

Virgin Gym Holdings Limited
(formerly *Virgin Spring Limited*)

**Directors' report and financial
statements**

Registered number 3209355

31 March 2008

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Contents

| | |
|---|---|
| Directors' report | 1 |
| Statement of directors' responsibilities in respect of the Directors' Report and the financial statements | 3 |
| Independent auditors' report to the members of Virgin Gym Holdings Limited | 4 |
| Profit and loss account | 5 |
| Balance sheet | 6 |
| Notes | 7 |

Directors' report

The directors present their report and the audited financial statements for the year ended 31 March 2008.

Principal activities

The principal activity of the Company is that of an investment holding company.

On 23 August 2007 the Company changed its name from Virgin Spring Limited to Virgin Gym Holdings Limited.

On 24 July 2007 the Company's ownership changed from Virgin Management Limited to Virgin Holdings Limited.

Review

The results for the year are set out on page 4 of the financial statements and the loss for the year of £543,211 (2007: nil) has been transferred to reserves.

Proposed dividend

The directors do not recommend the payment of a dividend (2007: £nil).

Directors

The directors of the Company during the year were as follows:

| | |
|----------------|---|
| S M L Hall | (resigned 29 June 2007) |
| B A R Gerrard | (appointed 29 June 2007 and resigned 2 August 2007) |
| G D McCallum | (appointed 2 August 2007, previously alternate to J E M Phillips since 22 September 2006) |
| P C K McCall | (appointed 2 August 2007) |
| J E M Phillips | (resigned 13 August 2007) |

Disclosure of information to auditors

The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditors are unaware; and each director has taken all the steps that he ought to have taken as a director to make himself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

Auditors

The members of the Company have passed elective resolutions in accordance with Sections 366A, 252 and 386 of the Companies Act 1985 dispensing with the previous statutory requirement of holding annual general meetings, laying accounts before the Company in general meetings and reappointing auditors annually.

The last resolution will lead to the continuing appointment of KPMG LLP as auditors of the Company until further notice.

By order of the board


B A R Gerrard
Company Secretary

The School House
50 Brook Green
London
W6 7RR
18 December 2008

Statement of directors' responsibilities in respect of the Directors' Report and the financial statements

The directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice).

The financial statements are required by law to give a true and fair view of the state of affairs of the company and of the profit or loss for that year.

In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that its financial statements comply with the Companies Act 1985. They have a general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

Independent auditors' report to the members of Virgin Gym Holdings Limited

We have audited the financial statements of Virgin Gym Holdings Limited for the year ended 31 March 2008 which comprise the Profit and Loss Account, Balance Sheet, and the related notes. These financial statements have been prepared under the accounting policies set out therein.

This report is made solely to the company's members, as a body, in accordance with section 235 of the Companies Act 1985. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditors

The directors' responsibilities for preparing the financial statements in accordance with applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice) are set out in the Statement of Directors' Responsibilities on page 2.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland).

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you whether in our opinion the information given in the Directors' Report is consistent with the financial statements.

In addition we report to you if, in our opinion, the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and other transactions is not disclosed.

We read the Directors' Report and consider the implications for our report if we become aware of any apparent misstatements within it.

Basis of audit opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgments made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

Opinion

In our opinion:

- the financial statements give a true and fair view, in accordance with UK Generally Accepted Accounting Practice, of the state of the company's affairs as at 31 March 2008 and of the company's loss for the year then ended;
- the financial statements have been properly prepared in accordance with the Companies Act 1985; and
- the information given in the Directors' Report is consistent with the financial statements.



KPMG LLP
Chartered Accountants
Registered Auditor

8 Salisbury Square
London
EC4Y 8BB

18 December 2008

Profit and loss account
for the year ended 31 March 2008

| | <i>Note</i> | Year ended 31 March 2008 £ | Year ended 31 March 2007 £ |
|--|-------------|---|---|
| Administrative expenses | | (265,950) | - |
| Operating loss | | (265,950) | - |
| Interest payable | 4 | (277,261) | - |
| Loss on ordinary activities before taxation | 2 | (543,211) | - |
| Tax on profit on ordinary activities | 5 | - | - |
| Loss for the year | | (543,211) | - |

There were no recognised gains or losses in the current or preceding years other than those shown above, which were derived from continuing operations, consequently a statement of total recognised gains and losses has not been presented.

The notes on pages 7 to 11 form part of these financial statements.

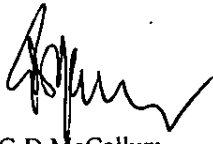
Balance sheet

At 31 March 2008

| | <i>Note</i> | 31 March 2008 £ | 31 March 2007 £ |
|---|-------------|--------------------------------|--------------------------------|
| Fixed assets | | | |
| Investments | 6 | 5,000,000 | - |
| Current assets | | | |
| Debtors | 7 | 2 | 2 |
| Creditors: amounts falling due within one year | 8 | (5,543,211) | - |
| Net current (liabilities) / assets | | (5,543,209) | 2 |
| Net (liabilities) / assets | | (543,209) | 2 |
| Capital and reserves | | | |
| Called up share capital | 9 | 2 | 2 |
| Profit and loss account | 10 | (543,211) | - |
| Shareholders' (deficit) / funds | 11 | (543,209) | 2 |

The notes on pages 7 to 11 form part of these financial statements.

These financial statements were approved by the board of directors on 18 December 2008 and were signed on its behalf by:



G D McCallum
Director

Notes

1 Accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the Company's financial statements.

Basis of accounting

The financial statements have been prepared under the historical cost accounting rules in accordance with applicable accounting standards.

The financial statements have been prepared on a going concern basis in view of the fact that the parent undertaking Virgin Group Holdings Limited has formally indicated that it is its present intention to provide sufficient funding to the Company, to enable it to meet its liabilities as they fall due, for at least the next twelve months.

The directors have no reason to believe that the parent company will not be in a position to provide the support referred to above and, accordingly, they have prepared the financial statements on the going concern basis.

Basis of preparation

The Company is exempt by virtue of s228 of the Companies Act 1985 from the requirement to prepare group accounts. These financial statements present information about the Company as an individual undertaking and not about its group.

Under Financial Reporting Standard 1 (revised 1996) which the group has adopted in these financial statements, the Company is exempt from the requirement to prepare a cash flow statement on the grounds that its parent undertaking includes the Company in its own published consolidated financial statements.

Investments

Investments in subsidiaries are shown at cost less amounts written off.

Taxation

Deferred tax is recognised, without discounting, in respect of all timing differences between the treatment of certain items for taxation and accounting purposes which have arisen but not reversed by the balance sheet date, except as otherwise required by Financial Reporting Standard 19.

A net deferred tax asset is regarded as recoverable and therefore recognised only when, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Notes *(continued)*

2 Loss on ordinary activities before taxation

Audit fees have been borne by a related group company for the current and prior years.

3 Remuneration of directors

The directors did not receive any remuneration during the year for services to the Company (2007: £nil).

4 Interest payable and similar charges

| | Year ended 31 March 2008 £ | Year ended 31 March 2007 £ |
|----------------|-------------------------------------|-------------------------------------|
| On group loans | 277,261 | - |
| | <u>277,261</u> | <u>-</u> |

Notes (continued)

5 Taxation

There is no tax charge in the profit and loss account in this or the previous year.

Factors affecting the tax charge for the current year

The current tax charge for the year is higher (2007: the same as) than the standard rate of corporation tax in the UK of 30% (2007: 30%). The differences are explained below.

| | Year ended 31 March 2008 £ | Year ended 31 March 2007 £ |
|--|-------------------------------------|-------------------------------------|
| <i>Current tax reconciliation</i> | | |
| Loss on ordinary activities before tax | (543,211) | - |
| Current tax at 30% (2007: 30%) | (162,963) | - |
| <i>Effects of:</i> | | |
| Expenses not deductible for tax | 83,178 | - |
| UK tax losses not utilised or recognised | 79,785 | - |
| Total current tax charge (see above) | - | - |

Factors that may affect future tax charges

Details of the Company's total recognised and unrecognised deferred tax assets at the year end (and prior year end) are shown in the table below. A deferred tax asset has only been recognised to the extent that there is a reasonable expectation that there will be suitable profits which from the future reversal of underlying timing differences can be deducted.

Deferred tax relating to timing differences expected to reverse after 1 April 2008 is measured at the tax rate of 28% as this is the tax rate that will apply on reversal.

| | Year ended 31 March 2008 Recognised £ | Year ended 31 March 2008 Unrecognised £ | Year ended 31 March 2007 Recognised £ | Year ended 31 March 2007 Unrecognised £ |
|---|---|---|---|---|
| <i>The deferred tax figures comprise:</i> | | | | |
| UK tax losses | - | (74,466) | - | - |
| | - | (74,466) | - | - |

Notes *(continued)*

6 Fixed asset investments

| | Investment in subsidiaries £ |
|-----------------------|---|
| Cost | |
| At beginning of year | - |
| Additions | 5,000,000 |
| | <hr/> |
| At end of year | 5,000,000 |
| | <hr/> |
| Net book value | |
| At 31 March 2008 | 5,000,000 |
| | <hr/> |
| At 31 March 2007 | - |
| | <hr/> |

On 2 August 2007, the Company subscribed for 11,924,002 AUD 1 ordinary shares at par, for cash consideration.

The Company in which the Company's interest at the year end is more than 20% is as follows:

| | Country of Registration | Principal Activity | Holding % | No. of Shares | Type of share |
|---------------------------------|------------------------------------|--|----------------------|--------------------------|--------------------------|
| <i>Subsidiary undertakings</i> | | | | | |
| Virgin Active Australia Pty Ltd | Australia | Provider of sports and leisure facilities | 100 | 11,924,002 | AUD 1 Ordinary Shares |

Notes (continued)

7 Debtors

| | 31 March 2008 £ | 31 March 2007 £ |
|--------------------------------------|-----------------------|-----------------------|
| Amounts owed by related undertakings | 2 | 2 |

8 Creditors: amounts falling due within one year

| | 31 March 2008 £ | 31 March 2007 £ |
|--------------------------------------|-----------------------|-----------------------|
| Amounts owed to related undertakings | 5,543,211 | - |
| | 5,543,211 | - |

9 Called up share capital

| | 31 March 2008 £ | 31 March 2007 £ |
|---|-----------------------|-----------------------|
| <i>Authorised</i> 1000 ordinary shares of £1 each | 1,000 | 1,000 |
| <i>Allotted, called up and fully paid</i> 2 ordinary shares of £1 each | 2 | 2 |

10 Reserves

| | Profit and loss account £ |
|----------------------|------------------------------------|
| At beginning of year | - |
| Loss for the year | (543,211) |
| At end of year | (543,211) |

Notes (continued)

11 Reconciliation of shareholders' funds

| | 31 March 2008 £ | 31 March 2007 £ |
|-----------------------------|-----------------------|-----------------------|
| Opening shareholders' funds | 2 | 2 |
| Loss for the financial year | (543,211) | - |
| | <hr/> | <hr/> |
| Closing shareholders' funds | (543,209) | 2 |
| | <hr/> | <hr/> |

12 Related party disclosures

At 31 March 2008 the Company's ultimate parent undertaking was Virgin Group Holdings Limited, whose principal shareholders are certain trusts, none of which individually has a controlling interest in Virgin Group Holdings Limited. The principal beneficiaries of those trusts are Sir Richard Branson and/or his immediate family. The shareholders of Virgin Group Holdings Limited have interests directly or indirectly in certain other companies which are considered to give rise to related party disclosures under Financial Reporting Standard No. 8 (FRS 8).

As a 100% owned subsidiary of Virgin Wings Limited, the Company has taken advantage of the exemption under FRS8: Related Party Disclosures, which enables it to exclude disclosure of transactions with Virgin Wings Limited and its subsidiaries.

The related undertaking with which the Company transacted during the year was Virgin Holdings Limited. The loan balance with Virgin Holdings Limited attracted interest at three month LIBOR plus 2%.

13 Ultimate parent company

At 31 March 2008, the Company's ultimate parent undertaking was Virgin Group Holdings Limited, a company incorporated in the British Virgin Islands.

The largest and smallest group in which the results of the Company are consolidated are those for Virgin Wings Limited and Virgin Holdings Limited respectively, companies registered in England and Wales. Copies of the group accounts of Virgin Wings Limited and Virgin Holdings Limited can be obtained from the Registrar of Companies, Companies House, Cardiff, CF4 3QZ.

14 Post balance sheet events

On 10 October 2008 the Company was allotted an additional 4,000,000 ordinary shares of AU\$1.00 each (a total of £1,651,528 at the prevailing exchange rate of £1 = AU\$2.4220) in Virgin Active Australia Pty Limited.

On 14 November 2008, a further 3,000,000 ordinary shares of AU\$1.00 each in Virgin Active Australia Pty Limited were allotted to the Company (a total of £1,332,504 at the prevailing exchange rate of £1 = AU\$2.2514).