

363a

Please complete in typescript,

| or in bold black cap | itals. | Annuai Return |
|---|--|------------------------------------|
| CHFP029 | ompany Number | 3707664 |
| Comp | oany Name in full | VIRGIN MOBILE TELECOMS LIMITED |
| | | |
| Date of this retur | | Day Month Year |
| The information in this re | eturn is made up to | |
| Date of next return of this return please shouse will at the appropriate time | ur next return he anniversary now the date here. then send a form | Day Month Year 2 9 / 0 1 / 2 0 0 4 |
| Registered Office | | 120 Campden Hill Road |
| Show here the address this return. | s at the date of | |
| Any change of registered office | Post town | London |
| must be notified on form 287. | County / Region | |
| | UK Postcode | W 8 7 AR |
| Principal busines | ss activities | |
| Show trade classificati for the principal activity | | 6420 |
| | | |
| If the code number car give a brief description | | |
| | | |



Form revised September 1999

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff for companies registered in England and Wales

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB DX 235 Edinburgh for companies registered in Scotland Page 1

| County / Region | Register of me If the register of me registered office, st | embers embers is not kept at the ate here where it is kept. | 120 Campden Hill Road |
|--|--|---|---|
| Register of Debenture holders If there is a register of debenture holders or a duplicate of any such register or part of it, which is not kept at the register of office, state here where it is kept. Post town County / Region UK Postcode Private company imited by shares Private company limited by guarantee without share capital Private unlimited company with share capital Company Secretary (Please photocopy this avait to provide capital of the part post of the | | Post town | London |
| If there is a register of debenture holders, or a duplicate of any such register or part of it, which is not kept at the registered office, state here where it is kept. Post town County / Region UK Postcode UK Postcode UK Postcode UK Postcode UK Postcode UK Postcode 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 company limited by guarantee exempt under section 30 Private unlimited company with share capital Private unlimited company without share capital Private unlimited of the part share share shares and share shares and share shares and share shares and shares share shares and shares sharesh | | County / Region | UK Postcode W 8 7 A R |
| Company type Public limited company Private company limited by shares Private company limited by guarantee without share capital Private company limited by guarantee 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 Mr *Style / Title *Voluntary details. If a partnership give the name of the name | If there is a register or a duplicate of an of it, which is not ke | of debenture holders, y such register or part ept at the registered here it is kept. Post town | |
| 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 Details of a new company secretary must be notified on form 288a. Whate states of joint secretaries of joint secretaries of the partners of the name of the partners of the name of the partners of the name of the partnersh and office address of the partnersh and office address. Usual residential address must be given. In the case of a corporation, or a corporation or a corporation, or a corporation or | | County / Region | UK Postcode |
| Private company limited by guarantee without share capital 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 Private unlimited of provide details of joint secretaries of joint secretaries of the name of the partnership give the names and address of the partners of the name of the partnership give the partnership and office address. Post town given. In the case of a corporation, or a corporation or a corporation, or a corporation or | Company type | | |
| 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 Private unlimited company with share capital Mr Petalis of a new company secretary must be notified on form 288a. Mr Peter Gerardus GRAM GRAM 9 Lambyn Croft Horley UK Postcode R H 6 9 X U England | Public limited compa | ny | |
| 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 Private unlimited company without share capital Private unlimited company without share capital Private unlimited company without share capital Private unlimited company without share capital Details of a new company secretary must be notified on form 288a. If a partnership give the names and addresses of the partnership and office address. Post town address must be given. In the case of a corporation, or a Scottish firm, give the registered or principal office address. Country Please tick the appropriate box In the private transport to the part tra | Private company limi | ted by shares | |
| Private company limited by guarantee exempt under section 30 Private unlimited company with share capital Private unlimited company without share capital Details of a new company secretary must be notified on form 288a. * Style / Title Mr * Voluntary details. If a partnership give the names and addresses of the partners of the name of the partnership and oddress. Surname GRAM Address GRAM Post town Forename(s) Pater Gerardus Forename(s) Pater Gerardus UK Postcode R H 6 9 X U England | Private company limi share capital | ted by guarantee without | |
| Private unlimited company with share capital Private unlimited company without share capital Patient State of provide details of joint secretaries). Name * Style / Title Mr * Voluntary details. If a partnership give the names and addresses of the partnership and office address. Surname GRAM GRAM 9 Lambyn Croft Usual residential address must be given. In the case of a corporation, or a Scottish firm, give the registered or principal office address. Country / Region UK Postcode R H 6 9 X U England | | ted by shares exempt under | Please tick the appropriate box |
| Company Secretary (Please photocopy this area to provide details of joint secretaries). * Style / Title * Voluntary details. If a partnership give the names and addresses of the partnersor of the name of the partnership and office address. Usual residential address must be given. In the case of a corporation, or a Scottish firm, give the registered or principal office address. Details of a new company secretary must be notified on form 288a. Mr Peter Gerardus GRAM 9 Lambyn Croft Horley UK Postcode B H 6 9 X U England | | ted by guarantee exempt | |
| Company Secretary (Please photocopy this area to provide details of joint secretaries). * Voluntary details. If a partnership give the names and addresses of the partners or the name of the partnership and office address. Usual residential address must be given. In the case of a corporation, or a Scottish firm, give the registered or principal office address. Details of a new company secretary must be notified on form 288a. Mr Forename(s) Peter Gerardus GRAM 9 Lambyn Croft Horley UK Postcode R H 6 9 X U England | | | |
| (Please photocopy this area to provide details of joint secretaries). * Voluntary details. If a partnership give the names and addresses of the partners or the name of the partnership and office address. * Surname Surname GRAM | Private unlimited con | npany without share capital | |
| (Please photocopy this area to provide details of joint secretaries). * Voluntary details. If a partnership give the names and addresses of the partners or the name of the partnership and office address. * Surname Surname GRAM | | | |
| (Please photocopy this area to provide details of joint secretaries). * Voluntary details. If a partnership give the names and addresses of the partners or the name of the partnership and office address. * Surname Surname GRAM | | | |
| (Please photocopy this area to provide details of joint secretaries). * Voluntary details. If a partnership give the names and addresses of the partners or the name of the partnership and office address. * Style / Title Mr Forename(s) Peter Gerardus GRAM Address Usual residential address must be given. In the case of a corporation, or a Scottish firm, give the registered or principal office address. Country Region UK Postcode B H 6 9 X U Country England | Company Secr | etary | Datalle of a new company acceptant would be notified as form 000s |
| If a partnership give the names and addresses of the partners or the name of the partnership and office address. Surname GRAM 9 Lambyn Croft Usual residential address must be given. In the case of a corporation, or a Scottish firm, give the registered or principal office address. Country England | this area to provide details of joint sec- | | |
| the names and addresses of the partners or the name of the partnership and office address. Usual residential address must be given. In the case of a corporation, or a Scottish firm, give the registered or principal office address. Sumame GRAM 9 Lambyn Croft 9 Lambyn Croft 9 Lambyn Croft 10 Lambyn Croft 10 Lambyn Croft 10 Lambyn Croft 11 Lambyn Croft 11 Lambyn Croft 11 Lambyn Croft 12 Lambyn Croft 13 Lambyn Croft 13 Lambyn Croft 14 Lambyn Croft 15 Lambyn Croft | * Voluntary details. | Forename(s) | Peter Gerardus |
| ners or the name of the partnership and office address. Usual residential address must be given. In the case of a corporation, or a Scottish firm, give the registered or principal office address. Sometimes of the name of the partnership and office address 9 Lambyn Croft | the names and | Surname | GRAM |
| address must be given. In the case of a corporation, or a Scottish firm, give the registered or principal office address. County Region UK Postcode R H 6 9 X U | ners or the name of the partnership and | Address | 9 Lambyn Croft |
| address must be given. In the case of a corporation, or a Scottish firm, give the registered or principal office address. County Region UK Postcode R H 6 9 X U | | | |
| corporation, or a Scottish firm, give the registered or principal office address. County / Region UK Postcode R H 6 9 X U Country England | address must be | Post town | Horley |
| cipal office address. | corporation, or a Scottish firm, give the | County / Region | UK Postcode R H 6 9 X U |
| | | Country | |

| Directors | | | Details of new directors mus | t be notified o | n form 288a | |
|--|------------------|--------------------------------|------------------------------|-----------------|-------------|-------|
| Please list directors in | alphabei Name | ical order. * Style / Title | Sir | | | |
| | Name | Style / Title | | _ | | |
| Directors In the | | | • | | | |
| case of a director that is a corporation or a | | Date of Birth | 1 8/0 7/1 9 5 | <u> </u> | | |
| Scottish firm, the name is the corporate or firm name. | | Forename(s) | Richard Charles Nicholas | <i></i> | | |
| | | Surname | BRANSON | | | |
| | Addre | ss | 9 Holland Park | | <u>-</u> | |
| Usual residential | | | | | | |
| address must be given. In the case of corporation or a | a | Post town | London | | | |
| Scottish firm, give th registered or principal office address. | | County / Region | | UK Postcode | W 1 1 L | 3 T H |
| | | Country | England & Wales | Nationality | British | |
| | Busi | ness occupation | Company Director | | | |
| * Voluntary details. | | | | | | · |
| Directors In the | Name | * Style / Title | Mrs | | | |
| case of a director that is a corporation or a | at | | Day Month Year | | | |
| Scottish firm, the name is the corporate or firm name. | | Date of Birth | 2 4/0 6/1 9 5 | <u>_7</u> | | |
| rate of him hame. | | Forename(s) | Julia Sarah | | | |
| | | Surname | CHAIN | .· | · | |
| | Addres | ss | 829 Finchley Road | | | |
| Usual residential address must be | | | | | *** | |
| given. In the case of corporation or a Scottish firm, give the | | Post town | | | | |
| registered or principal office address. | | County / Region | LONDON | UK Postcode | N W 1 1 | 8 A J |
| | | Country | England | Nationality | British | |

Business occupation

Director

| Directors | | | Details of new directors mus | st be notified on | form 288a |
|---|----------|-----------------|------------------------------|-------------------|-----------------------|
| Please list directors in | alphabet | ical order. | | | |
| | Name | * Style / Title | Mr | | |
| | | | Day Month Year | | |
| Directors In the case of a director that is a corporation or a | ıt | Date of Birth | 0 7/11/1/96 | <u> 1</u> | |
| Scottish firm, the name is the corporate or firm name. | | Forename(s) | Harris | | |
| | | Surname | JONES | | |
| | Addres | ss | 31 Chalcot Road | | |
| Usual residential | | | 1 | | |
| address must be given. In the case of corporation or a | а | Post town | London | | |
| Scottish firm, give the registered or principal office address. | | County / Region | | UK Postcode | N W 1 L 8 L P |
| | | Country | England & Wales | Nationality | United States Citizen |
| | Busi | ness occupation | Company Director | | |
| * Voluntary details. | | | | | |
| Directors In the | Name | * Style / Title | | | |
| case of a director that is a corporation or a | it | | Day Month Year | | |
| Scottish firm, the name is the corporate or firm name. | | Date of Birth | | | |
| | | Forename(s) | 1 | | |
| | | Surname | | | |
| | Addres | ss | | | |
| Usual residential | | | 1 | | |
| address must be given. In the case of corporation or a | | Post town | | | |
| Scottish firm, give the registered or principal office address. | | County / Region | | UK Postcode | |
| | | Country | 1 | Nationality | 1 |

Business occupation

| Directors , Please list directors in a | lphabetical order. | Details of new directors mus | it be notified of | n torm 288a | |
|---|----------------------|------------------------------|-------------------|----------------|------------|
| | Name * Style / Title | Mr | | | |
| | | Day Month Year | | | |
| Directors In the case of a director that is a corporation or a | Date of Birth | 0 2/0 4/1 9 6 | <u>0</u> | | |
| Scottish firm, the name is the corporate or firm name. | Forename(s) | Gordon Douglas | | | |
| | Surname | McCALLUM | | <u></u> | |
| , | Address | 15 First Street | | | _ |
| Usual residential | | | | | |
| address must be given. In the case of a | Post town | London | | | |
| corporation or a Scottish firm, give the registered or principal office address. | County / Region | | UK Postcode | <u> S W 3 </u> | [2 L B |
| | Country | England | Nationality | British | |
| | Business occupation | Company Director | | <u> </u> | |
| * Voluntary details. | | | | | |
| Directors In the | Name * Style / Title | Mr | | | |
| case of a director that is a corporation or a | | Day Month Year | | | |
| Scottish firm, the name is the corporate or firm name. | Date of Birth | 0 7/0 7/1 9 6 | _1 | | |
| | Forename(s) | Andrew Robert | | | |
| | Surname | PETERS | | | |
| | Address | St Peters Cottage | | | |
| Usual residential address must be | | 4 Church Street | | | |
| given. In the case of a corporation or a | Post town | Old Woking | | | |
| Scottish firm, give the registered or principal office address. | County / Region | Surrey | UK Postcode | G U 2 2 | 9 J E |
| | Country | England & Wales | Nationality | British | |

Chief Executive Officer

Business occupation

| Directors , | | | Details of new directors mus | t be notified or | n form 288a | |
|---|--------|-----------------|------------------------------|------------------|-------------|--------|
| Please list directors in | • | | | | | |
| | Name | * Style / Title | Mr | | | |
| | | | Day Month Year | | | |
| Directors In the case of a director that is a corporation or a | at | Date of Birth | 3 1/0 7/1 9 6 | <u> </u> | | |
| Scottish firm, the name is the corporate or firm name. | | Forename(s) | Robert Walter | | | |
| | | Surname | SAMUELSON | _ | | |
| | Addre | ss | 32 Priory Road | | | |
| Usual residential | | | Kew | | | |
| address must be given. In the case of corporation or a | а | Post town | Richmond | | | |
| Scottish firm, give the registered or principal office address. | | County / Region | Surrey | UK Postcode | T [W [9 | 3 D F |
| | | Country | England & Wales | Nationality | British | |
| | Busi | ness occupation | Management Consultant | | | |
| * Voluntary details. | | | | | | |
| Directors In the | Name | * Style / Title | Mr | | | |
| case of a director that | at | | Day Month Year | | | |
| is a corporation or a Scottish firm, the name is the corpo- rate or firm name. | | Date of Birth | 2 2/0 2/1 9 6 | <u> </u> | | |
| | | Forename(s) | William Elliott | | | |
| | | Surname | WHITEHORN / | | | |
| | Addres | ss | 31 Dents Road | | | |
| Usual residential address must be | | | 1 | | , | |
| given. In the case of corporation or a Scottish firm, give th | | Post town | LONDON | | | |
| registered or principal office address. | | County / Region | | UK Postcode | <u> </u> | [6] [A |
| | | Country | I | Nationality | l British | |

| Brand Development/Corporate Affairs Dir.

Business occupation

| In accord of the company that | (e.g. Ordinary/Preference) | shares issued | Nominal Value |
|--|---|---------------------------|---|
| Issued share capital Enter details of all the shares in issue at the date of this return. | | | (i.e Number of shares issued multiplied by nominal value per share, or total amount of stock) |
| | £0.01 CRP | 300.000 | £ 3.000 |
| | | | |
| | £0.01 D Ord | 15,000.000 | £ 150.000 |
| | . 00 04 N V~ D 4 D | 475.000.000 | A 750 000 |
| | £0.01 N-Vg Prf B | 475,000.000 | £ 4,750.000 |
| | £0.01 Zer-Dv Vg C | 475,000.000 | £ 4,750.000 |
| | Totals | | |
| List of past and present shareholders (Use attached schedule where appropriate) A full list is required if one was not included with either of the last two | There were no changes in | the period | |
| returns. | A list of changes is enclos | on paper sed | in another format |
| | A full list of shareholders i | s enclosed | |
| Certificate | I certify that the informatio knowledge and belief. | n given in this return is | true to the best of my |
| Signed | Many | Date | 31/01/2003 |
| Please delete as appropriate. | † a director /secretary | | |
| When you have signed the return send it | | s 3 con | |
| with the fee to the Registrar of Companies. Cheques should be made payable to Companies House. | This return includes | (enter number) | itinuation sheets |
| Please give the name, address, telephone number, and if available, | Mr P G Gram | | • |
| a DX number and Exchange, for the person Companies House should | 120 Campden Hill Road, | London, W8 7AR. | |
| contact if there is any query. | 1 | Tel 020 7313 200 | 00 |
| | DX number ı | DX exchange ı | |

Class

Aggregate

Number of

Company Number

| 3707664 | • |
|---------|---|
| | |

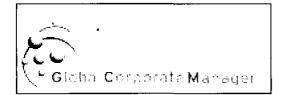
Company Name in full

| /IRGIN MOBILE TELECOMS LIMITED | |
|--------------------------------|--|
|--------------------------------|--|

Issued share capital

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, or total amount of stock) |
|-------------------------------------|-------------------------|---|
| £0.02 E | 13,500.000 | £ 270.000 |
| £0.02 Prf Vtg A | 485,000.000 | £ 9,700.000 |
| 1 | | |
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| | <u></u> | |
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| | | - [|
| Totals | 1,463,800.000 | £ 19,623.000 |



List of past and present shareholders Schedule to form 363a

CHFP029

Company Number | 3707664

3707664

Company Name in full

| VIRGIN MOBILE | TELECOMS | LIMITED |
|---------------|-----------------|---------|
|---------------|-----------------|---------|

- Changes to shareholders particulars or details of the amount of stock or shares transferred must be completed each year
- You must provide a "full list" of all the company shareholders on:
 - The company's first annual return following incorporation;
 - Every third annual return after a full list has been provided
- List the company shareholders in alphabetical order or provide an index
- List joint shareholders consecutively

| | Class and | Shares or amount of stock transferred (if appropriate) | | | |
|--|--|---|----------------------------------|--|--|
| Shareholders' details | number of shares or amount of stock held | Class and number of shares or amount of stock transferred | Date of registration of transfer | | |
| Name Mr Thomas Simon ALEXANDER | £0.02 E | | | | |
| Address The Old Rectory, Hinton Blewett, Somerset, | 10,000 | | | | |
| England. | | | | | |
| UK Postcode BS365AN | | | | | |
| Name BLUEBOTTLE INVESTMENTS INC | £0.01 D Ord | | | | |
| Address Geneva Place, 2nd Floor, 333 Waterfront Drive, Wickham's Cay, PO Box 3339, Road Town, Tortola, British Virgin Islands. | 3,750 | | | | |
| UK Postcode | | | | | |
| Name BLUEBOTTLE INVESTMENTS SA | £0.01 D Ord | | | | |
| Address GRANDE'RUE 25, C/LENZ & STAEHELIN, | 1,250 | | | | |
| 1211, GENEVA, Switzerland. | | | | | |
| UK Postcode | | | | | |

List of past and present shareholders (Continued)

Company Number | 3707664

| | Class and | Shares or amount of stock transferred (if appropriate) | |
|--|--|---|----------------------------------|
| Shareholders' details | number of shares or amount of stock held | Class and number of shares or amount of stock transferred | Date of registration of transfer |
| Name BLUEBOTTLE INVESTMENTS SA | £0.01 Zer-Dv Vg C | | |
| Address GRANDE'RUE 25, C/LENZ & STAEHELIN, | 475,000 | | |
| , 1211, GENEVA, Switzerland. | | | |
| UK Postcode | | | · |
| Name BLUEBOTTLE UK LIMITED | £0.01 CRP | | |
| Address 120 Campden Hill Road, London, England & Wales. | 150.00 | | |
| UK Postcode <u>W 8 _ 7 A B _</u> | | | |
| Name BLUEBOTTLE UK LIMITED | £0.01 N-Vg Prf B | | |
| Address , 120 Campden Hill Road, London, England & | 475000.00 | | |
| Wales. | | | |
| UK Postcode W 8 L 7 A R L | | | |
| Name Mr James Robinson KYDD | £0.02 E | | |
| Address , 24A Oaklands Grove, LONDON, England. | 1000.00 | | |
| UK Postcode W 1 2 0 J D | | | |
| Name Mr Mark POOLE | £0.01 D Ord | £0.01 D Ord | 17/04/2002 |
| Address Lack Policy Pol | 0.00 | 1250 | |
| UK Postcode 1282 LL | | | |

List of past and present shareholders (Continued)

Company Number | 3707664

| Shareholders' details | Class and | Shares or amount of stock transferred | |
|--|---|---|----------------------------------|
| | Class and number of shares or amount of stock held | (if appropri Class and number of shares or amount of stock transferred | Date of registration of transfer |
| Name Mr Jonathan Douglas Hankin STEEL | £0.02 E | | |
| Address 81 Kirkstall Road, LONDON, England. | 2,500 | | |
| UK Postcode S W 2 L 4 H E | | | |
| Name T-Mobile (UK) Limited | £0.01 CRP | | |
| Address Elstree Tower, Elstree Way, Borehamwood, Hertfordshire, England & Wales. | 150.00 | | |
| UK Postcode LW LD L6 L L1 LD LT | | | |
| Name T-Mobile (UK) Limited | £0.02 Prf Vtg A | | |
| Address Elstree Tower, Elstree Way, Borehamwood, Hertfordshire, England & Wales. | 485000.00 | | |
| UK Postcode WD6 L1 DT Name VMTL: Bearer Share Warrant No 1 | £0.01 D Ord | | |
| relating to 5,000 D Ordinary Shares of £0.01 Address UK Postcode LLLLLLLL | 10000.00 | | |
| Name | | | |
| Address | | | |
| UK Postcode | | | |