

PLEASE COMPLETE IN
TYPESCRIPT OR IN
BOLD BLACK CAPITALS

88(2)

Return of Allotment of Shares

CHFPO83

Company Number

3741555

Company name in full

VIRGIN MOBILE HOLDINGS (UK) PLC

1 of 1

Shares allotted (including bonus shares):

Date or period during which
shares were allotted
(If shares were allotted on one date
enter that date in the "from" box.)

From

To

Day	Month	Year
30	06	2006

Day	Month	Year

Class of shares
(ordinary or preference etc)

Number allotted

Nominal value of each share

Amount (if any) paid or due on each
share (including any share premium)

Ordinary		
1,253,843		
10p		
191p		

List the names and addresses of the allottees and the number of shares allotted to each overleaf

If the allotted shares are fully or partly paid up otherwise than in cash please state:

% that each share is to be
treated as paid up

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Consideration for which
the shares were allotted
(This information must be supported by
the duly stamped contract or by the duly
stamped particulars on Form 88(3) if the
contract is not in writing.)

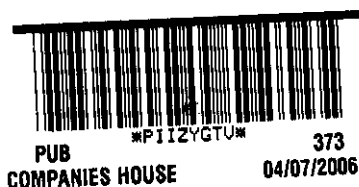
When you have completed and signed the form send it to
The Registrar of Companies at:

Companies House, Crown Way, Cardiff CF14 3UZ
For companies registered in England and Wales

DX 33050 Cardiff

Companies House, 37 Castle Terrace, Edinburgh EH1 2EB
For companies registered in Scotland

DX235
Edinburgh



Names and addresses of the allottees (List joint share allotments consecutively)

Shareholder details			Shares and share class allotted	
Name	SEE ATTACHED SCHEDULE		Class of shares allotted	Number allotted
Address			Ordinary	1,253,843
UK Postcode				
Name			Class of shares allotted	Number allotted
Address				
UK Postcode				
Name			Class of shares allotted	Number allotted
Address				
UK Postcode				
Name			Class of shares allotted	Number allotted
Address				
UK Postcode				
Name			Class of shares allotted	Number allotted
Address			TOTAL	1,253,843
UK Postcode				

Please enter the number of continuation sheet(s) (if any) attached to this form :

2

Signed

P. Gold

Date

30/6/06

~~As director / secretary / administrator / administrative receiver / receiver manager / receiver~~

Please delete as appropriate

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should

contact if there is any query.

Virgin Mobile Holdings (UK) plc (Mr Philip Auld)
Willow Grove House
White Horse Business Park
Trowbridge
Wiltshire
BA14 0TQ

Tel: 01225 895943

Fax:

DX number

DX exchange

Title	Forename(s)	Surname	Address	London	Grateley	London	Shares Allotted
Mr	Lawrence	Corbett	Flat 2	119 Upper Tollington P Stroud Green			22,390
Mr	John	Elliott	Beech Cottage	Sireway Road	Bath	Hampshire	22,390
Mr	Stephen	Jasper	5 Oolite Grove	Odd Down		B & NES	22,390
Mr	Bryn	Jones	Roundwood Cottage		Corsham	Wiltshire	22,390
Mr	Stephen	Lodge	15 Belgrave Crescent		Bath	B & NES	22,390
Mr	Russ	Sizer	19 Eliot Way	Squires Gate	Higham Ferrers	Northamptonshire	22,390
Mr	Nick	White	42 Orban Road		Fulham	London	22,390
Miss	Alison	Bonny	First Floor Flat	136 Cavendish Road	London		20,524
Mrs	Alison	Corfield	14 Portsea Place		London		20,524
Miss	Rachel	Danmeade	10 Churchfields	Rode	Nr Frome	Somerset	20,524
Mr	Gwyn	Roberts	9 Dyfrig		Cardiff	Glamorgan	20,524
Mr	Damian	Schnabel	8 Milton Road		London		20,524
Ms	Nike	Siffr	64 Nightingale Road	Bounds Green	London		20,524
Mr	Jonathan	Thackray	23 Hockley Lane	Wingworth	Chesterfield	Derbyshire	20,524
Mr	Paul	French	37 Delves Avenue		Tunbridge Wells	Kent	18,658
Mr	Nick	Hopkins	Lower Ratlake Cottage	Winchester Road	Hursley		18,658
Mr	Garry	Lloyd	3 St Julien Close	New Duston	Northampton	Northamptonshire	18,658
Mr	Martin	Smith	8 Old Town Close	Beaconsfield		Buckingham	18,658
Mr	Philip	Auld	44 Ryeland Way		Trowbridge	Wiltshire	16,793
Mr	Richard	Barnard	98 The Gramplands	Shepherds Bush Road	London		16,793
Mr	Gary	Bennett	31 Swan Drive		Trowbridge		16,793
Mr	Mark	Bowden	52 Broughton Road				16,793
Ms	Suzanne	Carten	3 Powell Court	Bottoms Farm Lane	Doynton	London	16,793
Mr	Richard	Chalney	108 Milford Road		Yeovil	South Gloucesters	16,793
Mr	Jamie	Chisholm	25 West Farm Avenue		Ashstead	Somerset	16,793
Mr	Tony	Cradcock	23 Fusilier Way	Weedon		Surrey	16,793
Mr	Philip	Curley	6 Parkside Road	Lower Parkstone	Poole	Northants	16,793
Mr	Phil	Dymond	24 Foxcombe Road		Bath	Dorset	16,793
Mr	Phil	Henchoz	9 Tudors Close		Calvert	B & NES	16,793
Mr	Stuart	Madeley	3 The Butts	Crudwell	Malmesbury	Buckingham	16,793
Mr	Martin	Pearce	44 Fell Road		Westbury	Wiltshire	16,793
Mrs	Francesca	Weston-Burt	29 Argyle Drive		Chippenhams	Wiltshire	16,793
Mrs	Suzle	Adams	17 Finch Close	Thornbury	Bristol		14,927
Mr	Richard	Duff-Tyler	25a Strathville Road	Earlsfield	London	BS35 1TD	14,927
Miss	Sue	Hyett	2 Ware Park Manor	Ware Park	Ware	SW18 4QX	14,927
Mr	Phil	Kench	10 Stonehill Close	East Shreen	London	SG12 0DX	14,927
Ms	Pam	Matthews	23 St Johns Street		Devizes	SW14 8RP	14,927
Mr	Matthew	Roake	48 Budbury Close		Bradford on Avc	SN10 1BN	14,927
Mr	Steve	Rogan	15B Gauden Road	Clapham North	London	BA15 1QG	14,927
Mrs	Rachel	Wall	The Garden Flat	138a Lancaster Road	London	SW4 6LR	14,927
Miss	Lisa	White	4 Robert Court	Emersons Green	Bristol	W11 1QU	14,927
Ms	Claire	Wynne-Hughes	13 Gladstone Road	Combe Down	Bath	BS16 7AY	14,927
Mr	Paul	Braslett	8 Campion Hall Drive		Didcot	BA2 5HJ	14,927
Mrs	David	Buckingham	32 Nauton Park Road	Leckhampton	Cheltenham	Oxfordshire	13,061
Mrs	Leonora	Burrows	48 Cleve Road	Knowle	Bristol	GL53 7DG	13,061
Mr	Stephen	Crawford	Elmea House	Railway Lane	Wellow	BS4 2JP	13,061
Mr	Tim	Franklin	47 Springfield		Bradford on Avc	BA2 8QG	13,061
Mr	Chris	Heavens	10 Driftwood Park	The Grove	Christchurch	BA15 1BA	13,061
Ms	Adrienne	Jackson	26 Easton Town	Sherston	Dorset	BH23 2GA	13,061
Mr	Robert	Kay	29 Argyle Drive		Nr Malmesbury	SN16 OLS	13,061
Mr	Charles	Medd	124 Newbridge Road		Chippenhams	SN14 6RP	13,061

Ground Floor Apartment			The Brewhouse Tower 30 The Old Brewery Road, Nr Frome Somerset			BA11 6NT		
Mrs	Anne	O'Connor	7 Inkerman Close	North Bradley	Abington	OX14 1NG	13,061	
Mr	John	Somerfield	2 Ireland		Trowbridge	Wiltshire	13,061	
Miss	Sara	Thomas	63 Baileys Barn		Bradford on Avc	Wiltshire	13,061	
Mr	Mark	Adams	25a Rivers Street		Bath	BA1 2QA	11,195	
Miss	Joanne	Baker	1B Jeffrey's Road	Brassmill Lane	London	SW4 6QU	11,195	
Miss	Annie	Brooks	Drifwood	Bath Marina	B & NES	BA1 3JT	11,195	
Ms	Elaine	Byrne	40 Abbots Road	Hanham	Bristol	BS15 3NG	11,195	
Mr	John	Conlon	2 Wiltshire Gardens		Twickenham	TW2 6ND	11,195	
Mr	Mike	Fleet	80 Roman Way	Stoke Bishop	Bristol	BS9 1SS	11,195	
Mr	Duncan	Hall	4 Magdalen Road		Bath	BA2 4QA	11,195	
Mr	James	Landale	23 Blackthorn Way	Hilperton	Staverton	BA14 8UE	11,195	
Mr	Duncan	McCarthy	23 Frome Valley Road	Stapleton	Bristol	BS16 1HF	11,195	
Mr	Richard	Roberts	The Garden Flat	35 Cotham Vale	Bristol	BS6 6HS	11,195	
Ms	Brenda	Smith	35 Temperance Street		St Albans	AL3 4PZ	11,195	
Mr	Adrian	Spooner	113A Whitton Road	Ground Floor Flat	Twickenham	TW1 1BZ	11,195	
Mr	Robert	Bennett	35 Rosedale Gardens		Trowbridge	BA14 9TL	9,329	
Mrs	Sally	Brown	6 Minster Way	Bathwick	Bath	BA2 6RQ	9,329	
Mr	David	Channer	2 Westcote Close		Witney	OX28 5FF	9,329	
Mr	David	Jolly	25 Lacock Gardens	Hilperton	Trowbridge	BA14 7TF	9,329	
Mr	Michael	Lee	7 Alexandra Terrace	Blowhorn Street	Marborough	SN8 1DA	9,329	
Mr	Colin	Woods	22 Spring Meadows		Trowbridge	BA14 0HD	9,329	
Mr	Lee	Angell	1 Balmoral Road		Trowbridge	BA14 0JS	7,463	
Mr	Mike	Ashton	5 Glenavon Park	Sneyd Park	Bristol	BS9 1RS	7,463	
Mr	Robert	Burns	1 May Tree Close	Coates	Nr Cirencester	GL7 6NQ	7,463	
Mrs	Felicity	Cardew	54 Firwood Avenue		Epsom	KT19 0PR	7,463	
Mr	Paul	Coleman	44 Guildford Street		Brighton	BN1 3LS	7,463	
Mr	Ellis	Cooper	3 Green Lane		Trowbridge	BA14 7DA	7,463	
Mrs	Jenny	Cranfield	13 Church Hill		Wroughton	SN4 9JR	7,463	
Miss	Kate	Davies	5 St Abbs Court	Portishead Drive	Milton Keynes	MK4 3FW	7,463	
Mr	Martin	Foord	51 Cotham Road	Cotham	Bristol	BS6 6DN	7,463	
Mr	Will	Gulliver	71 The Ashway	Brinkworth	Northampton	NN6 9UZ	7,463	
Ms	Janette	Hicks	4 Victoria Place	Wanswell	Berkeley	GL13 9SB	7,463	
Mr	Rob	McNally	36 Falcondale Road		Bristol	BS9 3JU	7,463	
Miss	Kelly	Moir	4 Leavesden Court	Mallards Road	Abbots Langley	WD5 0GT	7,463	
Miss	Rosie	Newey	Bottom Flat	113A Whitton Road	Twickenham	TW1 3HD	7,463	
Miss	Tracey	Reed	33 White Street	West Lavington	Devises	SN10 4LP	7,463	
Ms	Caroline	Schmidt	18 Horton Street		Frome	BA11 3DP	7,463	
Mr	Paul	Tewksbury	2a Walnut Tree Close	Stratton St Margaret	Swindon	SN3 4NR	7,463	
Miss	Donna	Williams	First Floor Flat	8 St Lukes Avenue	London	SW4 7LQ	7,463	

Total 1,253,843