



Please complete in typescript,
or in bold black capitals.

LB
K945 x63
011116

363a

Annual Return

Company Number

2448617

Company Name in full

VIRGIN RETAIL EUROPE HOLDINGS LIMITED



* F363AD40 *

Date of this return (See note 1)

The information in this return is made up to

Day Month Year

31 12 1998

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

30 06 1999

Registered Office (See note 3)

Show here the address at the date of this return.

120 CAMPDEN HILL ROAD

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

Post town

LONDON

County / Region

Postcode

W8 7AR

Principal business activities

(See note 4)

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

5245

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

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**



A50 *A4W6XCSH* 183
COMPANIES HOUSE 07/01/99

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

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

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

Details of new directors must be notified on form 288a

Name	* 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)				
Address	9 HOLLAND PARK				
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	W11 9TH	
	Country		Nationality	BRITISH	
Business occupation	COMPANY DIRECTOR				
Other directorships	See attached list				
* Voluntary details.					

Name	* Style / Title	MR.			
	* Honours etc	FCCA	Date of birth	Day 15	Month 03 Year 1954
	Forename(s)	IAN STEVEN			
	Surname	BURROUGHS			
	Previous forename(s)				
	Previous surname(s)				
Address	26 MOUNT CLOSE, POUND HILL				
Usual residential address must be given. In the case of a corporation, give the registered or principal office address.	Post town	CRAWLEY			
	County / Region	WEST SUSSEX	Postcode	RH10 7EF	
	Country	ENGLAND	Nationality	BRITISH	
Business occupation	CERTIFIED ACCOUNTANT				
Other directorships	See attached list				

Directors (see notes 1-5)
Please list directors in alphabetical order

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

Name	* Style / Title	<input type="text" value="MISS"/>			Day	Month	Year
	* Honours etc	<input type="text" value="ACIS"/>	Date of birth	<input type="text" value="03"/>	<input type="text" value="05"/>	<input type="text" value="1958"/>	
	Forename(s)	<input type="text" value="DIANA PATRICIA"/>					
	Surname	<input type="text" value="LEGGE"/>					
	Previous forename(s)	<input type="text"/>					
	Previous surname	<input type="text"/>					
Address	<input type="text" value="24A ENDERBY STREET, GREENWICH"/>						
	<input type="text"/>						
	Post town	<input type="text" value="LONDON"/>					
	County / Region	<input type="text"/>	Postcode	<input type="text" value="SE10 9PF"/>			
	Country	<input type="text"/>					
Nationality	<input type="text" value="BRITISH"/>						
Business occupation	<input type="text" value="COMPANY SECRETARY"/>						
Other directorships	<input type="text" value="See attached list"/>						
<input type="text"/>							

Name	* Style / Title	<input type="text"/>			Day	Month	Year
	* Honours etc	<input type="text"/>	Date of birth	<input type="text"/>	<input type="text"/>	<input type="text"/>	
	Forename(s)	<input type="text"/>					
	Surname	<input type="text"/>					
	Previous forename(s)	<input type="text"/>					
	Previous surname	<input type="text"/>					
Address	<input type="text"/>						
	<input type="text"/>						
	Post town	<input type="text"/>					
	County / Region	<input type="text"/>	Postcode	<input type="text"/>			
	Country	<input type="text"/>					
Nationality	<input type="text"/>						
Business occupation	<input type="text"/>						
Other directorships	<input type="text"/>						
<input type="text"/>							

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

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

* Voluntary details.

Personnel Appointments

Date as at: 31-12-1998

Full Name: BRANSON, RICHARD

Person ID: RCNB

Internal Appointments

Number	Company Name	Appointment Type	Appointed	Resigned	Reason	Place of Incorporation
3110237	AIR CARGO PARTNERS LIMITED	Director	03-03-1997			England
2857672	ARFIND LIMITED	Director	28-09-1993			England
2599877	AVIDBUILD LIMITED	Director	16-04-1991			England
3552508	BARFAIR LIMITED	Director	30-06-1998			England
1568895	CABLE INVESTMENTS LIMITED	Director	20-08-1981			ENGLAND AND WALES
2456513	CAIRNLINE LIMITED	Director	31-07-1990			ENGLAND AND WALES
2826552	CAMPDEN SECURITIES LIMITED	Director	08-06-1993			England
2318349	CANDIDOAK LIMITED	Director	17-11-1988			England
2318350	CANDIDSHAW LIMITED	Director	10-01-1989			ENGLAND AND WALES
1070954	CAROLINE INTERNATIONAL LIMITED	Director	15-09-1972			England
2293523	CHECK - IN HOLIDAYS LIMITED	Director	21-08-1990			England
3066328	CINEMA HOLDINGS LIMITED	Director	21-07-1995	04-09-1997	Resignation	England
1915805	CITYAIR (CHESTER) LIMITED	Director	15-05-1987			England
2967088	CLAYWEST LIMITED	Director	10-12-1997			England
3145531	CRAWLEY BUSINESS QUARTER LIMITED	Director	03-09-1996			England
2676841	DESIGNCHASE LIMITED	Director	16-01-1992			ENGLAND AND WALES
2539518	EAST OF ENGLAND TELEVISION LIMITED	Director	10-10-1990	19-10-1994	Resignation	ENGLAND AND WALES
1367362	EVENT PUBLISHING LIMITED	Director	24-05-1979			ENGLAND AND WALES
1976700	FRANESS LIMITED	Director	09-06-1987			England
2772032	G.S.A. WORLDWIDE LIMITED	Director	03-03-1997	30-09-1996	Resignation	England
2199095	GALLERY CINEMAS LIMITED	Director	24-07-1995	10-06-1996	Resignation	England
2201275	GALLERY HOLDINGS LIMITED	Director	24-07-1995	10-06-1996	Resignation	England
3037258	GLOBAL CIRCUMNAVIGATION LIMITED	Director	18-04-1995			England
2539515	GREATER LONDON TELEVISION LIMITED	Director	10-10-1990			ENGLAND AND WALES
3587396	GREENART LIMITED	Director	26-06-1998			England
112576	HARLANDIC LIMITED	Director	18-07-1986	20-10-1994	Resignation	Ireland

Personnel Appointments

Date as at 31/12/1998

Full Name : BRANSON, RICHARD [Contd]

Person ID : RCNB

Internal Appointments		[Contd]				
Number	Company Name	Appointment Type	Appointed	Resigned	Reason	Place of Incorporation
2857640	HEAVEN LIMITED	Director	28-09-1993			ENGLAND AND WALES
2179358	HENCELYN LIMITED	Director	22-10-1987			ENGLAND AND WALES
2215381	ISISFINE LIMITED	Director	27-07-1989			ENGLAND AND WALES
2975806	JUNOPART LIMITED	Director	24-10-1994	29-07-1997	Resignation	England
3393839	KINKO'S LIMITED	Director	23-06-1997			England
1734000	LAWRIE DEVELOPMENTS LIMITED	Director	27-09-1983			ENGLAND AND WALES
3297138	LONDON BRONCOS (MERCHANDISING) LIMITED	Director	08-07-1998	28-09-1998	Resignation	England
2856031	LONDON BRONCOS LIMITED	Director	17-11-1997			England
2776837	METCROFT LIMITED	Director	21-12-1992	18-07-1996	Death	England
2317969	MILES BETTER SERVICES LIMITED	Director	08-12-1988			England
2223369	MINESPHERE LIMITED	Director	29-11-1988			ENGLAND AND WALES
3155890	MOWBURY LIMITED	Director	03-09-1996			England
2951633	NEW MEDIA SOLUTIONS LIMITED	Director	03-03-1995			ENGLAND AND WALES
1588589	ORTOLAN PRODUCTIONS LIMITED	Director	14-06-1982			ENGLAND AND WALES
2663192	RAPIDO TV INVESTMENTS LIMITED	Director	24-07-1998			England
2884876	RODNEY FITCH AND COMPANY LIMITED	Director	24-05-1994			England
2451023	ROUTE BUILDERS LIMITED	Director	10-12-1997			ENGLAND AND WALES
2625822	SHOWROUTE LIMITED	Director	15-07-1991			ENGLAND AND WALES
2002694	SLOUGH MOVIE CENTRE LIMITED	Director	24-07-1995	10-06-1996	Resignation	England
2103093	SOHO VISION LIMITED	Director	10-12-1997			ENGLAND AND WALES
2539466	SOUTH OF ENGLAND TELEVISION LIMITED	Director	10-10-1990			ENGLAND AND WALES
3066292	SPEED 5024 LIMITED	Director	23-06-1995			England
1433678	STELARIVER LIMITED	Director	17-03-1981			England
2735253	STORM MODEL MANAGEMENT INTERNATIONAL LIMITED	Director	03-08-1992			England
2138622	STORM MODEL MANAGEMENT LIMITED	Director	18-08-1987			England

Personnel Appointments

Date as at: 31-12-1998

Full Name : BRANSON, RICHARD [Contd]

Person ID: RCNB

Internal Appointments		[Contd]				
Number	Company Name	Appointment Type	Appointed	Resigned	Reason	Place of Incorporation
1444565	SYNTHAXE LIMITED	Director	27-11-1979			England
3465481	THE GINGER MEDIA GROUP LIMITED	Director	08-12-1997			ENGLAND AND WALES
2038471	THE TELEPHONE JUKEBOX COMPANY LIMITED	Director	21-07-1987			ENGLAND AND WALES
3196828	THE VIRGIN CLOTHING COMPANY LIMITED	Director	13-06-1996			England
2952948	THE VIRGIN COLA COMPANY LIMITED	Director	19-08-1994			England
2947687	THE VIRGIN TRADING COMPANY LIMITED	Director	01-09-1994			England
3009760	TICKSIDE COMMUNICATIONS LIMITED	Director	26-04-1995			England
2863068	V ENTERTAINMENT GROUP LIMITED	Director	18-11-1993	29-07-1997	Resignation	ENGLAND AND WALES
3353454	V2 MUSIC (HOLDINGS) PLC	Director	28-05-1997			England
3205625	V2 MUSIC GROUP LIMITED	Director	02-07-1996			England
3201168	V2 MUSIC LIMITED	Director	07-01-1997			England
3345243	V2 MUSIC PUBLISHING (HOLDINGS) LIMITED	Director	18-04-1997			England
3345229	V2 MUSIC PUBLISHING LIMITED	Director	18-04-1997			England
1735693	VANSON DEVELOPMENTS LIMITED	Director	05-08-1983			England
2269223	VANSON HOTELS LIMITED	Director	05-01-1989			England
159926	VC ELITE PICTURE THEATRE (NOTTINGHAM) LIMITED	Director	24-07-1995	01-09-1997	Resignation	England
2484446	VC ESTATES LIMITED	Director	24-07-1995	10-06-1996	Resignation	England
758966	VC EXHIBITION LIMITED	Director	24-07-1995	10-06-1996	Resignation	England
2754010	VC FINANCE LIMITED	Director	24-07-1995	10-06-1996	Resignation	England
3148791	VDL HOLDINGS LIMITED	Director	24-09-1996			England
2798991	VINTAGE AIRLINES LIMITED	Director	16-03-1993			England
2871331	VIRGAIR LIMITED	Director	08-12-1993			England
2645535	VIRGIN AERONAUTICS LIMITED	Director	14-10-1991			England

Personnel Appointments

Date as at: 31-12-1998

Full Name: BRANSON, RICHARD [Contd]

Person ID: RCNB

Internal Appointments	[Contd]						
Number	Company Name	Appointment Type	Appointed	Resigned	Reason	Place of Incorporation	
3249293	VIRGIN AEROSTATION LIMITED	Director	13-09-1996			ENGLAND AND WALES	
9305794	VIRGIN AFRICAN AIRWAYS (PROPRIETARY) LIMITED	Director	01-10-1993			South Africa	
2756659	VIRGIN AFRICAN AIRWAYS LIMITED	Director	09-11-1992			England	
2132831	VIRGIN AIRSHIP AND BALLOON COMPANY LIMITED	Director	20-07-1987			ENGLAND AND WALES	
2235371	VIRGIN AIRWAYS LIMITED	Director	04-08-1989			England	
1600117	VIRGIN ATLANTIC AIRWAYS LIMITED	Director	17-07-1984			England	
3273533	VIRGIN ATLANTIC CONSOL LIMITED	Director	06-01-1997			England	
2336166	VIRGIN ATLANTIC ENGINEERING LIMITED	Director	24-02-1989			England	
2664542	VIRGIN ATLANTIC LEISUREWEAR LIMITED	Director	21-11-1991			England	
1927016	VIRGIN AVIATION SERVICES LIMITED	Director	26-09-1985			England	
2969369	VIRGIN BALLOON FLIGHTS LIMITED	Director	24-10-1994			ENGLAND AND WALES	
3046028	VIRGIN BRIDE LIMITED	Director	13-04-1995			ENGLAND AND WALES	
1311784	VIRGIN BROADCASTING LIMITED	Director	07-03-1980			ENGLAND AND WALES	
3086856	VIRGIN CAR LEASING LIMITED	Director	10-12-1997			England	
3086856	VIRGIN CAR LEASING LIMITED	Director	21-12-1995	21-12-1995	Resignation	England	
270903	VIRGIN CINEMA PROPERTIES LIMITED	Director	24-07-1995	10-06-1996	Resignation	England	
3066297	VIRGIN CINEMAS GROUP LIMITED	Director	21-07-1995	04-09-1997	Resignation	England	
3066297	VIRGIN CINEMAS GROUP LIMITED	Director	11-09-1997	07-09-1998	Resignation	England	
2010626	VIRGIN CINEMAS HOLDINGS LIMITED	Director	24-07-1995	10-06-1996	Resignation	England	
1915767	VIRGIN CINEMAS LIMITED	Director	24-07-1995	10-06-1996	Resignation	England	
1238320	VIRGIN CLUBS LIMITED	Director	22-12-1975			England	
1412157	VIRGIN DEVELOPMENTS LIMITED	Director	27-11-1979			ENGLAND AND WALES	
3105998	VIRGIN DIGITAL STUDIOS INTERNATIONAL LIMITED	Director	26-09-1995	29-07-1997	Resignation	England	
2998408	VIRGIN DIGITAL STUDIOS INTERNATIONAL LIMITED (STRUCK OFF)	Director	20-12-1994	27-02-1997	Resignation	England	

Personnel Appointments

Date as at: 31-12-1998

Full Name : BRANSON, RICHARD [Contd]

Person ID : RCNB

Internal Appointments		[Contd]			
Number	Company Name	Appointment Type	Appointed	Resigned	Reason
1393020	VIRGIN DIGITAL STUDIOS LIMITED	Director	14-06-1995	29-07-1997	Resignation
3427512	VIRGIN DIRECT (2) LIMITED	Director	21-11-1997		
3087584	VIRGIN DIRECT LIFE LIMITED	Director	02-02-1996		
3087587	VIRGIN DIRECT LIMITED	Director	02-02-1996		
3072772	VIRGIN DIRECT MANAGEMENT SERVICES LIMITED	Director	23-04-1997		
3346243	VIRGIN DIRECT NOMINEES LIMITED	Director	26-11-1997		
3072766	VIRGIN DIRECT PERSONAL FINANCIAL SERVICE LIMITED	Director	16-09-1996		
3000482	VIRGIN DIRECT UNIT TRUST MANAGERS LIMITED	Director	16-12-1994		
1073929	VIRGIN ENTERPRISES LIMITED	Director	05-12-1972		
3389805	VIRGIN ENTERTAINMENT ASIA LIMITED	Director	11-09-1997		
03389797	VIRGIN ENTERTAINMENT EUROPE LIMITED	Director	11-09-1997		
3339499	VIRGIN EXECUTIVE AVIATION LIMITED	Director	18-08-1997		
3264429	VIRGIN EXECUTIVE JETS LIMITED	Director	06-12-1996		
2743543	VIRGIN EXPRESS HOLDINGS PLC	Director	24-09-1992		
3371700	VIRGIN EXPRESS INVESTMENTS LIMITED	Director	16-05-1997		
2733493	VIRGIN EXPRESS LIMITED	Director	22-07-1992		
2733492	VIRGIN FLYER LIMITED	Director	22-07-1992		
2364365	VIRGIN FREEWAY LIMITED	Director	10-04-1989		
2376807	VIRGIN GROUP LIMITED	Director	21-09-1989		
3084291	VIRGIN HELICOPTERS LIMITED	Director	21-04-1997		
112639	VIRGIN HOLDINGS (IRELAND) LIMITED	Director	18-07-1986	20-10-1994	Resignation
1873815	VIRGIN HOLIDAYS LIMITED	Director	18-10-1985		
					England
					ENGLAND AND WALES
					England
					ENGLAND AND WALES
					England
					ENGLAND AND WALES
					England
					Ireland
					England

Personnel Appointments

Date as at: 31-12-1998

Full Name : BRANSON, RICHARD [Contd]

Person ID : RCNB

Internal Appointments		[Contd]				
Number	Company Name	Appointment Type	Appointed	Resigned	Reason	Place of Incorporation
2857671	VIRGIN HOTELS GROUP LIMITED	Director	28-09-1993			England
2149759	VIRGIN HOTELS LIMITED	Director	25-11-1987			England
2456794	VIRGIN INTERACTIVE VENTURES LIMITED	Director	20-05-1991			ENGLAND AND WALES
1946167	VIRGIN LIMITED	Director	10-09-1985			England
1568894	VIRGIN MANAGEMENT LIMITED	Chairman	11-08-1981			England
3061309	VIRGIN MEGASTORE HOLDINGS LIMITED	Director	19-06-1995			ENGLAND AND WALES
1724543	VIRGIN MERCHANDISING LIMITED	Director	16-03-1984			ENGLAND AND WALES
2833330	VIRGIN NET LIMITED	Director	16-10-1996	24-03-1997	Resignation	England
2833330	VIRGIN NET LIMITED	Chairman	15-12-1997			England
2833330	VIRGIN NET LIMITED	Director	15-12-1997			England
3111083	VIRGIN PROJECTS LIMITED	Director	04-10-1995			England
2621654	VIRGIN PUBLISHING LIMITED	Director	03-07-1991			ENGLAND AND WALES
1835335	VIRGIN PUBS LIMITED	Director	19-09-1984			ENGLAND AND WALES
3359692	VIRGIN RADIO HOLDINGS LIMITED	Director	21-04-1997	08-12-1997	Resignation	England
3282548	VIRGIN RAIL GROUP LIMITED	Director	18-11-1996	09-03-1997	Resignation	England
3282548	VIRGIN RAIL GROUP LIMITED	PRESIDENT	09-03-1997			England
2733490	VIRGIN RAILWAYS LIMITED	Director	22-07-1992			ENGLAND AND WALES
L106171	VIRGIN RETAIL (BV) LIMITED	Director	21-01-1994			British Virgin Islands
122628	VIRGIN RETAIL (IRELAND) LIMITED	Director				Ireland
2448617	VIRGIN RETAIL EUROPE HOLDINGS LIMITED	Director	01-12-1989	20-10-1994	Resignation	ENGLAND AND WALES
3220371	VIRGIN RETAIL EUROPE LIMITED	Director	08-08-1996			England
2376810	VIRGIN RETAIL GROUP LIMITED	Director	31-07-1989			England
2224492	VIRGIN RETAIL LIMITED	Director	10-08-1988	04-07-1994	Resignation	ENGLAND AND WALES
2252661	VIRGIN SCHOOL OF PERFORMING ARTS LIMITED	Director	24-05-1988			ENGLAND AND WALES
227669	VIRGIN SE CINEMAS LIMITED	Director	24-07-1995	10-06-1996	Resignation	England
2809301	VIRGIN SPRING LIMITED	Director	07-04-1993			England

Personnel Appointments

Date as at: 31-12-1998

Full Name : BRANSON, RICHARD [Contd]

Person ID : RCNB

Internal Appointments

[Contd]

Number	Company Name	Appointment Type	Appointed	Resigned	Reason	Place of Incorporation
1365095	VIRGIN T.V. PRODUCTIONS LIMITED	Director	12-09-1978			ENGLAND AND WALES
2598994	VIRGIN TELEVISION INVESTMENTS LIMITED	Director	01-05-1991			England
2733491	VIRGIN TRACKS LIMITED	Director	22-07-1992			ENGLAND AND WALES
1972710	VIRGIN TRAVEL (HOLDINGS) LIMITED	Director	09-04-1986			England
2274332	VIRGIN TRAVEL GROUP LIMITED	Director	07-11-1988			England
2977558	VIRGIN ULTIMATE LIMITED	Director	24-10-1994			England
3177571	VIRGIN VIE LIMITED	Director	13-06-1996			England
2999861	VIRGIN VOUCHERS LIMITED	Director	09-12-1994			ENGLAND AND WALES
2857673	VIRGIN VOYAGER LIMITED	Director	28-09-1993			ENGLAND AND WALES
2809295	VIRGIN WATER LIMITED	Director	07-04-1993			England
2600150	VIRGLEASE LIMITED	Director	17-04-1991			England
2300630	VOLTAPLACE LIMITED	Director	22-11-1988			England
2014840	VOYAGER GROUP LIMITED	Director	14-08-1986			ENGLAND AND WALES
99584	VOYAGER INVESTMENTS (BVI) LIMITED	Director	21-01-1994			British Virgin Islands
L2413754	VOYAGER INVESTMENTS LIMITED	Director	25-06-1990			England
2121971	VOYAGER NOMINEES LIMITED	Director	09-07-1987			England
706421	W H ALLEN & CO. PLC	Director	25-11-1986			England
1554600	WORDGLASS LIMITED	Director	08-04-1981			England

External Appointments

Number	Company Name	Appointed	Resigned	Place of Incorporation
	2001 MANAGEMENT SA	27-05-1992		
	BINIBELLA LIMITED			
	Blacksheep Limited			
	BLANC RESTAURANTS LIMITED	01-12-1989		
	BLOCKBUSTER VIRGIN PARTNERSHIP	22-12-1992		

Personnel Appointments

Date as at: 31-12-1998

Full Name : BRANSON, RICHARD [Contd]

Person ID : RCNB

External Appointments

[Contd]

Number	Company Name	Appointed	Resigned	Place of Incorporation
xxxxx	COUNCIL OF MANAGEMENT OF CHARITY	01-03-1987		
xxxxx	PROJECTS LIMITED	15-01-1991	22-07-1995	
2232728	CPV-TV HOLDINGS LIMITED	15-01-1991	26-07-1995	
	CPV-TV LIMITED	22-08-1988		England
	HEALTHCARE FOUNDATION (MARKETING) LIMITED			
	NECKER ISLAND (BVI) LIMITED	22-04-1986		
	RAPIDO TV LIMITED	18-04-1990		
	ROOF GARDENS INC.	20-12-1989		
3146587	ROSETAPE LIMITED	11-06-1996		England
2895139	SPEED 3961 LIMITED	22-11-1993		
2155645	THE LOTTERY FOUNDATION	01-02-1994		England
	THE VIRGIN HEALTHCARE FOUNDATION LIMITED	03-08-1987		England
	U K 2000 LIMITED	01-09-1986		
2872559	UK LOTTERIES LIMITED	11-11-1993		England
	VINTAGE AIR TOURS INC.	21-10-1992		United States
3427512	VIRGIN DIRECT (2) LIMITED	21-11-1997		England
3087584	VIRGIN DIRECT LIFE LIMITED	02-02-1996		England
3087587	VIRGIN DIRECT LIMITED	02-02-1996		England
3072772	VIRGIN DIRECT MANAGEMENT SERVICES LIMITED	23-04-1997		England
3346243	VIRGIN DIRECT NOMINEES LIMITED	26-11-1997		England
3072766	VIRGIN DIRECT PERSONAL FINANCIAL SERVICE LIMITED	16-09-1996		England
3000482	VIRGIN DIRECT UNIT TRUST MANAGERS LIMITED	16-12-1994		England
	VIRGIN IMAGES SA	09-11-1993		
1724544	VIRGIN INTERACTIVE ENTERTAINMENT (EUROPE) LIMITED	08-08-1983	08-06-1995	

Personnel Appointments

Date as at: 31-12-1998

Full Name : BRANSON, RICHARD [Contd]

Person ID : RCNB

External Appointments

[Contd]

<u>Number</u>	<u>Company Name</u>	<u>Appointed</u>	<u>Resigned</u>	<u>Place of Incorporation</u>
2833499	VIRGIN INTERACTIVE ENTERTAINMENT (HOLDINGS) LIMITED	28-07-1993	08-06-1995	
xxxxx	VIRGIN INTERACTIVE ENTERTAINMENT LTD	26-11-1993	27-07-1994	
	VIRGIN LIGHTSHIPS INC	13-02-1991		
	VIRGIN MEGASTORES JAPAN LIMITED	10-07-1990		
	VIRGIN RETAIL DELAWARE II, INC.	17-12-1992		
	VIRGIN RETAIL DELAWARE, INC.	22-12-1992		
	VIRGIN RETAIL EUROPE NV			
	VIRGIN RETAIL JAPAN LIMITED	22-09-1990		Netherlands
2972488	VIRGIN SPIRITS LIMITED	09-01-1995		England
	VIRGIN STORES HOLDINGS SA	15-11-1988		France
	VIRGIN STORES SA	21-11-1988		
	VIRGIN TERRITORY REPRESENTATIVES, INC.	15-11-1989		
2178575	VIROTHERM LABORATORIES LIMITED	05-11-1987		England

Other relevant directorships

Company Number 2448617

Company Name VIRGIN RETAIL EUROPE HOLDINGS LIMITED

Directors Name BURROUGHS IAN STEVEN

† Directors only.

† Other directorships

122 WIGMORE STREET LIMITED

124 WIGMORE STREET LIMITED

2ND VIRGIN WESTERN LIMITED

AIR CREWING LIMITED

CAMPDEN SECURITIES LIMITED

CAROLINE INTERNATIONAL LIMITED

CRAWLEY BUSINESS QUARTER LIMITED

DAISYFIELD LIMITED

EURO-MAGNETIC PRODUCTS LIMITED

EUROMAGNETIC COMPUTERS LIMITED

EUROMAGNETIC HOLDINGS LIMITED

JUNOPART LIMITED

LONDON BRONCOS (MERCHANDISING) LIMITED

LONDON BRONCOS LIMITED

MANOR MANAGEMENT COMPANY LIMITED

MCCARTHY CORPORATION PLC

MOWBURY 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 **2448617**

Company Name **VIRGIN RETAIL EUROPE HOLDINGS LIMITED**

Directors Name **BURROUGHS IAN STEVEN**

† Directors only.

† Other directorships

NEW MEDIA SOLUTIONS LIMITED

PHOENIX FIRE INHIBITOR LIMITED

QUELDALE LIMITED

RODNEY FITCH AND COMPANY LIMITED

ROUTE BUILDERS LIMITED

STORM MODEL MANAGEMENT LIMITED

V2 MUSIC PUBLISHING LIMITED

VIRGIN ACTIVE LIMITED

VIRGIN BRIDE LIMITED

VIRGIN BROADCASTING LIMITED

VIRGIN CAR LEASING LIMITED

VIRGIN DEVELOPMENTS LIMITED

VIRGIN EUROPEAN LEASING LIMITED

VIRGIN EXECUTIVE AVIATION LIMITED

VIRGIN GROUP LIMITED

VIRGIN HOMES LIMITED

VIRGIN LIMOBike LIMITED

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- another wholly owned subsidiary of the same parent company.

Other relevant directorships

Company Number 2448617

Company Name VIRGIN RETAIL EUROPE HOLDINGS LIMITED

Directors Name BURROUGHS IAN STEVEN

† Directors only.

† Other directorships

VIRGIN MANAGEMENT LIMITED

VIRGIN NOMINEES LIMITED

VIRGIN TELEVISION LIMITED

VIRGIN WESTERN LIMITED

VOYAGER GROUP LIMITED

WABASH DATATECH INTERNATIONAL LIMITED

WDI LIMITED

WICKENS TUTT SOUTHGATE LIMITED

WTS GROUP LIMITED

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- another wholly owned subsidiary of the same parent company.

Other relevant directorships

Company Number 2448617

Company Name VIRGIN RETAIL EUROPE HOLDINGS LIMITED

Directors Name LEGGE DIANA PATRICIA

† Directors only.

† Other directorships

122 WIGMORE STREET LIMITED

124 WIGMORE STREET LIMITED

2ND VIRGIN WESTERN LIMITED

AIR CREWING LIMITED

CAMPDEN SECURITIES LIMITED

CAROLINE INTERNATIONAL LIMITED

CRIBYN LIMITED

DAISYFIELD LIMITED

EURO-MAGNETIC PRODUCTS LIMITED

EUROMAGNETIC COMPUTERS LIMITED

EUROMAGNETIC HOLDINGS LIMITED

JUNOPART LIMITED

LONDON BRONCOS (MERCHANDISING) LIMITED

LONDON BRONCOS LIMITED

NEW MEDIA SOLUTIONS LIMITED

QUELDALE LIMITED

RHINEFIELD TIME SHARE LIMITED

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Other relevant directorships

Company Number 2448617

Company Name VIRGIN RETAIL EUROPE HOLDINGS LIMITED

Directors Name LEGGE DIANA PATRICIA

† Directors only.

† Other directorships

RHINEFIELD TIME SHARE MANAGEMENT LIMITED

ROUTE BUILDERS LIMITED

V2 MUSIC PUBLISHING LIMITED

VIRGIN ACTIVE LIMITED

VIRGIN BROADCASTING LIMITED

VIRGIN CAR LEASING LIMITED

VIRGIN CLUBS LIMITED

VIRGIN DEVELOPMENTS LIMITED

VIRGIN ENTERPRISES LIMITED

VIRGIN EUROPEAN LEASING LIMITED

VIRGIN EXECUTIVE AVIATION LIMITED

VIRGIN GROUP LIMITED

VIRGIN HOMES LIMITED

VIRGIN HOTELS LIMITED

VIRGIN HOTELS MARKETING LIMITED

VIRGIN LIMOBike LIMITED

VIRGIN NOMINEES LIMITED

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- another wholly owned subsidiary of the same parent company.

Other relevant directorships

Company Number 2448617

Company Name VIRGIN RETAIL EUROPE HOLDINGS LIMITED

Directors Name LEGGE DIANA PATRICIA

† Directors only.

† Other directorships

VIRGIN TELEVISION LIMITED

VIRGIN ULTIMATE LIMITED

VIRGIN VOUCHER CLUB LIMITED

VIRGIN VOUCHERS LIMITED

VIRGIN WESTERN LIMITED

VOYAGER GROUP LIMITED

WABASH DATATECH INTERNATIONAL LIMITED

WDI LIMITED

WOODHOUSE SECURITIES LIMITED

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- 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)
£1 ORDINARY	2	£ 2
Totals	2	£ 2.00

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

☐

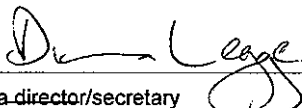
If at the date of this return an election is in force to dispense with laying accounts in general meetings, mark this box

☐

Certificate

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

Signed


† a director/secretary

Date

4th Jan 1999

† Please delete as appropriate.

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

(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



SECRETARIAT

Please complete in typescript,
or in bold black capitals.

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

Company Number 2448617

Company Name in full VIRGIN RETAIL EUROPE HOLDINGS LIMITED

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.		
	Number or amount currently held	Number or amount Transferred	Date of registration of transfer	Remarks
RICHARD CHARLES NICHOLAS BRANSON 9 HOLLAND PARK, LONDON, W11 9TH	£1 Ordinary 0	1	06-07-1998	VIRGIN MANAGEMENT LIMITED
VIRGIN RETAIL GROUP LIMITED 120 CAMPDEN HILL ROAD, LONDON, W8 7AR	£1 Ordinary 0	1	06-07-1998	VIRGIN MANAGEMENT LIMITED
VIRGIN MANAGEMENT LIMITED 120 CAMPDEN HILL ROAD, LONDON, W8 7AR	£1 Ordinary 2			