | | | | |
| | fors in all | phabetical order * Style / Title *Honours etc Forename(s | c | | Date of birth | Day | Month Year |
| | | Surname | e | | | | |
| - | Pre | evious forename(s | s) | | | | |
| | Pr | revious surname(s | s) | | | | |
| Usual reside address _{must} given. In the ca | be ise of a | ss Post tow | vn | | | | |
| corporation, give the | County / Regio | on | | Postcode | е | | |
| Office address. | | Count | | | | | |
| | Natior | nality | | | | | |
| | | ess occupation | | | | | |
| | Other | directorships | | | | | |
| | | | | | | | |

| Address Usual residential address must be given. In the case of a corporation, give the registered or principal office address. Business | * Style / Title * Honours etc Forename(s) Surname us forename(s) | RICHARD CHARLES NICHOLAS BRANSON | Date of birth | 1 | Month 07 | Year 1950 | |
|--|--|----------------------------------|---------------|-------------|-------------|--------------|--|
| Previous Address Usual residential address must be given. In the case of a corporation, give the registered or principal office address. Business Other dire | Forename(s) Surname us forename(s) | RICHARD CHARLES NICHOLAS | Date of birth | 18 | 07 | 1950 | |
| Address Usual residential address must be given. In the case of a corporation, give the registered or principal office address. Business Other dire | Surname [us forename(s) | | | | | | |
| Address Usual residential address must be given. In the case of a corporation, give the registered or principal office address. Business Other dire | us forename(s) | BRANSON | | | | · | |
| Address Usual residential address must be given. In the case of a corporation, give the registered or principal office address. Business Other dire | L | | | | | | |
| Address Usual residential address must be given. In the case of a corporation, give the registered or principal office address. Business Other dire | | | | | | | |
| Usual residential address must be given. In the case of a corporation, give the registered or principal office address. Business Other dire | ous surname(s) | | | | | | |
| address must be given. In the case of a corporation, give the registered or principal office address. Business Other dire | | 9 HOLLAND PARK | | | | | |
| address must be given. In the case of a corporation, give the registered or principal office address. Business Other dire | | | | | | | |
| corporation, give the registered or principal office address. Business Other dire | Post town | LONDON | | | | | |
| Business Other dire | County / Region | | Postcode | W11 | | | |
| Other dire | Country | | | BRITISH | | | |
| | occupation | COMPANY DIRECTOR | | | | | |
| * Voluntary details. | ectorships | See attached list | | | | | |
| , | | | | <u> </u> | · | | |
| | | | | | | | |
| | | MD | | | | | |
| Name | * Style / Title | MR | Г | Day | Month | т | |
| | * Honours etc | | Date of birth | 23 | 08 | 1956 | |
| | Forename(s) | STEPHEN THOMAS MATTHEW | | | | | |
| | Surname | MURPHY | | | | | |
| Previ | ious forename(s) | | | <u></u> : | | | |
| Prev | vious surname(s) | | | | | | |
| Address | | 27 PILGRIM'S LANE | | | | | |
| Usual residential | | HAMPSTEAD | | | | , | |
| address must be given. In the case of a corporation, give the | Post town | LONDON . | | | | | |
| registered or principal office address. | County / Region | | Postcode | NW3 | | | |
| | Country | ENGLAND | Nationality | BRITIS | SH | | |
| Busines | s occupation | ACCOUNTANT | | | | | |
| Other di | • | | | | | | |
| | rectorships | See attached list | | | | | |

Other relevant directorships Company Number 2376810 Company Name VIRGIN RETAIL GROUP LIMITED BRANSON RICHARD CHARLES NICHOLAS **Directors Name** 122 WIGMORE STREET LIMITED † Other directorships † Directors only. AIR CARGO PARTNERS LIMITED AVIDBUILD LIMITED 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. BIN!BELLA LIMITED 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 **BLACKSHEEP LIMITED** 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. **BLANC RESTAURANTS LIMITED** Other directorships. CAIRNLINE LIMITED 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. **CAMPDEN SECURITIES LIMITED** 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 CAROLINE INTERNATIONAL LIMITED a parent company which wholly owned the company making the return, or CINEMA HOLDINGS LIMITED - another wholly owned subsidiary of the same parent **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

dormant

| Company Number | 2376810 |
|---|---|
| | VIRGIN RETAIL GROUP LIMITED |
| Company Name | VIII VIII VIII VIII VIII VIII VIII VII |
| | |
| Directors Name | ·! |
| | |
| | G.S.A. WORLDWIDE LIMITED |
| † Directors only. † Other directorships | |
| | GALLERY CINEMAS LIMITED |
| NOTES | |
| Chave the full forenames NOT INITIALS If the director | GALLERY HOLDINGS LIMITED |
| or secretary is a corporation or Scottish firm, show the name on surname line and registered or principal office on the usual residential line. | GLOBAL CIRCUMNAVIGATION LIMITED |
| Give previous forenames or surname(s) except: | GLOBAL OIROOMIN (176) |
| for names not used since the age of 18 or for at | HEALTHCARE FOUNDATION (MARKETING) LIMITED |
| 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 | HEAVEN LIMITED |
| to it. | LOCANIE LIMITED |
| Other directorships. | ISISFINE LIMITED |
| 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. | JUNOPART LIMITED |
| 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 | LONDON BRONCOS LIMITED |
| a parent company which wholly owned the company making the return, or | |
| another wholly owned subsidiary of the same parent company. | 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 |

| Company Number | 2376810 |
|--|--|
| Company Name | VIRGIN RETAIL GROUP LIMITED |
| • | |
| Directors Name | BRANSON RICHARD CHARLES NICHOLAS |
| | ROUTE BUILDERS LIMITED |
| Directors only. † Other directorships | |
| | SHOWROUTE LIMITED |
| NOTES Show the full forenames, NOT INITIALS. If the director | SLOUGH MOVIE CENTRE LIMITED |
| or secretary is a corporation of Scottish him, show the name on surname line and registered or principal office on the usual residential line. | SPEED 3961 LIMITED |
| Give previous forenames or sumame(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 | SPEED 5024 LIMITED |
| 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. | STORM MODEL MANAGEMENT INTERNATIONAL LIMITED |
| Other directorships. | STORM MODEL MANAGEMENT LIMITED |
| 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. | SYNTHAXE LIMITED |
| 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 | THE LOTTERY FOUNDATION |
| making the return, or - another wholly owned subsidiary of the same parent company. | 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 CANTED TAINMENT GPOLID LIMITED |

| Company Number | 2376810 |
|--|---|
| Company Name | VIRGIN RETAIL GROUP LIMITED |
| • | |
| Directors Name | BRANSON RICHARD CHARLES NICHOLAS |
| † Directors only. † Other directorships | V2 MUSIC (HOLDINGS) LIMITED |
| | V2 MUSIC GROUP LIMITED |
| NOTES Show the full forenames, NOT INITIALS. If the director | V2 MUSIC LIMITED |
| or secretary is a corporation or Scottish firm, show the name on surname line and registered or principal office on the usual residential line. | Example BUBLICUING (NOI DINGS) LIMITED |
| Give previous forenames or surname(s) except: - for a married woman, the name by which she was known before marriage need not be given. | V2 MUSIC PUBLISHING (HOLDINGS) LIMITED |
| - for names not used since the age of 18 or for at least 20 years | V2 MUSIC PUBLISHING LIMITED |
| 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. | VANSON DEVELOPMENTS LIMITED |
| Other directorships. | VANSON HOTELS LIMITED |
| 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. | VC ELITE PICTURE THEATRE (NOTTINGHAM) LIMITED |
| 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 | VC ESTATES LIMITED |
| making the return, or - another wholly owned subsidiary of the same parent company. | VC EXHIBITION LIMITED |
| сопрану. | NO FINANCE LIMITED |
| | VC FINANCE LIMITED |
| | VDL HOLDINGS LIMITED |
| | VINTAGE AIRLINES LIMITED |
| | VIRGAIR LIMITED |
| | VIRGIN AERONAUTICS LIMITED |
| | VIRGIN AEROSTATION LIMITED |

VIRGIN AFRICAN AIRWAYS LIMITED

| • | |
|--|--|
| 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 |
| NOTES Show the full forenames, NOT INITIALS. If the director or secretary is a corporation or Scottle firm, show the or secretary is a corporation or secretary and office of the secretary in the secretary is a corporation of the secretary in the secretary is a secretary in the secretary in the secretary is a secretary in the secretary in the secretary is a secretary in the secretary in the secretary is a secretary in the secre | VIRGIN ATLANTIC CONSOL LIMITED |
| name on sumame line and registered or principal since on the usual residential line. Give previous forenames or surname(s) except: | VIRGIN ATLANTIC ENGINEERING LIMITED |
| - for names not used since the age of 18 or for at least 20 years | VIRGIN AVIATION SERVICES LIMITED |
| 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. | VIRGIN BALLOON FLIGHTS LIMITED |
| Other directorships. | VIRGIN BRIDE LIMITED |
| 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 | VIRGIN BROADCASTING LIMITED |
| - dormant | VIRGIN CAR LEASING LIMITED |
| a parent company which wholly owned the company making the return, or another wholly owned subsidiary of the same parent company. | 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

1

| Company Number | |
|--|---|
| Company Name | VIRGIN RETAIL GROUP LIMITED |
| Directors Name | BRANSON RICHARD CHARLES NICHOLAS |
| † Directors only. † Other directorships | VIRGIN DIRECT (2) LIMITED VIRGIN DIRECT LIFE LIMITED |
| NOTES | LIGORIA DIDECT LIMITED |
| Show the full forenames, NOT INITIALS. If the director | VIRGIN DIRECT LIMITED |
| name on surname line and registered or principal office on the usual residential line. | VIRGIN DIRECT MANAGEMENT SERVICES LIMITED |
| 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 | VIRGIN DIRECT NOMINEES LIMITED |
| 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. | VIRGIN DIRECT PERSONAL FINANCIAL SERVICE LIMITED |
| Other directorships. | VIRGIN DIRECT UNIT TRUST MANAGERS LIMITED |
| 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 | VIRGIN ENTERPRISES LIMITED |
| times during the past five years when the person concerned was a director, was | VIRGIN ENTERTAINMENT ASIA LIMITED |
| domant a parent company which wholly owned the company making the return, or | VII.OII ETTETTI III. |
| another wholly owned subsidiary of the same parent company. | 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

Other relevant directorships Company Number 2376810 Company Name VIRGIN RETAIL GROUP LIMITED BRANSON RICHARD CHARLES NICHOLAS **Directors Name** VIRGIN HOLIDAYS LIMITED + Other directorships + Directors only. VIRGIN HOTELS GROUP LIMITED NOTES VIRGIN HOTELS LIMITED 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. VIRGIN INTERACTIVE ENTERTAINMENT (EUROPE) LIMITED Give previous forenames or surname(s) except: - for a married woman, the name by which she was known before marriage need not be given. VIRGIN INTERACTIVE ENTERTAINMENT (HOLDINGS) LIMITED - 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 sumame and need not give the name by which that person was known before he or she adopted the title or preceded VIRGIN INTERACTIVE ENTERTAINMENT LTD VIRGIN MANAGEMENT LIMITED 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. VIRGIN MEGASTORE HOLDINGS LIMITED 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 VIRGIN MERCHANDISING LIMITED a parent company which wholly owned the company making the return, or VIRGIN NET LIMITED - another wholly owned subsidiary of the same parent company. 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

| 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 |
| NOTES Show the full forenames, NOT INITIALS. If the director | VIRGIN SPRING LIMITED |
| or secretary is a corporation of Scottish hith, show the name on surname line and registered or principal office on the usual residential line. | VIRGIN TELEVISION INVESTMENTS LIMITED |
| 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 | VIRGIN TRAVEL GROUP LIMITED |
| 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. | VIRGIN TRAVEL INVESTMENTS LIMITED |
| Other directorships. | VIRGIN ULTIMATE LIMITED |
| 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. | VIRGIN VIE LIMITED |
| 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 | VIRGIN VOUCHERS LIMITED |
| a parent company which wholly owned and company making the return, or another wholly owned subsidiary of the same parent company. | VIRGIN VOYAGER LIMITED |
| | VIRGIN WATER LIMITED |
| | |
| | VIRGLEASE LIMITED |
| | VIROTHERM LABORATORIES LIMITED |
| | VOLTAPLACE LIMITED |
| | VOYAGER GROUP LIMITED |
| | VOYAGER INVESTMENTS LIMITED |

VOYAGER NOMINEES LIMITED

Other relevant directorships Company Number 2376810 Company Name VIRGIN RETAIL GROUP LIMITED Directors Name BRANSON RICHARD CHARLES NICHOLAS W H ALLEN & CO. PLC † Other directorships † Directors only. **NOTES** Show the full forenames, NOT INITIALS. If the director or secretary is a corporation or Scottish firm, show the name on sumame 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 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.

| , | |
|--|--------------------------------|
| 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 |
| NOTES how the full forenames, NOT INITIALS. If the director | 2ND VIRGIN WESTERN LIMITED |
| r secretary is a corporation of Scottish limit, show the ame on surname line and registered or principal office n the usual residential line. | A & R SCOTT LIMITED |
| for a married woman, the name by which she was known before marriage need not be given. | AIR CREWING LIMITED |
| 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 may be a state the title instead of or in addition to the forenames. | |
| nstead of or in addition to the formal hard person was and need not give the name by which that person was known before he or she adopted the title or preceded o it. | AVIDBUILD LIMITED |
| Other directorships. | CAIRNLINE LIMITED |
| 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 | CAMPDEN SECURITIES LIMITED |
| times during the past five years when the person concerned was a director, was | CINEMA HOLDINGS LIMITED |
| - a parent company which wholly owned the company making the return, or | |
| another wholly owned subsidiary of the same parent company. | CLASSIC CINEMAS LIMITED |
| | CLAYWEST LIMITED |
| | CLINIC GROUP LIMITED |
| | COLOURDOME LIMITED |
| | CRIBYN LIMITED |
| | CROSSCOUNTRY TRAINS LIMITED |
| | DAISYFIELD LIMITED |
| | EURO-MAGNETIC PRODUCTS LIMITED |

| • | Other following and the second |
|---|--|
| Company Number | 2376810 |
| Company Name | OPOUR LIMITED |
| • | |
| Directors Name | MURPHY STEPHEN THOMAS MATTHEW |
| † Directors only. † Other directorships | EUROMAGNETIC COMPUTERS LIMITED |
| | EUROMAGNETIC HOLDINGS LIMITED |
| NOTES Show the full forenames, NOT INITIALS. If the director | FELIX CATFOOD LIMITED |
| or secretary is a corporation of section limit, show an ame on surname line and registered or principal office on the usual residential line. | FELIX PET FOODS LIMITED |
| - for a married woman, the name by which are known before marriage need not be given. | GALLERY CINEMAS LIMITED |
| - 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 | GALLETT OTTERNO STATE OF THE ST |
| A peer of individual known by a summarie instead of or in addition to the forenames and sumame and need not give the name by which that person was known before he or she adopted the title or preceded to it. | GALLERY HOLDINGS LIMITED |
| Other directorships. | GATORADE LIMITED |
| 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 | ISISFINE LIMITED |
| times during the past five years when the person concerned was a director, was | JUNOPART LIMITED |
| - dormant - a parent company which wholly owned the company | SOROL ART EIMITES |
| making the return, or another wholly owned subsidiary of the same parent company. | 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

| • . | |
|---|--|
| Company Number | |
| Company Name | VIRGIN RETAIL GROUP LIMITED |
| • | |
| | MATTI ITM |
| Directors Name | MURPHY STEPHEN THOMAS MATTHEW |
| | |
| | RHINEFIELD TIME SHARE MANAGEMENT LIMITED |
| † Directors only. † Other directorships | |
| | ROUTE BUILDERS LIMITED |
| | |
| NOTES | SALFORM LIMITED |
| Show the full forenames, NOT INITIALS. If the director or secretary is a corporation or Scottish firm, show the | |
| on the usual residential line. | SHOWROUTE LIMITED |
| 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 | SLOUGH MOVIE CENTRE LIMITED |
| A peer or individual known by a title may state the title instead of or in addition to the forenames and surname | |
| instead of or in addition to the containers and sent admission and need not give the name by which that person was known before he or she adopted the title or preceded | SYNTHAXE LIMITED |
| to it. | |
| Other directorships. | THE PROJECT CONSULTANCY LIMITED |
| 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. | THE VIRGIN CLOTHING COMPANY LIMITED |
| You may exclude a company which either is, or at all times during the past five years when the person | THE VIRGIN CLOTHING COMPANY EMITTED |
| concerned was a director, was | THE VIRGIN TRADING COMPANY LIMITED |
| - dormant - a parent company which wholly owned the company | THE VINCIN PRODUCT |
| making the return, or - another wholly owned subsidiary of the same parent | THE VIRGIN TRADING GROUP LIMITED |
| company. | |
| | V II LIMITED |
| | |
| • | V TOO LIMITED |
| | |
| | V TWO LIMITED |
| | |
| | V2 MUSIC (HOLDINGS) LIMITED |
| | NO MUSE COOLID LIMITED |
| | V2 MUSIC GROUP LIMITED |
| | V2 MUSIC LIMITED |
| | V2 |
| | V2 MUSIC PUBLISHING (HOLDINGS) LIMITED |

| • | | |
|--|--|---|
| • | Company Number | |
| • | Company Name | VIRGIN RETAIL GROUP LIMITED |
| * | ' | |
| | Directors Name | MURPHY STEPHEN THOMAS MATTHEW |
| † Directors only. | † Other directorships | V2 MUSIC PUBLISHING LIMITED |
| | | VANBURG LIMITED |
| NOTES | | VANSON (CARMARTHEN) LIMITED |
| or secretary is a corpora name on sumame line a on the usual residential | | VANSON (CRAWLEY) LIMITED |
| Give previous forename - for a married woman, t known before marriage | s or sumame(s) except: the name by which she was e need not be given. | |
| - for names not used sin least 20 years | nce the age of 18 or for at | VANSON (CRAWLEY) N0.2 LIMITED |
| | own by a title may state the title to the forenames and surname name by which that person was adopted the title or preceded | VANSON (CRAWLEY) NO.3 LIMITED |
| Other direct | | VANSON DEVELOPMENTS LIMITED |
| has been a director at | y company incorporated in Great reon concerned is a director or any time in the past five years. Impany which either is, or at all | VANSON HOTELS LIMITED |
| times during the past fi concerned was a direct | ive vears when the person | VC ELITE PICTURE THEATRE (NOTTINGHAM) LIMITED |
| dormant a parent company when making the return, or | nich wholly owned the company | |
| | d subsidiary of the same parent | 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 |

| Company Number | |
|--|--|
| Company Name | VIRGIN RETAIL GROUP LIMITED |
| • | |
| Directors Name | MURPHY STEPHEN THOMAS MATTHEW |
| | |
| † Directors only. † Other directorships | VIRGIN BROADCASTING LIMITED |
| | VIRGIN CAR LEASING LIMITED |
| NOTES | VIRGIN CINEMA PROPERTIES LIMITED |
| 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. | VIRGIN CINEMAS GROUP LIMITED |
| 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 | VIRGIN CINEMAS HOLDINGS LIMITED |
| 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. | VIRGIN CINEMAS LIMITED |
| Other directorships. | VIRGIN CLUBS LIMITED |
| 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. | VIRGIN COSMETICS LIMITED |
| 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 | |
| domant a parent company which wholly owned the company | VIRGIN DEVELOPMENTS LIMITED |
| making the return, or - another wholly owned subsidiary of the same parent company. | 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

Other relevant directorships Company Number 2376810 Company Name VIRGIN RETAIL GROUP LIMITED MURPHY STEPHEN THOMAS MATTHEW **Directors Name** VIRGIN EXPRESS HOLDINGS PLC † Other directorships VIRGIN GROUP LIMITED VIRGIN HELICOPTERS LIMITED 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. VIRGIN HOMES LIMITED 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 VIRGIN HOTELS GROUP LIMITED A peer or individual known by a title may state the title instead of or in addition to the forenames and sumame and need not give the name by which that person was known before he or she adopted the title or preceded VIRGIN HOTELS LIMITED Other directorships. VIRGIN HOTELS MARKETING LIMITED 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. VIRGIN LIMOBIKE LIMITED 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 VIRGIN MANAGEMENT LIMITED - a parent company which wholly owned the company making the return, or - another wholly owned subsidiary of the same parent 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

† Directors only.

NOTES

least 20 years

| 1 | Other relevant directorships |
|--|---------------------------------------|
| Company Number | |
| Company Name | VIRGIN RETAIL GROUP LIMITED |
| Directors Name | MURPHY STEPHEN THOMAS MATTHEW |
| † Directors only. † Other directorships | VIRGIN SE CINEMAS LIMITED |
| | VIRGIN SPIRITS LIMITED |
| NOTES | MICONITY |
| Show the full forenames, NOT INITIALS. If the director or secretary is a corporation or Scottish firm, show the name on sumame line and registered or principal office on the usual residential line. | VIRGIN TELEVISION INVESTMENTS LIMITED |
| Give previous forenames or surname(s) except: - for a married woman, the name by which she was known before marriage need not be given. | VIRGIN TELEVISION LIMITED |
| - for names not used since the age of 18 or for at least 20 years | VIRGIN TOUCH LIMITED |
| 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. | VIRGIN TRAVEL INVESTMENTS LIMITED |
| Other directorships. | VIRGIN VIE LIMITED |
| 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 | VIRGIN VOYAGER LIMITED |
| ; | VIRGIN WESTERN LIMITED |
| - a parent company which wholly owned the company making the return, or | |
| another wholly owned subsidiary of the same parent company. | VOYAGER GROUP LIMITED |
| | WABASH DATATECH INTERNATIONAL LIMITED |
| | WDI LIMITED |
| | WEST COAST TRAINS LIMITED |
| | WOODHOUSE SECURITIES LIMITED |
| | |
| [| |
| | |
| _ | |

| 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) | shares issued | 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 | There were no change | s in the period | |
| included with either of the last two returns. (see note 10) | A list of changes is end | on pape | er in another format |
| | A full list of members i | s enclosed X | |
| Elective resolutions (Private companies only) (See note 11) | | turn an election is in force annual general meetin | gs, mark this box |
| Certificate | laying ac | turn an election is in forc counts in general meetin nation given in this return | e to dispense with gs, mark this box is true to the best of my |
| Certificate | knowledge and belief. | | |
| † Please delete as appropriate. | † a director/secretary | Da | te 05/01/98. |
| When you have signed the return send it with the fee to the Registrar of Companie Cheques should be made payable to Companies House. | This return inclu | des (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 | MISS D.P. LEGGE, 120 CAMP | DEN HILL ROAD, LONDON, W8 7AF | ? |
| contact if there is any query. | | Tel | |
| | DX number | DX exchange | |



Plèase complete in typescript, or in bold black capitals.

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

| r in bold black capitals. | Schedule to form occa, con |
|---|---|
| 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. |
| Name and address | Number or Number or Date of amount amount registration currently held Transferred of transfer Remarks |
| VIRGIN RETAIL (BVI) LIMITED CRAIGMUIR CHAMBERS, P.O. BOX 71, ROAD TO TORTOLA | OWN, 10p "A" Ordinary 0 461,607 20/10/97 VIRGIN RETAIL GROUP UK |
| VIRGIN RETAIL (BVI) LIMITED CRAIGMUIR CHAMBERS, P.O. BOX 71, ROAD TO TORTOLA | OWN, Cum Redee Pref £1 0 20/10/97 VIRGIN RETAIL GROUP UK LIMITED |
| BEARER SHARE WARRANT NO. 1 ISSUED 31 JANUARY 1994 FOR 34,767 ORDINARY SHARE US\$0.01 EACH | US\$0.01 ORDINARY 34,767 |
| BEARER SHARE WARRANT NO. 2 ISSUED 31 JANUARY 1994 FOR 33,339 ORDINARY SHARE US\$0.01 EACH | US\$0.01 ORDINARY 33,339 |
| BEARER SHARE WARRANT NO. 3 ISSUED 31 JANUARY 1994 FOR 34,771 ORDINARY SHAR US\$0.01 EACH | US\$0.01 ORDINARY 34,771 |

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

the date of the last return (or in the case of the or amount of first return, since the incorporation of the stock held by company) by existing members (a) persons who are still members, and at date of this (b) persons who have ceased to be members. return. Number or Date of Number or registration amount amount Remarks Transferred of transfer currently held 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 US\$0.01 ORDINARY 35,336 BEARER SHARE WARRANT NO. 6 ISSUED 31 JANUARY 1994 FOR 35,336 ORDINARY SHARES OF US\$0.01 EACH 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

Number of shares

Particulars of shares or stock transferred since

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

Particulars of shares or stock transferred since Number of shares the date of the last return (or in the case of the or amount of first return, since the incorporation of the stock held by company) by existing members (a) persons who are still members, and at date of this (b) persons who have ceased to be members. return. Date of Number or Number or registration amount amount Remarks Transferred of transfer currently held 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

stock held by first return, since the incorporation of the existing members company) by (a) persons who are still members, and (b) persons who have ceased to be members. at date of this return. Number or Number or Date of amount amount registration Name and address currently held Transferred of transfer Remarks 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

Number of shares

or amount of

Particulars of shares or stock transferred since

the date of the last return (or in the case of the