

Package: 'Laserform'
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88(2)

Return of Allotment of Shares

Please complete in typescript,
or in bold black capitals.

CHFP025

Company Number

4415765

Company name in full

VIRGIN BLUE INVESTMENTS LIMITED

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

Day Month Year

0 3 0 5 2 0 0 2

To

Day Month Year

Class of shares

(ordinary or preference etc)

ORDINARY

Number allotted

999

Nominal value of each share

£1

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

£95,485.35

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

100

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)

The shares are allotted in consideration for the
transfer to the Company of 3,330,650 shares in the
capital of Virgin Blue Holdings Limited.

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
For companies registered in Scotland DX 235 Edinburgh

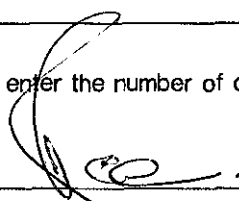


Names and addresses of the allottees (List joint share allotments consecutively)

Shareholder details		Shares and share class allotted	
Name <u>Virgin Group Investments Limited</u>		Class of shares allotted <u>ORDINARY</u>	Number allotted <u>999</u>
Address <u>Craigmuir Chambers, P.O. Box 71, Road Town, Tortola,</u> <u>British Virgin Islands</u>			
UK Postcode <u> L L L L L L L </u>			
Name <u> </u>		Class of shares allotted <u> </u>	Number allotted <u> </u>
Address <u> </u> <u> </u>			
UK Postcode <u> L L L L L L L </u>			
Name <u> </u>		Class of shares allotted <u> </u>	Number allotted <u> </u>
Address <u> </u> <u> </u>			
UK Postcode <u> L L L L L L L </u>			
Name <u> </u>		Class of shares allotted <u> </u>	Number allotted <u> </u>
Address <u> </u> <u> </u>			
UK Postcode <u> L L L L L L L </u>			
Name <u> </u>		Class of shares allotted <u> </u>	Number allotted <u> </u>
Address <u> </u> <u> </u>			
UK Postcode <u> L L L L L L L </u>			

Please enter the number of continuation sheets (if any) attached to this form

Signed



Date

1 JULY 2002

A director / secretary / administrator / administrative director / 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.

Macfarlanes	
10 Norwich Street, LONDON, EC4A 1BD	
FJA/563773/1874607.01	Tel +44 (0)20 7831 9222
DX number DX: 138	DX exchange Chancery Lane