



SECRETARIAT

Please complete in typescript,
or in bold black capitals.

LB
£540x36 / 011117

363a

Annual Return

Company Number

2645535

Company Name in full

VIRGIN AERONAUTICS 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 | 04 | 1999 |

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.

9305

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**



A47 *A4VQ2CS5* 176
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

MR

*Honours etc

Forename(s)

ANDREW RAYMOND

Surname

AVANN

* Voluntary details.

Previous forename(s)

Previous surname(s)

Address

FARTHINGS

11 BELL COURT

Post town

HURLEY

County / Region

BERKS.

Postcode

SL6 5NA

Country

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

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 | | | Day | Month | Year | |
| | * Honours etc | | | | Date of birth | 18 | 07 | 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 | | | Day | Month | Year | |
| | * Honours etc | | | | Date of birth | 07 | 10 | 1942 |
| | Forename(s) | ROY ALFRED WALLACE | | | | | | |
| | Surname | GARDNER | | | | | | |
| | Previous forename(s) | | | | | | | |
| | Previous surname(s) | | | | | | | |
| Address | THE HILL, ORCHARD WAY | | | | | | | |
| Usual residential address must be given. In the case of a corporation, give the registered or principal office address. | | | | | | | | |
| | Post town | WARNINGLID | | | | | | |
| | County / Region | SUSSEX | Postcode | RH17 5ST | | | | |
| | Country | | Nationality | BRITISH | | | | |
| Business occupation | COMPANY DIRECTOR | | | | | | | |
| 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 | MR | | | Day | Month | Year | |
| | * Honours etc | | | | Date of birth | 15 | 10 | 1947 |
| | Forename(s) | NIGEL EDWARD | | | | | | |
| | Surname | PRIMROSE | | | | | | |
| | Previous forename(s) | | | | | | | |
| | Previous surname | | | | | | | |
| Address | HOTH COTTAGE, DANEGATE | | | | | | | |
| | ERIDGE GREEN | | | | | | | |
| | Post town | TUNBRIDGE WELLS | | | | | | |
| | County / Region | KENT | Postcode | | | | | |
| | Country | | | | | | | |
| Nationality | BRITISH | | | | | | | |
| Business occupation | COMPANY DIRECTOR | | | | | | | |
| Other directorships | See attached list | | | | | | | |
| | | | | | | | | |

| | | | | | | | | |
|---------------------|----------------------|--|----------|--|---------------|-------|------|--|
| Name | * Style / Title | | | | Day | Month | Year | |
| | * Honours etc | | | | Date of birth | | | |
| | Forename(s) | | | | | | | |
| | Surname | | | | | | | |
| | Previous forename(s) | | | | | | | |
| | Previous surname | | | | | | | |
| Address | | | | | | | | |
| | | | | | | | | |
| | Post town | | | | | | | |
| | County / Region | | Postcode | | | | | |
| | Country | | | | | | | |
| Nationality | | | | | | | | |
| Business occupation | | | | | | | | |
| Other directorships | | | | | | | | |
| | | | | | | | | |

* Voluntary details.

Other relevant directorships**Company Number** 2645535**Company Name** VIRGIN AERONAUTICS LIMITED**Directors Name** BRANSON RICHARD CHARLES NICHOLAS

† Directors only.

† Other directorships

10 MUSIC LIMITED

AIR CARGO PARTNERS LIMITED

ANGUS MCKENZIE PROPERTIES LIMITED

ARFIND LIMITED

BARFAIR LIMITED

BARGE STUDIOS LIMITED

BINIBELLA LIMITED

BLACKSHEEP LIMITED

BLANC RESTAURANTS LIMITED

CAMPDEN SECURITIES LIMITED

CAROLINE INTERNATIONAL LIMITED

CHARISMA RECORDS LIMITED

CHARITY PROJECTS TRADING LIMITED

CINEMA HOLDINGS LIMITED

CIRCA MUSIC LIMITED

CIRCA RECORDS LIMITED

CIRCA VISION LIMITED

NOTES

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- 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** 2645535**Company Name** VIRGIN AERONAUTICS LIMITED**Directors Name** BRANSON RICHARD CHARLES NICHOLAS

† Directors only.

† Other directorships

CLIFDAYN PRODUCTIONS LIMITED

COUNCIL OF MANAGEMENT OF CHARITY PROJECTS LIMITED

CPV-TV HOLDINGS LIMITED

CPV-TV LIMITED

CRAWLEY BUSINESS QUARTER LIMITED

DINCOLOUR LIMITED

DINDISC LIMITED

DINSONG LIMITED

DINVISION LIMITED

FAMOUS CHARISMA LABEL LIMITED

FILM GUARANTEES LIMITED

FRANESS LIMITED

FREECITY LIMITED

G.S.A. WORLDWIDE LIMITED

GALLERY CINEMAS LIMITED

GALLERY HOLDINGS LIMITED

GLOBAL CIRCUMNAVIGATION LIMITED

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Other relevant directorships**Company Number** 2645535**Company Name** VIRGIN AERONAUTICS LIMITED**Directors Name** BRANSON RICHARD CHARLES NICHOLAS

† Directors only.

† Other directorships

GRAPHITTI (GRAPHICS) LIMITED

GREENART LIMITED

HEALTHCARE FOUNDATION (MARKETING) LIMITED

HEAVEN LIMITED

ISISFINE LIMITED

JUNOPART LIMITED

KINKO'S LIMITED

LONDON BRONCOS (MERCHANDISING) LIMITED

LONDON BRONCOS LIMITED

MANOR MOBILE LIMITED

MANOR STUDIOS LIMITED

MANSFIELD PUBLISHING LIMITED

METCROFT LIMITED

MOWBURY LIMITED

MUSIC BOX LIMITED

NECKER ISLAND (BVI) LIMITED

NEW MEDIA SOLUTIONS LIMITED

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Other relevant directorships**Company Number** 2645535**Company Name** VIRGIN AERONAUTICS LIMITED**Directors Name** BRANSON RICHARD CHARLES NICHOLAS

† Directors only.

† Other directorships

NORSE MUSIC PRODUCTIONS LIMITED

OLYMPIC SOUND STUDIOS LIMITED

PALACE & VIRGIN DISTRIBUTION LIMITED

PARIS BRIOCHE LIMITED

RADIO RADIO LIMITED

RAPIDO TV INVESTMENTS LIMITED

RAPIDO TV LIMITED

RODNEY FITCH AND COMPANY LIMITED

ROOF GARDENS INC.

ROSETAPE LIMITED

ROUTE BUILDERS LIMITED

SLOUGH MOVIE CENTRE LIMITED

SPEED 3961 LIMITED

SPEED 5024 LIMITED

SPOONBRIDGE LIMITED

STORM MODEL MANAGEMENT INTERNATIONAL LIMITED

STORM MODEL MANAGEMENT LIMITED

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Other relevant directorships

Company Number 2645535

Company Name VIRGIN AERONAUTICS LIMITED

Directors Name BRANSON RICHARD CHARLES NICHOLAS

† Directors only.

† Other directorships

TELIT LIMITED

TEN RECORDS LIMITED

THE GINGER MEDIA GROUP 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

TOWN HOUSE STUDIOS LIMITED

U K 2000 LIMITED

UK LOTTERIES LIMITED

V ENTERTAINMENT GROUP LIMITED

V.C. RECORDS LIMITED

V2 MUSIC (HOLDINGS) PLC

V2 MUSIC GROUP LIMITED

V2 MUSIC LIMITED

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Other relevant directorships

Company Number 2645535

Company Name VIRGIN AERONAUTICS LIMITED

Directors Name BRANSON RICHARD CHARLES NICHOLAS

† Directors only.

† Other directorships

V2 MUSIC PUBLISHING (HOLDINGS) LIMITED

V2 MUSIC PUBLISHING LIMITED

VANSON DEVELOPMENTS 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 AEROSTATION LIMITED

VIRGIN AFRICAN AIRWAYS LIMITED

VIRGIN AGENCY LIMITED

VIRGIN AIRSHIP AND BALLOON COMPANY LIMITED

VIRGIN ATLANTIC AIRWAYS LIMITED

VIRGIN ATLANTIC CONSOL LIMITED

VIRGIN ATLANTIC ENGINEERING LIMITED

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Other relevant directorships

Company Number 2645535

Company Name VIRGIN AERONAUTICS LIMITED

Directors Name BRANSON RICHARD CHARLES NICHOLAS

† Directors only.

† Other directorships

VIRGIN AVIATION SERVICES LIMITED

VIRGIN BALLOON FLIGHTS LIMITED

VIRGIN BRIDE LIMITED

VIRGIN BROADCASTING LIMITED

VIRGIN CAR LEASING LIMITED

VIRGIN CINEMA FILMS LIMITED

VIRGIN CINEMA PROPERTIES LIMITED

VIRGIN CINEMAS GROUP LIMITED

VIRGIN CINEMAS HOLDINGS LIMITED

VIRGIN CINEMAS LIMITED

VIRGIN CLASSICS LIMITED

VIRGIN CLUBS LIMITED

VIRGIN COTSWOLD DEVELOPMENTS LIMITED

VIRGIN DEVELOPMENTS LIMITED

VIRGIN DIGITAL STUDIOS INTERNATIONAL LIMITED

VIRGIN DIGITAL STUDIOS LIMITED

VIRGIN DIRECT (2) LIMITED

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Other relevant directorships

Company Number 2645535

Company Name VIRGIN AERONAUTICS LIMITED

Directors Name BRANSON RICHARD CHARLES NICHOLAS

† Directors only.

† Other directorships

VIRGIN DIRECT (2) LIMITED

VIRGIN DIRECT LIFE LIMITED

VIRGIN DIRECT LIFE LIMITED

VIRGIN DIRECT LIMITED

VIRGIN DIRECT LIMITED

VIRGIN DIRECT MANAGEMENT SERVICES LIMITED

VIRGIN DIRECT MANAGEMENT SERVICES LIMITED

VIRGIN DIRECT NOMINEES LIMITED

VIRGIN DIRECT NOMINEES LIMITED

VIRGIN DIRECT PERSONAL FINANCIAL SERVICE LIMITED

VIRGIN DIRECT PERSONAL FINANCIAL SERVICE LIMITED

VIRGIN DIRECT UNIT TRUST MANAGERS LIMITED

VIRGIN DIRECT UNIT TRUST MANAGERS LIMITED

VIRGIN ENTERPRISES LIMITED

VIRGIN ENTERTAINMENT ASIA LIMITED

VIRGIN ENTERTAINMENT EUROPE LIMITED

VIRGIN EXECUTIVE AVIATION LIMITED

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Other relevant directorships

Company Number 2645535

Company Name VIRGIN AERONAUTICS LIMITED

Directors Name BRANSON RICHARD CHARLES NICHOLAS

† Directors only.

† Other directorships

VIRGIN EXECUTIVE JETS LIMITED

VIRGIN EXPRESS HOLDINGS PLC

VIRGIN EXPRESS INVESTMENTS LIMITED

VIRGIN FILM DISTRIBUTION LIMITED

VIRGIN FILM PRODUCTIONS LIMITED

VIRGIN FILMS INTERNATIONAL LIMITED

VIRGIN FREEWAY LIMITED

VIRGIN GROUP LIMITED

VIRGIN HELICOPTERS LIMITED

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 MASTERTRONIC LIMITED

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Other relevant directorships

Company Number 2645535

Company Name VIRGIN AERONAUTICS LIMITED

Directors Name BRANSON RICHARD CHARLES NICHOLAS

† Directors only.

† Other directorships

VIRGIN MEGAPHONE LIMITED

VIRGIN MEGASTORE HOLDINGS LIMITED

VIRGIN MUSIC (PUBLISHERS) LIMITED

VIRGIN MUSIC GROUP LIMITED

VIRGIN NET LIMITED

VIRGIN OVERSEAS LIMITED

VIRGIN PICTURES LIMITED

VIRGIN PROJECTS LIMITED

VIRGIN PUBLISHING LIMITED

VIRGIN RADIO HOLDINGS LIMITED

VIRGIN RAIL GROUP LIMITED

VIRGIN RECORDS LIMITED

VIRGIN RETAIL EUROPE LIMITED

VIRGIN RETAIL GROUP LIMITED

VIRGIN RETAIL LIMITED

VIRGIN SE CINEMAS LIMITED

VIRGIN SPIRITS LIMITED

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Other relevant directorships

Company Number **2645535**

Company Name **VIRGIN AERONAUTICS LIMITED**

Directors Name **BRANSON RICHARD CHARLES NICHOLAS**

† Directors only.

† Other directorships

VIRGIN STUDIOS LIMITED

VIRGIN TRAVEL GROUP LIMITED

VIRGIN ULTIMATE LIMITED

VIRGIN VIDEOLABEL LIMITED

VIRGIN VIE LIMITED

VIRGIN VISION LIMITED

VIRGIN VOUCHERS LIMITED

VIRGIN VOYAGER LIMITED

VIRGINAL GAMES LIMITED

VIRGLEASE LIMITED

VIROTHERM LABORATORIES LIMITED

VOLTAPLACE LIMITED

VOYAGER GROUP LIMITED

VOYAGER INVESTMENTS LIMITED

VOYAGER NOMINEES LIMITED

W H ALLEN & CO. PLC

WEALCORT LIMITED

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Other relevant directorships

Company Number 2645535

Company Name VIRGIN AERONAUTICS LIMITED

Directors Name BRANSON RICHARD CHARLES NICHOLAS

† Directors only.

† Other directorships

WELLBEING HEALTHCARE LIMITED

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Other relevant directorships

Company Number **2645535**

Company Name **VIRGIN AERONAUTICS LIMITED**

Directors Name **GARDNER ROY ALFRED WALLACE**

† Directors only.

† Other directorships

FRANESS LIMITED

GREENART LIMITED

SPEED 5024 LIMITED

VIRGAIR LIMITED

VIRGIN AFRICAN AIRWAYS LIMITED

VIRGIN ATLANTIC AIRWAYS LIMITED

VIRGIN ATLANTIC CONSOL LIMITED

VIRGIN ATLANTIC ENGINEERING LIMITED

VIRGIN AVIATION SERVICES LIMITED

VIRGIN FREEWAY LIMITED

VIRGIN HOLIDAYS LIMITED

VIRGIN TRAVEL GROUP LIMITED

VIRGLEASE LIMITED

VOYAGER GROUP LIMITED

VOYAGER NOMINEES LIMITED

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Other relevant directorships

Company Number 2645535

Company Name VIRGIN AERONAUTICS LIMITED

Directors Name PRIMROSE NIGEL EDWARD

† Directors only.

† Other directorships

AIR CARGO PARTNERS LIMITED

BARFORD SERVICES LIMITED

CRAWLEY BUSINESS QUARTER LIMITED

FRANESS LIMITED

G.S.A. WORLDWIDE LIMITED

GREENART LIMITED

MANOR MANAGEMENT COMPANY LIMITED

MOWBURY LIMITED

SPEED 5024 LIMITED

VIRGAIR LIMITED

VIRGIN AFRICAN AIRWAYS LIMITED

VIRGIN AIRSHIP AND BALLOON COMPANY LIMITED

VIRGIN ATLANTIC AIRWAYS LIMITED

VIRGIN ATLANTIC CONSOL LIMITED

VIRGIN ATLANTIC ENGINEERING LIMITED

VIRGIN ATLANTIC LIMITED

VIRGIN AVIATION SERVICES 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 2645535

Company Name VIRGIN AERONAUTICS LIMITED

| | |
|-----------------------|-----------------------|
| Directors Name | PRIMROSE NIGEL EDWARD |
|-----------------------|-----------------------|

† Directors only.

† Other directorships

VIRGIN FREEWAY LIMITED

VIRGIN HOLIDAYS LIMITED

VIRGIN TRAVEL GROUP LIMITED

VIRGLEASE LIMITED

VOYAGER GROUP LIMITED

VOYAGER NOMINEES 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) |
|-------------------------------------|----------------------------|----------------------------------------------------------------------------------------------------------|
| £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

☒

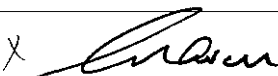
If at the date of this return an election is in force to dispense with laying accounts in general meetings, mark this box

☒

Certificate

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

Signed



Date

4th Jan 1999

† 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

1
(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.

| | |
|----------------------------------------------------------------------------------|-------------|
| MR. A.R. AVANN, THE OFFICE, CRAWLEY BUSINESS QUARTER, MANOR ROYAL, CRAWLEY, WEST | |
| SUSSEX, RH10 2NU | |
| 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

2645535

Company Name in full

VIRGIN AERONAUTICS 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

Name and address

Remarks

RICHARD CHARLES NICHOLAS BRANSON
9 HOLLAND PARK, LONDON, W11 9TH

£1 Ordinary 1

VIRGIN TRAVEL GROUP LIMITED
120 CAMPDEN HILL ROAD, LONDON, W8 7AR

£1 Ordinary 1