



88(2)

Return of Allotment of Shares

Please complete in typescript, or
in bold black capitals.

CHFP029

Company Number

2857673

Company name in full

VIRGIN VOYAGER LIMITED

Shares allotted (including bonus shares):

Date or period during which shares were allotted <i>(If shares were allotted on one date enter that date in the "from" box)</i>	From			To		
	Day	Month	Year	Day	Month	Year
	1	7	0	1	2	0
				0		5

Class of shares <i>(ordinary or preference etc)</i>	£0.10 A Ordinary		
Number allotted	1000		
Nominal value of each share	£ 0.10		
Amount (if any) paid or due on each share <i>(including any share premium)</i>	0.00		

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		
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Consideration for which the shares were allotted <i>(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)</i>	Allotted in exchange for an issue of 1000 shares of 10p in Virgin Group Ltd		

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

DX 235 Edinburgh
or LP - 4 Edinburgh 2

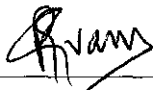


Names and addresses of the allottees *(List joint share allotments consecutively)*

Shareholder details	Shares and share class allotted	
Name VOYAGER INVESTMENTS (BVI) LIMITED <hr/> Address Craigmuir Chambers, P.O. Box 71, Road Town, Tortola. <hr/> UK Postcode L L L L L L L L	Class of shares allotted £0.10 A Ordinary	Number allotted 1000
Name <hr/> Address <hr/> UK Postcode L L L L L L L L	Class of shares allotted	Number allotted
Name <hr/> Address <hr/> UK Postcode L L L L L L L L	Class of shares allotted	Number allotted
Name <hr/> Address <hr/> UK Postcode L L L L L L L L	Class of shares allotted	Number allotted
Name <hr/> Address <hr/> UK Postcode L L L L L L L L	Class of shares allotted	Number allotted

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

Signed



Date

23.02.05

A director / secretary / administrator / administrative receiver / receiver manager / receiver

Please delete as appropriate

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record.

Mr P G Gram	
120 Campden Hill Road, London, W8 7AR.	
Tel	
DX number	DX exchange