

G

Return of allotments of Shares

Pursuant to section 88(2) of the Companies Act 1985 (the Act)

88(2)

To the Registrar of Companies

Company Number

(REVISED 1988)

This form replaces forms PUC2, PUC3 and 88(2)

1. Name of company

2833330

Virgin.Net Limited

2. This section must be completed for all allotments

| Description of Shares | £1 "A" ord | | |
|--|------------|--|--|
| A Number allotted | 346,800 | | |
| B Nominal value of each | £ 1.00 | | |
| C Total amount (if any) paid or due and payable on each share (including premium if any) | £ 1.00 | | |

Date(s) on which shares were allotted
from 09 October 1996 to 09 October 1996

The names and addresses of the allottees and the number of shares allotted to each should be given overleaf

3. If the allotment is wholly or partly other than for cash the following information must be given (see notes 2 & 3)

| | | | |
|--|--|--|--|
| D Extent to which each share is to be treated as paid up (%) | | | |
| E Consideration for which the shares were allotted | | | |

NOTES

1. This form should be delivered to the Registrar of Companies within one month of the (first) date of allotment.
2. If the allotment is wholly or partly other than for cash, the company must deliver to the registrar a return containing the information at D & E. The company may deliver this information by completing D & E and the delivery of the information must be accompanied by the duly stamped contract required by section 88(2)(b) of the Act or by the duly stamped prescribed particulars required by section 88(3) (Form No 88(3)).
3. Details of bonus issues should be included only in section 2.

Presenter's name, address, telephone number and reference (if any):

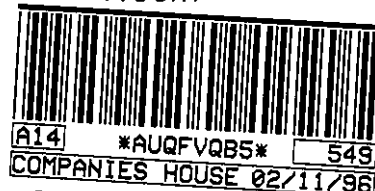
CHAPP

MISS D LEGGE, 120 CAMPDEN HILL ROAD,
LONDON, W8 7AR

0171 229 1282

For official use

Post room



Names and addresses of the allottees

| Names and Addresses | Number of shares allotted | | |
|--|---------------------------|------------|-------|
| | Ordinary | Preference | Other |
| ABACUS (C.I.) LIMITED A/C AQUARIUS LA MOTTE CHAMBERS, ST HELIER, JERSEY | 26,692 | | |
| ABACUS (C.I.) LIMITED A/C ARIES LA MOTTE CHAMBERS, ST HELIER, JERSEY | 26,742 | | |
| ABACUS (C.I.) LIMITED A/C CAPRICORN LA MOTTE CHAMBERS, ST HELIER, JERSEY | 26,692 | | |
| ABACUS (C.I.) LIMITED A/C PISCES LA MOTTE CHAMBERS, ST HELIER, JERSEY | 27,591 | | |
| ABACUS (C.I.) LIMITED A/C SATURN LA MOTTE CHAMBERS, ST HELIER, JERSEY | 21,473 | | |
| A/C LIBRA MORGAN GRENFELL TRUSTEE SERVICES (C.I.) LTD P O BOX 96, MORGAN GRENFELL HOUSE, LEFEBVRE STREET, ST PETER PORT, GUERNSEY | 26,449 | | |
| A/C VIRGO MORGAN GRENFELL TRUSTEE SERVICES (C.I.) LIMITED P O BOX 96, MORGAN GRENFELL HOUSE, LEFEBVRE STREET, ST PETER PORT, GUERNSEY | 26,449 | | |
| A/C GEMINI MORGAN GRENFELL TRUSTEE SERVICES (GUERNSEY) LTD. P O BOX 96, MORGAN GRENFELL HOUSE, LEFEBVRE STREET, ST PETER PORT, GUERNSEY | 2,837 | | |
| A/C JUPITER MORGAN GRENFELL TRUSTEE SERVICES (GUERNSEY) LTD. P O BOX 96, MORGAN GRENFELL HOUSE, LEFEBVRE HOUSE, ST PETER PORT, GUERNSEY | 26,695 | | |

Where the space given on this form is inadequate,
continuation sheets should be used and the number of
sheets attached should be indicated in the box opposite

1

Signed D. Leage Designation COMPANY SECRETARY Date 24/10/96

Names and addresses of the allottees

| Names and Addresses | Number of shares allotted | | |
|---|---------------------------|------------|-------|
| | Ordinary | Preference | Other |
| A/C LAVER MORGAN GRENFELL TRUSTEE SERVICES (GUERNSEY) LTD. P O BOX 96, MORGAN GRENFELL HOUSE, LEFEBVRE STREET, ST PETER PORT, GUERNSEY | 445 | | |
| A/C LEO MORGAN GRENFELL TRUSTEE SERVICES (GUERNSEY) LTD. P O BOX 96, MORGAN GRENFELL HOUSE, LEFEBVRE STREET, ST PETER PORT, GUERNSEY | 2,837 | | |
| A/C MARS MORGAN GRENFELL TRUSTEE SERVICES (GUERNSEY) LTD. P O BOX 96, MORGAN GRENFELL HOUSE, LEFEBVRE STREET, ST PETER PORT, GUERNSEY | 27,726 | | |
| A/C MCENROE MORGAN GRENFELL TRUSTEE SERVICES (GUERNSEY) LTD. P O BOX 96, MORGAN GRENFELL HOUSE, LEFEBVRE STREET, ST PETER PORT, GUERNSEY | 222 | | |
| A/C VENUS MORGAN GRENFELL TRUSTEE SERVICES (GUERNSEY) LTD. P O BOX 96, MORGAN GRENFELL HOUSE, LEFEBVRE STREET, ST PETER PORT, GUERNSEY | 26,580 | | |
| RICHARD CHARLES NICHOLAS BRANSON 9 HOLLAND PARK, LONDON, W11 3TH | 7,901 | | |
| ROBERT HAROLD FERRERS DEVEREUX 5 LADBROKE TERRACE, LONDON, W11 3PG | 69,360 | | |
| TREVOR MICHAEL ABBOTT BLENDONS, HIGHCOTTS LANE, WEST CLANDON, NR. GUILDFORD, SURREY, GU4 7XA | 109 | | |
| | | | |
| TOTAL | 346,800 | | |

Continuation sheet no

1

Signed D. A. L. L. Designation COMPANY SECRETARY Date 24/10/96