

Proxy for Virgin Money Holdings (UK) plc (the “Company”) General Meeting on 10 September 2018 at 11:15 a.m. (or as soon thereafter as the preceding Court Meeting convened for 11:00 a.m. shall have concluded or been adjourned)



+ Voting ID:	Task ID:	Shareholder Reference Number:

You may submit your proxy electronically at [www.sharevote.co.uk](http://www.sharevote.co.uk) using the above numbers.

I being a member/we being members of the Company and entitled to vote at the General Meeting appoint the Chair of the meeting or the person named in the box opposite as my/our proxy to attend, speak and vote for me/us on my/our behalf at the General Meeting of the Company to be held at 11:15 a.m. (or as soon thereafter as the preceding Court Meeting convened for 11:00 a.m. shall have concluded or been adjourned) at the offices of Allen & Overy LLP, One Bishops Square, London E1 6AD, on Monday 10 September 2018 and at any adjournment thereof. The proxy is requested to vote on the undermentioned resolutions as indicated. **See notes 2 to 9.**

Should you be unable to come to the General Meeting but wish to use your voting rights, you should either complete this form of proxy and send it to the Company’s registrar, Equiniti Limited, Aspect House, Spencer Road, West Sussex BN99 6DA (the Registrar) or complete and submit your proxy form electronically at [www.sharevote.co.uk](http://www.sharevote.co.uk) using the above Voting ID, Task ID and Shareholder Reference Number. Alternatively, CREST members may appoint a proxy or proxies through the CREST electronic proxy appointment service by using the procedures described in the CREST Manual. Further details on CREST proxy appointments are set out in the notes of the notice of the General Meeting. To be valid, all proxy appointments must be received not less than 48 hours before the time appointed for the General Meeting or any adjournment(s) therefore (excluding any part of a day that is not a Business Day) (i.e. for the General Meeting on 10 September 2018 by no later than 11:15 a.m. on 6 September 2018). For further assistance with completing this proxy form, please see the notes overleaf.

<input type="checkbox"/>	Please tick here if this proxy appointment is one of multiple proxy appointments being made. For the appointment of more than one proxy, please refer to note 2 in the notes on the reverse of this form	The Vote Withheld option is provided to enable you to instruct the proxy not to vote on any particular resolution. A Vote Withheld is not a vote in law and will not, therefore, be counted in the calculation of the proportion of votes for and against a resolution.
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Please indicate your instructions by marking the “For”, “Against” or “Vote Withheld” boxes in black ink like this.

	For	Against	Vote Withheld
<b>Ordinary Resolutions</b>			
1 To approve, for the purposes of Note 2 to Rule 16 of the City Code on Takeovers and Mergers, the amendment and restatement of the trade mark licence deed dated 1 October 2014, as set out in the Notice of General Meeting.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 To approve, for the purposes of Listing Rule 11.1.7R(3), the amendment and restatement of the trade mark licence deed dated 1 October 2014, as set out in the Notice of General Meeting.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Special Resolution</b>			
3 To give effect to the Scheme, including the amendments to the articles of association of the Company, as set out in the Notice of General Meeting.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Ordinary Resolutions</b>			
4 To approve the amendment of the directors’ remuneration policy, as set out in the Notice of General Meeting.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Signature <input style="width: 200px; height: 20px;" type="text"/>	Date <input style="width: 100px; height: 20px;" type="text"/>		

**Kindly note: In addition to completing this YELLOW form of proxy please also complete and return the BLUE form of proxy enclosed. Please read the attached Notes before completing this form of proxy.**

It is important that as many votes as possible are cast at the General Meeting you are therefore strongly encouraged to complete, sign and return this YELLOW Form of Proxy as soon as possible.

**Attendance card for Virgin Money Holdings (UK) plc General Meeting on 10 September 2018 (the “General Meeting”)**

**Meeting Arrangements**

Please bring this card if you come to the General Meeting to be held at the offices of Allen & Overy LLP, One Bishops Square, London E1 6AD on Monday 10 September 2018 at 11:15 a.m. (or as soon thereafter as the preceding Court Meeting convened for 11.00 a.m. shall have concluded or been adjourned)



## Allen & Overy LLP

### Address

One Bishops Square  
London E1 6AD

### Main telephone number

020 3088 0000

### Nearest tube/train stations

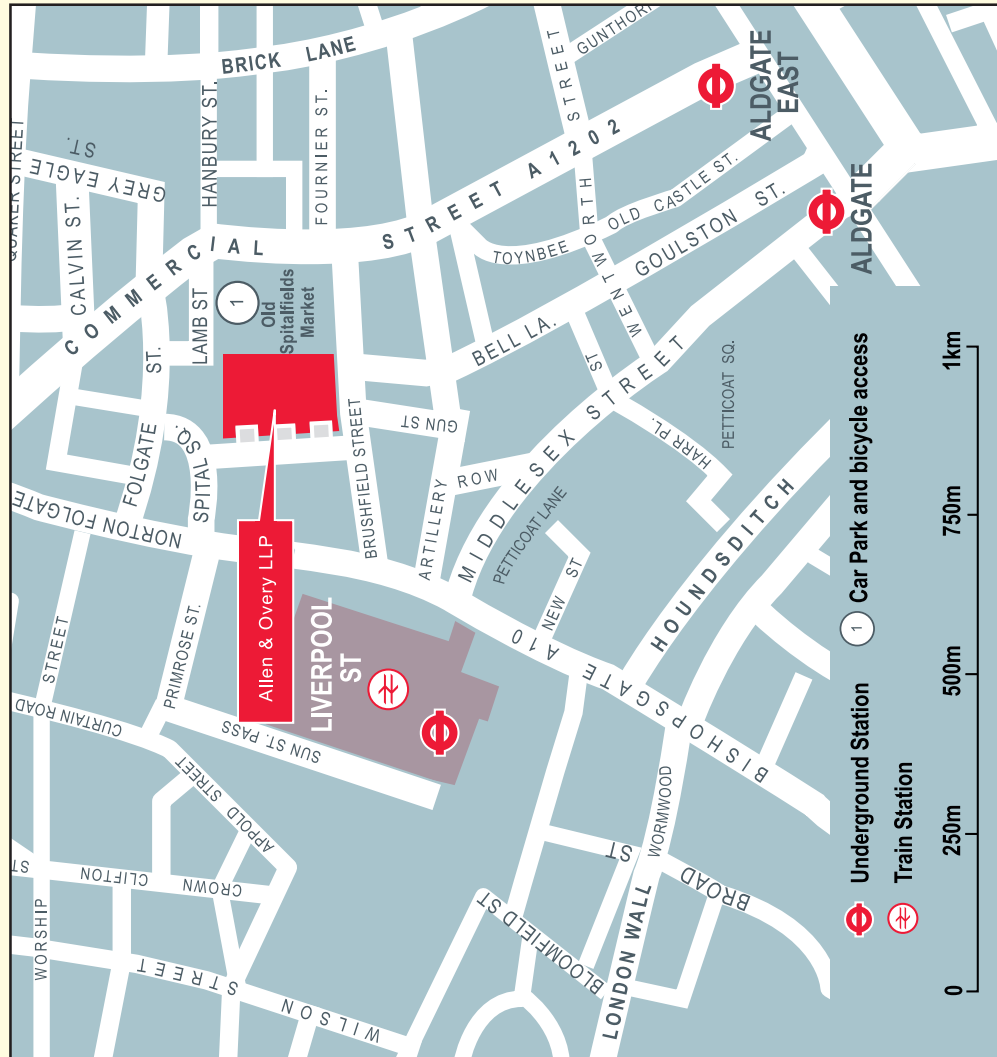
The nearest tube and mainline station is Liverpool Street station. Liverpool Street station is on the Central, Metropolitan, Circle, Hammersmith and City, and Overground lines.

Other nearby tube stations are Aldgate and Aldgate East.

### By foot from Liverpool Street station

Walk northwards up Bishopsgate and turn right into Brushfield Street. You will see an open square with trees and a white tented structure.

Walk past the tented structure and use any of the three entrances to Allen & Overy's office.



### Notes to the Form of Proxy

1. Full details of the resolutions to be proposed at the General Meeting, with explanatory notes, are set out in the Notice of General Meeting which is set out in Part Ten of the circular relating to the Scheme sent to Virgin Money Shareholders on 31 July 2018 (the "Scheme Document"). Before completing this Form of Proxy, please also read "Actions to be taken" set out in paragraph 16 of Part Two of the Scheme Document. Terms defined in the Scheme Document shall apply in this Form of Proxy unless the context otherwise requires.
2. Only Virgin Money Shareholders, or their duly appointed representatives, are entitled to attend, speak and vote at the General Meeting. A Virgin Money Shareholder may appoint one or more proxies (provided that each proxy is appointed to exercise rights attached to a different share or shares), who need not be Virgin Money Shareholders, to exercise all or any of his/her rights to attend, speak and vote on his/her behalf. Proxies may only be appointed using the procedures set out in this Form of Proxy. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. If left blank, your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this Form of Proxy has been issued in respect of a designated account for a Virgin Money Shareholder, the full voting entitlement for that designated account). The Form of Proxy gives your proxy(ies) full rights to attend, speak and vote. If you wish to restrict the rights of your proxy(ies) please cross out either or both of the words 'speak' or 'vote' as you feel appropriate. Any proxy appointed pursuant to this Form of Proxy will vote as indicated by this Form of Proxy on the Ordinary and Special Resolutions. For any other business arising at the General Meeting (including any procedural motion or resolution not listed in the notice of the General Meeting) the proxy appointed pursuant to this Form of Proxy will vote at his sole discretion.
3. This Form of Proxy (i) in the case of an individual must either be signed by the appointor or his attorney or authenticated in accordance with the Company's articles; and (ii) in the case of a corporation must be either given under its common seal or be signed on its behalf by an attorney or a duly authorised officer of the corporation or authenticated in accordance with the Company's articles. Any signature on or authentication of such appointment need not be witnessed. Where an appointment of a proxy is signed on behalf of the appointor by an attorney, the power of attorney or a copy thereof certified notariately or in some other way approved by the Directors of the Company must (unless previously registered with the Company) be submitted to the Company, failing which the appointment may be treated as invalid.
4. The appointment of a proxy will not prevent a Virgin Money Shareholder from subsequently attending and voting at the General Meeting in person. If a Virgin Money Shareholder appoints a proxy or proxies and then decides to attend the General Meeting in person and vote on a poll using his poll card, then the vote in person will override the proxy vote(s). If the vote in person is in respect of the Virgin Money Shareholder's entire holding then all proxy votes will be disregarded. If, however, the Virgin Money Shareholder votes at the meeting in respect of less than the Virgin Money Shareholder's entire holding, and the Virgin Money Shareholder indicates on his polling card that all proxies are to be disregarded, that shall be the case; but if the Virgin Money Shareholder does not specifically revoke proxies then the vote in person will be treated in the same way as if it were the last received proxy and earlier proxies will only be disregarded to the extent that to count them would result in the number of votes being cast exceeding the Virgin Money Shareholder's entire holding.
5. To be valid, the Form of Proxy, and any power of attorney or other authority under which it is executed (or duly certified copy of any such power or authority), must either be (a) sent (or delivered by hand during normal business hours) in the prepaid envelope to Equiniti, at Corporate Actions, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA or (b) lodged using the CREST electronic proxy appointment service in accordance with the procedures set out in the CREST Manual, in each case, so as to arrive no later than 11.15 a.m. (London time) on 6 September 2018 or, if the General Meeting is adjourned, 48 hours (excluding any part of a day that is not a Business Day) before the time fixed for the adjourned General Meeting. A stamp is not required if posted in Great Britain, the Channel Islands or Northern Ireland. Alternatively, Virgin Money Shareholders who prefer to register the appointment of their proxy electronically via the Internet can do so through the Equiniti website at [www.sharevote.co.uk](http://www.sharevote.co.uk) where full instructions on the procedure are given. The Voting ID, Task ID and Shareholder Reference Number printed on the Form of Proxy will be required to use this electronic proxy appointment system. Virgin Money Shareholders who have already registered with the Equiniti online portfolio service, Shareview, can appoint their proxy electronically via their portfolio at [www.shareview.co.uk](http://www.shareview.co.uk). A proxy appointment made electronically will not be valid if any address other than that provided or if received by Equiniti after 11.15 a.m. on 6 September 2018 (or, in the case of an adjourned meeting, later than 48 hours (excluding any part of a day that is not a Business Day) prior to the time and date set for the adjourned meeting). Please note that any electronic communication found to contain a computer virus will not be accepted. A proxy appointment sent by CREST may be treated as invalid in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001. The CREST Manual is available by logging on to [www.euroclear.com](http://www.euroclear.com).
6. Please indicate with an "X" in the boxes how you wish your vote to be cast. Unless otherwise instructed, the person appointed as proxy will exercise his/her discretion as to how he/she votes or whether he/she abstains from voting on the resolution and on any other business (including amendments to the resolution and any procedural business, including any resolution to adjourn), which may come before the General Meeting.
7. The 'Withheld' option on the Form of Proxy is provided to enable you to abstain on the resolution. However, a vote withheld is not a vote in law and will not be counted in the calculation of proportion of votes 'For' and 'Against' the resolution.
8. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), only those Virgin Money Shareholders registered in the register of members of the Company as at 6.30 p.m. (London time) on 6 September 2018 or, if the General Meeting is adjourned, as at 6.30 p.m. (London time) on the day that is 48 hours (excluding any part of a day that is not a Business Day) prior to the General Meeting, will be entitled to attend or vote at the General Meeting in respect of the number of Virgin Money Shares registered in their name at that time. Changes to entries on the relevant register of members after 6.30 p.m. (London time) on 6 September 2018, or, if the General Meeting is adjourned, after 6.30 p.m. (London time) on the day that is 48 hours (excluding any part of a day that is not a Business Day) prior to the General Meeting, will be disregarded in determining the rights of any person to attend or vote at the General Meeting.
9. If you wish to appoint a proxy other than the Chair of the General Meeting please insert their name in the space provided. If you wish to appoint more than one proxy in respect of your shareholding, mark the box where indicated and photocopy the Form of Proxy or contact Equiniti, by telephone on 0371 384 2165 (from within the UK) or on +44 (0) 121 415 0820 (from outside the UK) for further Forms of Proxy. Lines are open from 8.30 a.m. to 5.30 p.m. (London time) Monday to Friday. Calls will be charged at national or international rates as the case may be. Different charges may apply to calls from mobile telephones. Please note that calls may be recorded and Equiniti cannot provide legal, tax or financial advice, or advice on the merits of the Scheme. Please ensure that all of the multiple Forms of Proxy in respect of one registered holding of Virgin Money Shares are sent to Equiniti, Corporate Actions, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA.
10. A Virgin Money Shareholder which is a corporation may authorise a person or persons to act as its representative(s) at the General Meeting. In accordance with the provisions of the Companies Act 2006, each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual member of the Company, provided that it does not do so in relation to the same shares.
11. Any alterations to this Form of Proxy must be initialled by the person who signs it.
12. Neither the death nor the insanity of a Virgin Money Shareholder who has appointed a proxy, nor the revocation or termination by a Virgin Money Shareholder of the appointment of a proxy (or of the authority under which the appointment was made), shall invalidate the proxy or the exercise of any of the rights of the proxy thereunder, unless notice of such death, insanity, revocation or termination shall have been either (i) received by the Company at the address specified for receipt of the Forms of Proxy not less than 48 hours before the commencement of the General Meeting or adjournment thereof or (ii) handed to the Chair of the General Meeting or Equiniti at the General Meeting before the start of the General Meeting.
13. In the case of joint holders, any one holder may vote. If more than one holder is present at the meeting, or purports to appoint a proxy, only the vote of, or appointment made by, the senior holder will be accepted, seniority being determined by the order in which the names appear on the register.
14. You may not use any electronic address provided either in this Form of Proxy, in the Notice of General Meeting or in any related documents to communicate with the Company for any purposes other than those expressly stated.
15. If you have any questions relating to the Form of Proxy, please call Equiniti between 8.30 a.m. and 5.30 p.m. Monday to Friday (except public holidays) on 0371 384 2165 (from within the UK) or +44 (0) 121 415 0820 (from outside the UK). Calls will be charged at national or international rates as the case may be. Different charges may apply to calls from mobile telephones. Please note that calls may be recorded and Equiniti cannot provide legal, tax or financial advice, or advice on the merits of the Scheme.