



Please complete in typescript, or in bold black capitals.

CHFP029

016555/585

S.P.

363a

Annual Return

Company Number 2857673

Company Name in full VIRGIN VOYAGER LIMITED

Date of this return

The information in this return is made up to

Day Month Year
3 0 / 0 6 / 2 0 0 2

Date of next return

If you wish to make your next return to a date earlier than the anniversary of this return please show the date here. Companies House will then send a form at the appropriate time.

Day Month Year
3 0 / 0 6 / 2 0 0 3

Registered Office

Show here the address at the date of this return.

120 CAMPDEN HILL ROAD

Any change of registered office must be notified on form 287.

Post town LONDON

County / Region _____

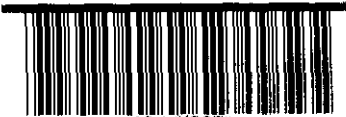
UK Postcode W 8 7 A R

Principal business activities

Show trade classification code number(s) for the principal activity or activities.

7415

If the code number cannot be determined, give a brief description of principal activity.



A48 #A8JHKC97* 0535
COMPANIES HOUSE 06/07/02

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

DX 235 Edinburgh

Register of members

If the register of members is not kept at the registered office, state here where it is kept.

Post town _____

County / Region _____ UK Postcode

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 registered office, state here where it is kept.

Post town _____

County / Region _____ UK Postcode

Company type

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

Please tick the appropriate box

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.

Name * Style / Title MR

Forename(s) PETER GERARDUS

Surname(s) GRAM

Address 9 LAMBYN CROFT

LANGSHOTT

Post town HORLEY

County / Region SURREY UK Postcode R H 6 9 X U

Country ENGLAND

Directors

Details of new directors must be notified on form 288a

Please list directors in alphabetical order.

Name * Style / Title MR

Directors In the case of a director that is a corporation or a Scottish firm, the name is the corporate or firm name.

Day Month Year
Date of birth 0 2 / 0 4 / 1 9 6 0

Forename(s) GORDON DOUGLAS

Surname MCCALLUM

Address 15 FIRST STREET

Usual residential address must be given. In the case of a corporation or a Scottish firm, give the registered or principal office address.

Post town LONDON

County / Region UK Postcode S W 3 2 L B

Country ENGLAND Nationality BRITISH

Business occupation COMPANY DIRECTOR

* Voluntary details.

Name * Style / Title MR

Directors In the case of a director that is a corporation or a Scottish firm, the name is the corporate or firm name.

Day Month Year
Date of birth 2 3 / 0 8 / 1 9 5 6

Forename(s) STEPHEN THOMAS MATTHEW

Surname MURPHY

Address 23 THE CRESCENT

Usual residential address must be given. In the case of a corporation or a Scottish firm, give the registered or principal office address.

Post town LONDON

County / Region UK Postcode S W 1 3 0 N N

Country ENGLAND Nationality BRITISH

Business occupation ACCOUNTANT

Directors**Details of new directors must be notified on form 288a***Please list directors in alphabetical order.*

Name * Style / Title | MR _____

Directors In the case of a director that is a corporation or a Scottish firm, the name is the corporate or firm name.Date of birth | Day | Month | Year
| 2 | 2 | / | 0 | 2 | / | 1 | 9 | 6 | 0

Forename(s) | WILLIAM ELLIOTT _____

Surname | WHITEHORN _____

Address | 31 DENTS ROAD _____

Usual residential address must be given. In the case of a corporation or a Scottish firm, give the registered or principal office address.

Post town | LONDON _____

County / Region | _____ UK Postcode | S | W | 1 | 1 | 6 | J | A

Country | _____ Nationality | BRITISH _____

Business occupation | BRAND DEVELOPMENT/CORPORATE AFFAIRS DIR. _____

* Voluntary details.

Name * Style / Title | _____

Directors In the case of a director that is a corporation or a Scottish firm, the name is the corporate or firm name.Date of birth | Day | Month | Year
| | | / | | | / | | | | |

Forename(s) | _____

Surname | _____

Address | _____

Usual residential address must be given. In the case of a corporation or a Scottish firm, give the registered or principal office address.

Post town | _____

County / Region | _____ UK Postcode | | | | | | | | |

Country | _____ Nationality | _____

Business occupation | _____

Issued share capital

Enter details of all the shares in issue at the date of this return.

Class <i>(e.g. Ordinary/Preference)</i>	Number of shares issued	Aggregate Nominal Value <i>(i.e. Number of shares issued multiplied by nominal value per share, or total amount of stock)</i>
£0.10 A ORDINARY	22,122,880	£ 2,212,288.00
US\$0.01 ORD	4,720,037,880	US\$ 47,200,378.80
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 returns.

There were no changes in the period

on paper in another format

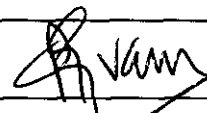
A list of changes is enclosed

A full list of shareholders is enclosed

Certificate

I certify that the information given in this return is true to the best of my knowledge and belief.

Signed



Date

02.07.02

† Please delete as appropriate.

† a director/secretary

When you have signed the return send it with the fee to the Registrar of Companies. Cheques should be made payable to **Companies House**.

This return includes

(enter number)

continuation sheets.

Please give the name, address, telephone number, and if available, a DX number and Exchange, for the person Companies House should contact if there is any query.

MR P G GRAM, 120 CAMPDEN HILL ROAD, LONDON, W8 7AR

Tel 020 7313 2000

DX number

DX exchange



**List of past and present shareholders
Schedule to form 363a**

CHFP029

Company Number 2857673

Company Name in full VIRGIN VOYAGER 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

Shareholders' details	Class and number of shares or amount of stock held	Shares or amount of stock transferred <i>(if appropriate)</i>	Date of registration of transfer
Name <u>VOYAGER INVESTMENTS (BVI) LIMITED</u> Address <u>CRAIGMUIR CHAMBERS, P.O. BOX 71, ROAD TOWN,</u> <u>TORTOLA, BRITISH VIRGIN ISLANDS</u> UK Postcode <u> L L L L L L L</u>	£0.10 A Ordinary 22,122,880		
Name <u>VOYAGER INVESTMENTS (BVI) LIMITED</u> Address <u>CRAIGMUIR CHAMBERS, P.O. BOX 71, ROAD TOWN,</u> <u>TORTOLA, BRITISH VIRGIN ISLANDS</u> UK Postcode <u> L L L L L L L</u>	US\$0.01 Ord 4,697,915,000		
Name <u>VVL: BEARER SHARE WARRANT NO. 1 ISSUED</u> <u>31.01.94 FOR 1,748,317 ORDINARY SHARES OF US\$0.01</u> Address _____ _____ UK Postcode <u> L L L L L L L</u>	US\$0.01 Ord 1,748,317		

List of past and present shareholders (Continued)

CHFP029

Company Number 2857673

Shareholders' details	Class and number of shares or amount of stock held	Shares or amount of stock transferred <i>(if appropriate)</i>	Date of registration of transfer
Name VVL: BEARER SHARE WARRANT NO. 2 ISSUED 31.01.94 FOR 1,747,197 ORDINARY SHARES OF US\$0.01 Address _____ _____ _____ UK Postcode L L L L L L L L	US\$0.01 Ord 1,747,197		
Name VVL: BEARER SHARE WARRANT NO. 3 ISSUED 31.01.94 FOR 1,748,254 ORDINARY SHARES OF US\$0.01 Address _____ _____ _____ UK Postcode L L L L L L L L	US\$0.01 Ord 1,748,254		
Name VVL: BEARER SHARE WARRANT NO. 4 ISSUED 31.01.94 FOR 1,719,852 ORDINARY SHARES OF US\$0.01 Address _____ _____ _____ UK Postcode L L L L L L L L	US\$0.01 Ord 1,719,852		
Name VVL: BEARER SHARE WARRANT NO. 5 ISSUED 31.01.94 FOR 1,678,109 ORDINARY SHARES OF US\$0.01 Address _____ _____ _____ UK Postcode L L L L L L L L	US\$0.01 Ord 1,678,109		
Name VVL: BEARER SHARE WARRANT NO. 6 ISSUED 31.01.94 FOR 1,740,211 ORDINARY SHARES OF US\$0.01 Address _____ _____ _____ UK Postcode L L L L L L L L	US\$0.01 Ord 1,740,211		

List of past and present shareholders (Continued)

CHFP029

Company Number | 2857673

Shareholders' details	Class and number of shares or amount of stock held	Shares or amount of stock transferred <i>(if appropriate)</i>	Date of registration of transfer
Name VVL: BEARER SHARE WARRANT NO. 7 ISSUED 31.01.94 FOR 333,909 ORDINARY SHARES OF US\$0.01 Address _____ _____ _____ UK Postcode L L L L L L L L	US\$0.01 Ord 333,909		
Name VVL: BEARER SHARE WARRANT NO. 8 ISSUED 31.01.94 FOR 1,716,876 ORDINARY SHARES OF US\$0.01 Address _____ _____ _____ UK Postcode L L L L L L L L	US\$0.01 Ord 1,716,876		
Name VVL: BEARER SHARE WARRANT NO. 9 ISSUED 31.01.94 FOR 1,507,998 ORDINARY SHARES OF US\$0.01 Address _____ _____ _____ UK Postcode L L L L L L L L	US\$0.01 Ord 1,507,998		
Name VVL: BEARER SHARE WARRANT NO.10 ISSUED 31.01.94 FOR 333,909 ORDINARY SHARES OF US\$0.01 Address _____ _____ _____ UK Postcode L L L L L L L L	US\$0.01 Ord 333,909		
Name VVL: BEARER SHARE WARRANT NO.11 ISSUED 31.01.94 FOR 175 ORDINARY SHARES OF US\$0.01 EACH Address _____ _____ _____ UK Postcode L L L L L L L L	US\$0.01 Ord 175		

List of past and present shareholders (Continued)

CHFP029

Company Number 2857673

Shareholders' details	Class and number of shares or amount of stock held	Shares or amount of stock transferred <i>(if appropriate)</i>	Date of registration of transfer
Name VVL: BEARER SHARE WARRANT NO.12 ISSUED 31.01.94 FOR 351 ORDINARY SHARES OF US\$0.01 EACH Address _____ _____ _____ UK Postcode L L L L L L L L	US\$0.01 Ord 351		
Name VVL: BEARER SHARE WARRANT NO.13 ISSUED 31.01.94 FOR 2,606,491 ORDINARY SHARES OF US\$0.01 Address _____ _____ _____ UK Postcode L L L L L L L L	US\$0.01 Ord 2,606,491		
Name VVL: BEARER SHARE WARRANT NO.14 ISSUED 31.01.94 FOR 2,606,491 ORDINARY SHARES OF US\$0.01 Address _____ _____ _____ UK Postcode L L L L L L L L	US\$0.01 Ord 2,606,491		
Name VVL: BEARER SHARE WARRANT NO.15 ISSUED 31.01.94 FOR 2,600,904 ORDINARY SHARES OF US\$0.01 Address _____ _____ _____ UK Postcode L L L L L L L L	US\$0.01 Ord 2,600,904		
Name VVL: BEARER SHARE WARRANT NO.16 ISSUED 31.01.94 FOR 33,836 ORDINARY SHARES OF US\$0.01 EACH Address _____ _____ _____ UK Postcode L L L L L L L L	US\$0.01 Ord 33,836		