



COMPANIES FORM No. 88(2) (Rev 1988)
Return of allotments of shares

88(2)

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

(REVISED 1988)

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

Please do not
write in this
margin

To the Registrar of Companies (address overleaf)
(see note 1)
Companies House
Crown Way
Cardiff CF4 3UZ

Company number

2857673

Please complete
legibly, preferably
in black type, or
bold block lettering

1. Name of company

* Insert full name
of company

* VIRGIN VOYAGER LIMITED

2. This section must be completed for all allotments

1 distinguish
between
ordinary
preference, etc.

Description of shares †	ORDINARY		
A Number allotted	22,122,880		
B Nominal value of each	US\$ 0.01	£	£
C Total amount (if any) paid or due and payable on each share (including premium if any)	US\$ 0.01	£	£

Date(s) on which the shares were allotted

(a) [on 31 January 19 94] \$, or

(b) [from 19 to 19] \$

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

5 complete
(a) or (b) as
appropriate

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. Please use percentage.			
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):

FRESHFIELDS
65 FLEET STREET
LONDON
EC4Y 1HS

For official use

Post room



Please do not
write in the
margin

Please complete legibly, preferably in black type, or bold block lettering

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‡ Insert
Director,
Secretary,
Administrator,
Administrative
Receiver or
Receiver
(Scottland) as
appropriate

Companies registered in Scotland should deliver this form to:-

**The Registrar of Companies
Companies Registration Office
102 George Street
Edinburgh
EH2 3DJ**

VIRGIN VOYAGER LIMITED

Names and Addresses of Allottees

Names and Address	Number of Ordinary Shares Allotted
Richard Charles Nicholas Branson 11 Holland Park London W11	2,600,904
Trevor Michael Abbott Blendons Highcotts Lane West Clandon Surrey GU4 7AX	33,836
Abacus (C.I.) Limited La Motte Chambers St Helier Jersey Channel Islands	1,748,317
Abacus (C.I.) Limited La Motte Chambers St Helier Jersey Channel Islands	1,747,197
Abacus (C.I.) Limited La Motte Chambers St Helier Jersey Channel Islands	1,748,254
Abacus (C.I.) Limited La Motte Chambers St Helier Jersey Channel Islands	1,719,852
Abacus (C.I.) Limited La Motte Chambers St Helier Jersey Channel Islands	1,678,109



Morgan Grenfell Trustee Services (Guernsey)
Limited
PO Box 96
Morgan Grenfell House
Lefebvre Street
St Peter Port
Guernsey
Channel Islands

1,740,211

Morgan Grenfell Trustee Services (Guernsey)
Limited
PO Box 96
Morgan Grenfell House
Lefebvre Street
St Peter Port
Guernsey
Channel Islands

333,909

Morgan Grenfell Trustee Services (Guernsey)
Limited
PO Box 96
Morgan Grenfell House
Lefebvre Street
St Peter Port
Guernsey
Channel Islands

1,716,876

Morgan Grenfell Trustee Services (Guernsey)
Limited
PO Box 96
Morgan Grenfell House
Lefebvre Street
St Peter Port
Guernsey
Channel Islands

1,507,998

Morgan Grenfell Trustee Services (Guernsey)
Limited
PO Box 96
Morgan Grenfell House
Lefebvre Street
St Peter Port
Guernsey
Channel Islands

333,909

Morgan Grenfell Trustee Services (Guernsey) Limited PO Box 96 Morgan Grenfell House Lefebvre Street St Peter Port Guernsey Channel Islands	175
Morgan Grenfell Trustee Services (Guernsey) Limited PO Box 96 Morgan Grenfell House Lefebvre Street St Peter Port Guernsey Channel Islands	351
Morgan Grenfell Trustee Services (C.I.) Limited PO Box 96 Morgan Grenfell House Lefebvre Street St Peter Port Guernsey Channel Islands	2,606,491
Morgan Grenfell Trustee Services (C.I.) Limited PO Box 96 Morgan Grenfell House Lefebvre Street St Peter Port Guernsey Channel Islands	2,606,491
Total	<hr/> 22,122,880 <hr/>