

Virgin Group Limited

Annual Report and Financial Statements

Registered number 02857673

31 December 2018.



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Strategic Report
For the year ended 31 December 2018

Business review

The principal activity of the Company is that of an investment holding company.

On 22 November 2018, the issued share capital was redenominated from USD to GBP, consolidated and divided into 19,379,844,963 ordinary shares of £0.01 each.

The profit for the year, after taxation, amounted to £nil (2017: £nil).

Principal risks and uncertainties

The management of the business and execution of the Company's strategy are subject to a number of risks which impacts the recoverable value of the Company's investments.

From the perspective of the Company, the principal risks and uncertainties are managed with the principal risks of the group comprising Virgin UK Holdings Limited and its wholly-owned subsidiaries (the "Group") under the supervision of the Directors. Further discussion of these risks and uncertainties, in context of the Group as a whole, is provided on pages 4-7 of the Group's annual report for the year ended 31 December 2018, which does not form part of this report.

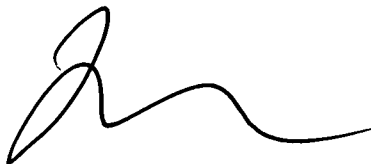
The Company has considerable financial resources, and as an investment holding company no significant changes are expected in relation to its income streams or cost base that could jeopardise this.

The directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing these financial statements.

Financial key performance indicators

Given the straightforward nature of the business, the Company's directors are of the opinion that analysis of KPIs is not necessary for an understanding of the development, performance or position of the business.

This report was approved by the board on 26 September 2019 and signed on its behalf.



B A R Gerrard
Company Secretary
The Battleship Building
179 Harrow Road
London
W2 6NB

Directors' Report
For the year ended 31 December 2018

The directors present their report and the financial statements for the year ended 31 December 2018.

Dividends

There were no dividends paid in the year under review (2017: £nil).

Directors

The directors who served during the year were:

R P Blok
I P Woods

Disclosure of information to auditor

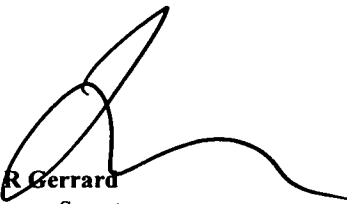
Each of the persons who are directors at the time when the Directors' Report is approved has confirmed that:

- so far as the directors are aware, there is no relevant audit information of which the Company's auditor is unaware, and
- the directors have taken all the steps that ought to have been taken as directors in order to be aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

Auditor

Pursuant to Section 487 of the Companies Act 2006 the auditors will be deemed to be reappointed and KPMG LLP will therefore continue in office.

This report was approved by the board on 26 September 2019 and signed on its behalf.


B A R Gerrard
Company Secretary
The Battleship Building
179 Harrow Road
London
W2 6NB

Statement of Directors' Responsibilities in Respect of the Directors' Report and the Financial Statements

The directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law they have elected to prepare the financial statements in accordance with UK accounting standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 101 *Reduced Disclosure Framework*.

Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- assess the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that its financial statements comply with the Companies Act 2006. They are responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.



Independent Auditor's Report to the Members of Virgin Group Limited

Opinion

We have audited the financial statements of Virgin Group Limited (the "Company") for the year ended 31 December 2018, which comprise the Profit and Loss Account and Other Comprehensive Income, Balance Sheet, Statement of Changes in Equity and related notes, including the accounting policies in note 1.

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2018 and of its profit for the year then ended;
- have been properly prepared, in accordance with UK accounting standards, including FRS 101 *Reduced Disclosure Framework*; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities are described below. We have fulfilled our ethical responsibilities under, and are independent of the Company in accordance with UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

Brexit other matter

Uncertainties related to the effects of Brexit are relevant to understanding our audit of the financial statements. All audits assess and challenge the reasonableness of estimates made by the directors, and related disclosures and the appropriateness of the going concern basis of preparation of the financial statements. All of these depend on assessments of the future economic environment and the Company's future prospects and performance.

Brexit is one of the most significant economic events for the UK, and at the date of this report its effects are subject to unprecedented levels of uncertainty of outcomes, with the full range of possible effects unknown. We applied a standardised firm-wide approach in response to that uncertainty when assessing the Company's future prospects and performance. However, no audit should be expected to predict the unknowable factors or all possible future implications for a company and this is particularly the case in relation to Brexit.

Going concern

The directors have prepared the financial statements on the going concern basis as they do not intend to liquidate the Company or to cease its operations, and as they have concluded that the Company's financial position means that this is realistic. They have also concluded that there are no material uncertainties that could have cast significant doubt over its ability to continue as a going concern for at least a year from the date of approval of the financial statements ("the going concern period").

We are required to report to you if we have concluded that the use of the going concern basis of accounting is inappropriate or there is an undisclosed material uncertainty that may cast significant doubt over the use of that basis for a period of at least a year from the date of approval of the financial statements. In our evaluation of the directors' conclusions, we considered the inherent risks to the Company's business model, including the impact of Brexit, and analysed how those risks might affect the Company's financial resources or ability to continue operations over the going concern period. We have nothing to report in these respects.

However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the absence of reference to a material uncertainty in this auditor's report is not a guarantee that the Company will continue in operation.

Directors' report

The directors are responsible for the directors' report. Our opinion on the financial statements does not cover that report and we do not express an audit opinion thereon.

Our responsibility is to read the directors' report and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work:



Independent Auditor's Report to the Members of Virgin Group Limited *(continued)*

Directors' report *(continued)*

- we have not identified material misstatements in the directors' report;
- in our opinion, the information given in that report for the financial year is consistent with the financial statements; and
- in our opinion, that report has been prepared in accordance with the Companies Act 2006.

Matters on which we are required to report by exception

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the directors were not entitled to take advantage of the small companies exemption from the requirement to prepare a strategic report.

We have nothing to report in these respects.

Other matter - prior period financial statements

We note that the prior period financial statements were not audited. Consequently ISAs (UK) require the auditor to state that the corresponding figures contained within these financial statement are unaudited. Our opinion is not modified in respect of this matter.

Directors' responsibilities

As explained more fully in their statement set out on page 2, the directors are responsible for: the preparation of the financial statements and for being satisfied that they give a true and fair view; such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and using the going concern basis of accounting unless they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

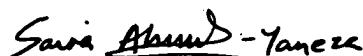
Auditor's responsibilities

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

A fuller description of our responsibilities is provided on the FRC's website at www.frc.org.uk/auditorsresponsibilities.

The purpose of our audit work and to whom we owe our responsibilities

This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members, as a body, for our audit work, for this report, or for the opinions we have formed.



Saira Ahmad-Yaneza (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor

Chartered Accountants

15 Canada Square

London

E14 5GL

26 September 2019

Profit and Loss Account and Other Comprehensive Income
For the year ended 31 December 2018

	<i>Note</i>	2018 £000	2017 £000
Other operating income		-	-
Operating profit		-	-
Taxation	4	-	-
Profit for the year		-	-
Other comprehensive income		-	-
Total comprehensive income for the year		-	-

The notes on pages 9 to 17 form part of these financial statements.

Balance Sheet
As at 31 December 2018

Registered number: 2857673

	<i>Note</i>	2018 £000	2017 £000
Non-current assets			
Investments	10	1,265,230	1,265,230
Net assets		<u>1,265,230</u>	<u>1,265,230</u>
Capital and reserves			
Called up share capital	5	193,798	168,520
Share premium account		289,982	289,982
Merger reserve		26,062	26,062
Profit and loss account		755,388	780,666
Shareholders' funds		<u>1,265,230</u>	<u>1,265,230</u>

The financial statements were approved and authorised by the board and signed on its behalf on 26 September 2019.



I P Woods
Director

The notes on pages 9 to 17 form part of these financial statements.

Statement of Changes in Equity
For the year ended 31 December 2018

	Called up share capital £000	Share premium £000	Merger reserve £000	Profit and loss account £000	Total equity £000
Balance at 1 January 2018	168,520	289,982	26,062	780,666	1,265,230
Comprehensive income for the year					
Profit for the year	-	-	-	-	-
Total comprehensive income for the year	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Transactions with owners, recorded directly in equity					
Redenomination of shares	5 25,278	-	-	(25,278)	-
Total contributions by and distributions to owners	<u>25,278</u>	<u>-</u>	<u>-</u>	<u>(25,278)</u>	<u>-</u>
Balance at 31 December 2018	<u>193,798</u>	<u>289,982</u>	<u>26,062</u>	<u>755,388</u>	<u>1,265,230</u>
Balance at 1 January 2017	168,520	289,982	26,062	780,666	1,265,230
Comprehensive income for the year					
Profit for the year	-	-	-	-	-
Total comprehensive income for the year	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Transactions with owners, recorded directly in equity					
Dividends	-	-	-	-	-
Total contributions by and distributions to owners	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Balance at 31 December 2017	<u>168,520</u>	<u>289,982</u>	<u>26,062</u>	<u>780,666</u>	<u>1,265,230</u>

The notes on pages 9 to 17 form part of these financial statements.

1 Accounting policies**1.1 Basis of preparation of financial statements**

Virgin Group Limited (the "Company") is a company incorporated and domiciled in the UK. The registered office address is The Battleship Building, 179 Harrow Road, London, W2 6NB, United Kingdom.

The Company is exempt by virtue of s400 of the Companies Act 2006 from the requirement to prepare group financial statements. These financial statements present information about the Company as an individual undertaking and not about its group.

The Company's intermediate parent, Virgin UK Holdings Limited, includes the Company in its consolidated financial statements. The consolidated financial statements of Virgin UK Holdings Limited are prepared in accordance with International Financial Reporting Standards as adopted by the EU and are available to the public and may be obtained from the address in note 7.

The financial statements have been prepared in accordance with Financial Reporting Standard 101 'Reduced Disclosure Framework' ("FRS 101") and the Companies Act 2006.

In preparing these financial statements, the Company applies the recognition, measurement and disclosure requirements of International Financial Reporting Standards as adopted by the EU ("Adopted IFRS"), but makes amendments where necessary in order to comply with Companies Act 2006 and has set out below where advantage of the FRS 101 disclosure exemptions has been taken.

In these financial statements, the Company has applied the exemptions under FRS 101 in respect of the following disclosures:

- the requirements of IAS 7 statement of cash flows and related notes;
- comparative period reconciliations for share capital;
- the requirements of IAS 24 related party disclosures in respect of wholly owned subsidiaries;
- the requirements of IFRS 7 financial instruments disclosures; and
- the effects of new but not yet effective IFRSs.

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements.

Judgements made by the directors, in the application of these accounting policies that have significant effect on the financial statements, and estimates with a significant adjustment in the next year are discussed in note 8.

1.2 Adoption of new and revised standards

The Company has applied IFRS 9 'Financial Instruments' for the first time for its annual reporting period commencing 1 January 2018. Applying this new accounting standard has not had a material impact on the Company's financial statements for the year ended 31 December 2018.

There were no amendments to other accounting standards or IFRIC interpretations that are effective for the year ended 31 December 2018 which have had a material impact on the Company's financial statements. Further details in relation to IFRS 9 are noted below.

IFRS 9 Financial Instruments

IFRS 9 replaces IAS 39 'Financial Instruments' and the major changes in accounting policies arising from the adoption of IFRS 9 can be summarised as follows:

- The impairment of financial assets has been significantly amended with the main impact being that IFRS 9 introduces an expected credit loss model when assessing the impairment of financial assets.
- The classification of financial instruments from IAS 39 to IFRS 9 categories. This has had no impact on the Company's opening earnings or carrying values of the financial instruments.

The Company has elected to adopt IFRS 9 without restating comparative information.

1 Accounting policies (continued)

1.3 Going concern

The Company has considerable financial resources, and as an investment holding company no significant changes are expected in relation to its income streams or cost base that could jeopardise this.

The directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing these financial statements.

1.4 Valuation of investments

Investments in subsidiaries are measured at cost less accumulated impairment.

1.5 Current and deferred taxation

Tax on profit or loss for the year comprises current and deferred tax. Tax is recognised in the profit and loss account except to the extent that it relates to items recognised directly in equity or other comprehensive income, in which case it is recognised directly in equity or other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

Deferred tax is provided on temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for: the initial recognition of assets or liabilities that affect neither accounting nor taxable profit other than in a business combination, and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the balance sheet date.

A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilised or that the Company has determined it is appropriate to recognise the deferred tax asset as it is recoverable due to the fact that the Company is part of a UK group for group relief purposes.

1.6 Impairment

A financial asset not carried at fair value through profit and loss is assessed at each reporting period date to determine whether there is objective evidence that is impaired. A financial asset is impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset, and that the loss event had a negative effect on the estimated future cash flows of that asset that can be estimated reliably.

An impairment loss in respect of a financial asset measured at amortised cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the asset's capital effective interest rate. Interest on the impaired asset continues to be recognised through the unwinding of the discount. When a subsequent event causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through profit and loss.

2 Directors' remuneration

The directors did not receive any remuneration during the year for services to the Company (2017: £nil).

3 Auditor's remuneration

Audit fees of £2,000 for the current year (2017: £nil) have been borne by another group company. There were no non-audit services provided.

4 Taxation

	2018	2017
	£000	£000
Current tax		
Current tax on profit for the year	-	-
Total current tax	<u>-</u>	<u>-</u>

Factors affecting tax charge for the year

The charge for the year can be reconciled to the profit per the profit and loss account as follows:

	2018	2017
	£000	£000
Profit on ordinary activities before tax	<u>-</u>	<u>-</u>
Tax on profit at standard UK tax rate of 19.00% (2017: 19.25%)	<u>-</u>	<u>-</u>

The Company has not recognised deferred tax assets in respect of gross unused tax losses of £17,834,252 (2017: £17,834,252).

5 Share capital

	2018	2017
	£000	£000
Shares classified as equity		
Allotted, called up and fully paid		
19,379,844,963 ordinary shares of £0.01 each	193,798	-
25,000,000,002 ordinary shares of US\$0.01 each	<u>-</u>	<u>168,520</u>

On 22 November 2018, the issued share capital was redenominated from USD to GBP, consolidated and divided into 19,379,844,963 ordinary shares of £0.01 each.

6 Related party transactions

As at 31 December 2018, the Company's ultimate parent undertaking was Virgin Group Holdings Limited, whose sole shareholder is Sir Richard Branson. The shareholder of Virgin Group Holdings Limited has interests directly or indirectly in certain other companies which are considered to give rise to related party disclosures under International Accounting Standard 24: Related Party Disclosures.

As a 100% owned subsidiary of Virgin Group Holdings Limited, the Company has taken advantage of the exemption under FRS 101: Reduced Disclosure Framework, which enables it to exclude disclosures with Virgin Group Holdings Limited and its wholly owned subsidiaries.

7 Controlling party

As at 31 December 2018, the company's ultimate parent undertaking was Virgin Group Holdings Limited, a company incorporated in the British Virgin Islands.

The largest and smallest group in which the company's results are consolidated are those for Virgin UK Holdings Limited and Virgin Holdings Limited respectively, both companies are registered in England and Wales. The consolidated financial statements of these groups can be obtained from Companies House, Crown Way, Cardiff, CF14 3UZ.

8 Accounting estimates and judgements

The preparation of the financial statements in conformity with FRS 101 requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from the estimates calculated.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

There are no accounting policies that are considered to be critical, because they either require a significant amount of management judgement or the results are material to the Company's financial statements.

9 Post balance sheet events

As part of a Group Simplification exercise, Virgin Holdings Limited acquired the Company's indirect subsidiaries Voyager Group Limited, Virgin Corporate Services Limited, Virgin Management Limited and Virgin Management USA, Inc on 7 February 2019 from the Company's direct subsidiary Virgin Models Limited.

On 7 February 2019 some 2,606,221,194 bonus shares were issued and allotted to Barfair Limited in respect of the cancellation of the Merger Reserve.

On 8 February 2019 the Company undertook a capital reduction pursuant to which 21,986,066,156 shares were bought back and cancelled.

Intercompany debtors arising from the reorganisation were distributed to the Company by Virgin Models Limited and subsequently distributed by the Company on 8 February 2019 in the amount of £1,753,636,787.

10 Investments

	Investments in subsidiary companies £000
Cost	
At 1 January 2018 and 31 December 2018	<u>1,265,230</u>
Net book value	
At 31 December 2018	<u>1,265,230</u>
At 31 December 2017	<u>1,265,230</u>

The Company has the following investments in subsidiaries:

Subsidiaries	Country of incorporation	% Holding	Share type
VAL TM (Holdings) Limited* The Battleship Building, 179 Harrow Road, London W2 6NB, United Kingdom	England & Wales	51.0%	Ordinary
VAL TM Limited* The Battleship Building, 179 Harrow Road, London W2 6NB, United Kingdom	England & Wales	51.0%	Ordinary
VAL Trademark Three Limited* The Battleship Building, 179 Harrow Road, London W2 6NB, United Kingdom	England & Wales	100.0%	Ordinary
VAL Trademark Two Limited* The Battleship Building, 179 Harrow Road, London W2 6NB, United Kingdom	England & Wales	100.0%	Ordinary
VEL Holdings Limited* The Battleship Building, 179 Harrow Road, London W2 6NB, United Kingdom	England & Wales	100.0%	Ordinary
VHC Lower LLC* 65 Bleecker Street, 6th Floor, New York 10012, USA	USA	87.7%	Membership interest
VHC Middle LLC* 65 Bleecker Street, 6th Floor, New York 10012, USA	USA	87.7%	Membership interest
VHC Upper, LLC* 65 Bleecker Street, 6th Floor, New York 10012, USA	USA	87.7%	Membership interest
VHP Holdings, LP* Corporation Service Company, 251 Little Falls Drive, Wilmington, DE 19808, USA	USA	98.1%	Class A units
VHRE New Orleans LLC* Corporation Service Company, 251 Little Falls Drive, Wilmington, DE 19808, USA	USA	100.0%	Membership interest
VHRE Las Vegas LLC* Corporation Service Company, 251 Little Falls Drive, Wilmington, DE 19808, USA	USA	100.0%	Membership interest

10 Investments (continued)

Subsidiaries	Country of incorporation	% Holding	Share type
Virgin Aviation TM Limited* The Battleship Building, 179 Harrow Road, London W2 6NB, United Kingdom	England & Wales	100.0%	Ordinary
Virgin Aviation TM Holdings Limited* The Battleship Building, 179 Harrow Road, London W2 6NB, United Kingdom	England & Wales	100.0%	Ordinary
Virgin Corporate Services Limited* The Battleship Building, 179 Harrow Road, London W2 6NB, United Kingdom	England & Wales	100.0%	Ordinary
Virgin Enterprises Limited* The Battleship Building, 179 Harrow Road, London W2 6NB, United Kingdom	England & Wales	100.0%	Ordinary
Virgin Entertainment Holdings Inc* Corporation Service Company, 251 Little Falls Drive, Wilmington, DE 19808, USA	USA	100.0%	Ordinary
Virgin Hotels Chicago LLC* Incorp Services, 919 North Market Street, Suite 950, Wilmington, New Castle, DE 19801, USA	USA	87.7%	Membership interest
Virgin Hotels Dallas LLC* Incorp Services, 919 North Market Street, Suite 950, Wilmington, New Castle, DE 19801, USA	USA	87.7%	Partnership interest
Virgin Hotels Holdings, LLC* Corporation Service Company, 251 Little Falls Drive, Wilmington, DE 19808, USA	USA	96.4%	Class A Units
Virgin Hotels, LLC* Corporation Service Company, 251 Little Falls Drive, Wilmington, DE 19808, USA	USA	95.8%	Membership interest
Virgin Hotels Nashville, LLC* Incorp Services, 919 North Market Street, Suite 950, Wilmington, New Castle, DE 19801, USA	USA	87.7%	Membership interest
Virgin Hotels New York LLC* Incorp Services, 919 North Market Street, Suite 950, Wilmington, New Castle, DE 19801, USA	USA	87.7%	Membership interest
Virgin Hotels North America, LLC* Incorp Services, 919 North Market Street, Suite 950, Wilmington, New Castle, DE 19801, USA	USA	87.7%	Membership interest
Virgin Hotels Palm Springs, LLC* Incorp Services, 919 North Market Street, Suite 950, Wilmington, New Castle, DE 19801, USA	USA	87.7%	Membership interest

10 Investments (continued)

Subsidiaries	Country of incorporation	% Holding	Share type
Virgin Hotels San Francisco LLC* Incorp Services, 919 North Market Street, Suite 950, Wilmington, New Castle, DE 19801, USA	USA	87.7%	Membership interest
VH San Fran, LLC* 65 Bleeker Street, 6th Floor, New York 10012, USA	USA	87.7%	Membership interest
Virgin Hotels Silicon Valley LLC* Incorp Services, 919 North Market Street, Suite 950, Wilmington, New Castle, DE 19801, USA	USA	87.7%	Membership interest
Virgin Hotels New Orleans, LLC* Incorp Services, 919 North Market Street, Suite 950, Wilmington, New Castle, DE 19801, USA	USA	87.7%	Membership interest
Virgin Hotels Las Vegas, LLC* Incorp Services, 919 North Market Street, Suite 950, Wilmington, New Castle, DE 19801, USA	USA	87.7%	Membership interest
Virgin Hotels DC Union Market, LLC* (previously <i>Virgin Hotels DC Union Market, LLC</i>) Incorp Services, 919 North Market Street, Suite 950, Wilmington, New Castle, DE 19801, USA	USA	87.7%	Membership interest
Virgin Hotels Edinburgh, LLC* Incorp Services, 919 North Market Street, Suite 950, Wilmington, New Castle, DE 19801, USA	USA	87.7%	Membership interest
Virgin Limited* The Battleship Building, 179 Harrow Road, London W2 6NB, United Kingdom	England & Wales	100.0%	Ordinary
Virgin Management Asia Pacific Pty Limited* Virgin Active Health Clubs, Level 5, East Village, 2A Defries Avenue, Zetland NSW 2017, Australia	Australia	100.0%	Ordinary
Virgin Management Limited* The Battleship Building, 179 Harrow Road, London W2 6NB, United Kingdom	England & Wales	100.0%	Ordinary
Virgin Management South Africa (Pty) Limited* Unit G5 Century Gate Office Park, CNR Century Way and Bosmansdam Road, Century City, 7441, South Africa	South Africa	100.0%	Ordinary
Virgin Management USA Inc* Corporation Service Company, 251 Little Falls Drive, Wilmington, DE 19808, USA	USA	100.0%	Ordinary
Running Bulls LLC* Corporation Service Company, 251 Little Falls Drive, Wilmington, DE 19808, USA	USA	73.0%	Membership interest

10 Investments (continued)

Subsidiaries	Country of incorporation	% Holding	Share type
Virgin Models Limited (<i>placed into liquidation on 6 March 2019</i>) The Battleship Building, 179 Harrow Road, London W2 6NB, United Kingdom	England & Wales	100.0%	Ordinary
Virgin Management Consulting (Shanghai) Co Limited (<i>placed into liquidation on 21 October 2009</i>) Room 27, 23rd Floor, 33 Hua Yuan Shi Qiao Road, Pudong District, Shanghai, China	China	100.0%	Ordinary
Village Development LLC, (previously Virgin Rail Texas LLC)* Corporation Service Company, 251 Little Falls Drive, Wilmington, DE 19808, USA	USA	100.0%	Membership interest
Virgin Start Up Limited* The Battleship Building, 179 Harrow Road, London W2 6NB, United Kingdom	England & Wales	100.0%	Ordinary
Virgin Summit Eden House, LLC* Corporation Service Company, 251 Little Falls Drive, Wilmington, DE 19808, USA	USA	100.0%	Membership interest
Virgin Trustee Services Limited* The Battleship Building, 179 Harrow Road, London W2 6NB, United Kingdom	England & Wales	100.0%	Ordinary
Virgin Unite Nominees Pty Limited* Virgin Active Health Clubs, East Village Level 5, 2A Defries Avenue, Zetland NSW 2017, Australia	Australia	100.0%	Ordinary
Voyager Group Limited* The Battleship Building, 179 Harrow Road, London W2 6NB, United Kingdom	England & Wales	100.0%	Ordinary Redeemable preference
XS Home Entertainment Limited* (<i>placed into liquidation on 26 September 2018</i>) The Battleship Building, 179 Harrow Road, London W2 6NB, United Kingdom	England & Wales	100.0%	Ordinary
V3L Nashville Inc* Corporation Service Company, 251 Little Falls Drive, Wilmington, DE 19808, USA	USA	100.0%	Ordinary

10 Investments (continued)

Joint ventures and associates	Country of incorporation	% Holding	Share type
VHNA Acquisition LP* Corporation Services, 251 Little Falls Drive, Wilmington, DE 19808, USA	USA	30.9%	Partnership interest
VH Properties LLLP* Corporation Trust Center, 1209 Orange St, Wilmington, New Castle, USA	USA	34.3%	Partnership interest
VHB Properties LLC* Corporation Trust Center, 1209 Orange St, Wilmington, New Castle, USA	USA	34.3%	Membership interest
VHNA Acquisition, LLC* Corporation Services, 251 Little Falls Drive, Wilmington, DE 19808, USA	USA	72.9%	Membership interest
Nashville Music Row Hotel JV LLC* Robert E. Buccini, 322 A Street, Suite 300, Wilmington, New Castle, DE 19801, USA	USA	50.0%	Membership interest
Nashville Music Row Hotel Mezz LLC* Robert E. Buccini, 322 A Street, Suite 300, Wilmington, New Castle, DE 19801, USA	USA	50.0%	Membership interest
Nashville Music Row Hotel Owner LLC* Robert E. Buccini, 322 A Street, Suite 300, Wilmington, New Castle, DE 19801, USA	USA	50.0%	Membership interest
Nashville Music Row Hotel Holdings LLC* Robert E. Buccini, 322 A Street, Suite 300, Wilmington, New Castle, DE 19801, USA	USA	50.0%	Membership interest
Baronne Street Hotel Sponsor Parent LLC* <i>(previously New Orleans Baronne Street Hotel JV LLC)</i> Robert E Buccini, 322 A Street, Suite 300, Wilmington, DE 19801, USA	USA	81.8%	Ordinary
Baronne Street Hotel Sponsor LLC* <i>(previously New Orleans Baronne Street Hotels Holdings LLC)</i> Robert E Buccini, 322 A Street, Suite 300, Wilmington, DE 19801, USA	USA	81.1%	Ordinary
New Orleans Baronne Street Hotel Mezz LLC* Robert E Buccini, 322 A Street, Suite 300, Wilmington, DE 19801, USA	USA	81.1%	Ordinary
New Orleans Baronne Street Hotel Property Owner LLC* <i>(previously New Orleans Baronne Street Hotel Owner LLC)</i> Robert E Buccini, 322 A Street, Suite 300, Wilmington, DE 19801, USA	USA	81.1%	Ordinary
Streetubez, LLC* 140 Avenida Del Reposo, San Clemente, CA 92672, USA	USA	20.0%	Ordinary

* indirectly held investment