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or in bold black capitals.

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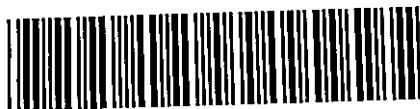
Annual Return

Company Number

2756659

Company Name in full

VIRGIN AFRICAN AIRWAYS 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.

6210

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



A47 *A4VQACSD* 184
COMPANIES HOUSE 07/01/99

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

Register of members *(See note 5)*

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

Post town

County / Region

Postcode

Register of Debenture holders*(See note 6)*

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

Post town

County / Region

Postcode

Company type *(See note 7)*

Public limited company

Private company limited by shares

Private company limited by guarantee without share capital

Private company limited by shares exempt under section 30

Private company limited by guarantee exempt under section 30

Private unlimited company with share capital

Private unlimited company without share capital

X

Please mark the appropriate box

Company Secretary *(see notes 1-5)***Details of a new company secretary must be notified on form 288a.**

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

Name

* Style / Title

MR

*Honours etc

Forename(s)

ANDREW RAYMOND

Surname

AVANN

* Voluntary details.

Previous forename(s)

Previous surname(s)

Address

FARTHINGS

Usual residential address

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

Post town

County / Region

Country

HURLEY

BERKS.

Postcode

SL6 5NA

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					

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

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						

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

* Voluntary details.

Other relevant directorships

Company Number 2756659

Company Name VIRGIN AFRICAN AIRWAYS LIMITED

Directors Name BRANSON RICHARD CHARLES NICHOLAS

† Directors only.

† Other directorships

10 MUSIC LIMITED

AIR CARGO PARTNERS LIMITED

ANGUS MCKENZIE PROPERTIES LIMITED

BARFAIR LIMITED

BARGE STUDIOS LIMITED

BINIBELLA LIMITED

BLACKSHEEP LIMITED

BLANC RESTAURANTS LIMITED

CAROLINE INTERNATIONAL LIMITED

CHARISMA RECORDS LIMITED

CHARITY PROJECTS TRADING LIMITED

CINEMA HOLDINGS LIMITED

CIRCA MUSIC LIMITED

CIRCA RECORDS LIMITED

CIRCA VISION LIMITED

CLIFDAYN PRODUCTIONS LIMITED

COUNCIL OF MANAGEMENT OF CHARITY PROJECTS 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 2756659

Company Name VIRGIN AFRICAN AIRWAYS LIMITED

Directors Name BRANSON RICHARD CHARLES NICHOLAS

† Directors only.

† Other directorships

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

GRAPHITTI (GRAPHICS) LIMITED

GREENART LIMITED

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Other relevant directorships

Company Number 2756659

Company Name VIRGIN AFRICAN AIRWAYS LIMITED

Directors Name BRANSON RICHARD CHARLES NICHOLAS

† Directors only.

† Other directorships

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

MUSIC BOX LIMITED

NECKER ISLAND (BVI) LIMITED

NEW MEDIA SOLUTIONS LIMITED

NORSE MUSIC PRODUCTIONS LIMITED

OLYMPIC SOUND STUDIOS LIMITED

PALACE & VIRGIN DISTRIBUTION LIMITED

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Other relevant directorships

Company Number 2756659

Company Name VIRGIN AFRICAN AIRWAYS LIMITED

Directors Name BRANSON RICHARD CHARLES NICHOLAS

† Directors only.

† Other directorships

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

TELIT LIMITED

TEN RECORDS LIMITED

THE GINGER MEDIA GROUP LIMITED

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Other relevant directorships

Company Number 2756659

Company Name VIRGIN AFRICAN AIRWAYS LIMITED

Directors Name BRANSON RICHARD CHARLES NICHOLAS

† Directors only.

† Other directorships

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

V2 MUSIC PUBLISHING (HOLDINGS) LIMITED

V2 MUSIC PUBLISHING LIMITED

VANSON DEVELOPMENTS LIMITED

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Other relevant directorships

Company Number 2756659

Company Name VIRGIN AFRICAN AIRWAYS LIMITED

Directors Name BRANSON RICHARD CHARLES NICHOLAS

† Directors only.

† Other directorships

VC ELITE PICTURE THEATRE (NOTTINGHAM) LIMITED

VC ESTATES LIMITED

VC EXHIBITION LIMITED

VC FINANCE LIMITED

VDL HOLDINGS LIMITED

VINTAGE AIRLINES LIMITED

VIRGIN AERONAUTICS LIMITED

VIRGIN AEROSTATION LIMITED

VIRGIN AGENCY LIMITED

VIRGIN AIRSHIP AND BALLOON COMPANY LIMITED

VIRGIN ATLANTIC AIRWAYS LIMITED

VIRGIN ATLANTIC CONSOL LIMITED

VIRGIN ATLANTIC ENGINEERING LIMITED

VIRGIN AVIATION SERVICES LIMITED

VIRGIN BALLOON FLIGHTS LIMITED

VIRGIN BRIDE LIMITED

VIRGIN BROADCASTING LIMITED

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Other relevant directorships

Company Number **2756659**

Company Name **VIRGIN AFRICAN AIRWAYS LIMITED**

Directors Name **BRANSON RICHARD CHARLES NICHOLAS**

† Directors only.

† Other directorships

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

VIRGIN DIRECT (2) LIMITED

VIRGIN DIRECT LIFE LIMITED

VIRGIN DIRECT LIFE LIMITED

VIRGIN DIRECT LIMITED

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Other relevant directorships

Company Number **2756659**

Company Name **VIRGIN AFRICAN AIRWAYS LIMITED**

Directors Name **BRANSON RICHARD CHARLES NICHOLAS**

† Directors only.

† Other directorships

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

VIRGIN EXECUTIVE JETS LIMITED

VIRGIN EXPRESS HOLDINGS PLC

VIRGIN EXPRESS INVESTMENTS LIMITED

VIRGIN FILM DISTRIBUTION LIMITED

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Other relevant directorships**Company Number** 2756659**Company Name** VIRGIN AFRICAN AIRWAYS LIMITED**Directors Name** BRANSON RICHARD CHARLES NICHOLAS

† Directors only.

† Other directorships

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

VIRGIN MEGAPHONE LIMITED

VIRGIN MEGASTORE HOLDINGS LIMITED

VIRGIN MUSIC (PUBLISHERS) LIMITED

VIRGIN MUSIC GROUP LIMITED

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Other directorships.

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Other relevant directorships**Company Number** 2756659**Company Name** VIRGIN AFRICAN AIRWAYS LIMITED**Directors Name** BRANSON RICHARD CHARLES NICHOLAS

† Directors only.

† Other directorships

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

VIRGIN STUDIOS LIMITED

VIRGIN TRAVEL GROUP LIMITED

VIRGIN ULTIMATE LIMITED

VIRGIN VIDEOLABEL LIMITED

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Other relevant directorships

Company Number **2756659**

Company Name **VIRGIN AFRICAN AIRWAYS LIMITED**

Directors Name **BRANSON RICHARD CHARLES NICHOLAS**

† Directors only.

† Other directorships

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

WELLBEING HEALTHCARE LIMITED

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Other relevant directorships**Company Number** 2756659**Company Name** VIRGIN AFRICAN AIRWAYS LIMITED**Directors Name** GARDNER ROY ALFRED WALLACE

† Directors only.

† Other directorships

FRANESS LIMITED

GREENART LIMITED

SPEED 5024 LIMITED

VIRGAIR LIMITED

VIRGIN AERONAUTICS 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 2756659

Company Name VIRGIN AFRICAN AIRWAYS 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

MOWBURY LIMITED

SPEED 5024 LIMITED

VIRGAIR LIMITED

VIRGIN AERONAUTICS 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

VIRGIN FREEWAY LIMITED

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Company Name VIRGIN AFRICAN AIRWAYS LIMITED

Directors Name PRIMROSE NIGEL EDWARD

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VIRGIN HOLIDAYS LIMITED

VIRGIN TRAVEL GROUP LIMITED

VIRGLEASE LIMITED

VOYAGER GROUP LIMITED

VOYAGER NOMINEES LIMITED

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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



SECRETARIAT

Please complete in typescript,
or in bold black capitals.

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

Company Number

2756659

Company Name in full

VIRGIN AFRICAN AIRWAYS 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

ARFIND LIMITED
120 CAMPDEN HILL ROAD, LONDON, W8 7AR

£1 Ordinary 0

1

30-06-1998

BARFAIR LIMITED

BARFAIR LIMITED
120 CAMPDEN HILL ROAD, LONDON, W8 7AR,
ENGLAND

£1 Ordinary 1

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

£1 Ordinary 1