

AR01

Annual Return

(For returns made up to a date on or after 1 October 2011)

BLUEPRINT

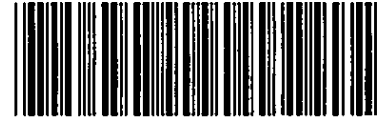
OneWorld

A fee is payable with this form
Please see 'How to pay' on the
last page

You can use the WebFiling service to file this form online
Please go to www.companieshouse.gov.uk

☒ What this form is for
You may use this form to confirm
that the company information is
correct as at the date of this return
You must file an Annual Return at
least once every year

☐ What this form is NOT for
You cannot use this form to give
notice of changes to the company
officers, registered office address,
company type or information
relating to the company records



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EDX 29/8/12 #313
COMPANIES HOUSE

Part 1

Company details

The section must be completed by all companies

→ Filing in this form
Please complete in typescript or in
bold black capitals

All fields are mandatory unless
specified or indicated by *

A1 Company details

Company number 3 0 8 7 5 8 7

Company name in full VIRGIN MONEY HOLDINGS (UK) LIMITED

① Company name change
If your company has recently
changed its name, please provide
the company name as at the date of
this return

A2 Return date

Please give the annual return made up date. The return date must not be a future
date. The annual return must be delivered within 28 days of the date given below.

If you would like the company's made up date to be earlier than 1 October 2011,
please complete the AR01 appropriate for earlier made up dates

Date of this return 0 1 / 0 8 / 2 0 1 2

② Date of this return
Your company's return date
is usually the anniversary of
incorporation or the anniversary
of the last annual return filed at
Companies House. You may choose
an earlier return date but it must not
be a later date.

A3 Principal business activity

Please show the trade classification code number(s) for the principal
activity or activities ①

Classification code 1 7 0 1 0 0

Classification code 2

Classification code 3

Classification code 4

If you cannot determine a code, please give a brief description of your
business activity below

Principal activity
description

③ Principal business activity
You must provide a trade
classification code (SIC code 2007)
or a description of your company's
main business in this section

A full list of the trade classification
codes are available on our website
www.companieshouse.gov.uk

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Company type^①

Please confirm your company type by ticking the appropriate box below (only one box must be ticked)

- ☐ Public limited company
☒ Private company limited by shares
☐ Private company limited by guarantee
☐ Private company limited by shares exempt under section 60
☐ Private company limited by guarantee exempt under section 60
☐ Private unlimited company with share capital
☐ Private unlimited company without share capital

① Company type

If you are unsure of your company type, please check your latest certificate of incorporation or our website
www.companieshouse.gov.uk

A5

Registered office address^②

Building name/number Discovery House

Street Whiting Road

Post town Norwich

County/Region Norfolk

Postcode N R 4 6 E J

② Change of registered office

This must agree with the address that is held on the Companies House record at the date of this return

If the registered office address has changed, you should complete form AD01 and submit it together with this annual return

A6

Single alternative inspection location (SAIL) of the company records (if applicable)^③

Building name/number Northern Rock House

Street

Post town Gosforth

County/Region Newcastle-Upon-Tyne

Postcode N E 3 4 P L

③ SAIL address

This must agree with the address that is held on the Companies House record at the date of this return

If the address has changed, you should complete form AD02 and submit it together with this annual return

A7

Location of company records^④

Please tick the appropriate box to indicate which records are kept at the SAIL address in Section A6

- ☒ Register of members
☒ Register of directors
☐ Directors' service contracts
☐ Directors' indemnities
☒ Register of secretaries
☐ Records of resolutions etc
☐ Contracts relating to purchase of own shares
☐ Documents relating to redemption or purchase of own share out of capital by private company
☐ Register of debenture holders
☐ Report to members of outcome of investigation by public company into interests in its shares
☐ Register of interests in shares disclosed to public company
☒ Instruments creating charges and register of charges England and Wales or Northern Ireland
☐ Instruments creating charges and register of charges Scotland

④ Location of company records

If the company records are held at the registered office address, do not tick any of the boxes in this section

Certain records must be kept by every company while other records are only kept by certain company types where appropriate

If the records are not kept at the SAIL address, they must be available at the registered office

If any of the company records have moved from the registered office to the address in Section A6 since the last annual return, you must complete form AD03 and submit it together with this annual return

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Part 2**Officers of the company**

This section should include details of the company at the date to which this annual return is made up

- For a **secretary** who is an individual, go to **Section B1**
- For a **corporate secretary**, go to **Section C1**
- For a **director** who is an individual, go to **Section D1**
- For a **corporate director**, go to **Section E1**

Continuation pages

Please use a continuation page if you need to enter more officer details

Secretary**B1****Secretary's details ^①**

Please use this section to list all the secretaries of the company
For a corporate secretary, complete Section C1-C4.

Title*	Mr
Full forename(s)	William Stephen
Surname	Pearson
Former name(s) ^②	

① Secretary appointments

You may not use this form to appoint a secretary. To do this, please complete form AP03 and submit it together with this annual return.

Corporate details

Please use Section C1-C4 to enter corporate secretary details.

Secretary details

All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH03.

② Former name(s)

Please provide any previous names which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes.

B2**Secretary's service address ^①**

Building name/number	Discovery House
Street	Whiting Road
Post town	Norwich
County/Region	Norfolk
Postcode	N R 4 6 E J
Country	United Kingdom

① Service address

If you have previously notified Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the address.

This information will appear on the public record.

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Corporate secretary**C1 Corporate secretary's details ①**

Please use this section to list all the corporate secretaries of the company

Corporate body/firm
name

Building name/number

Street

Post town

County/Region

Postcode

Country

① Corporate secretary appointments

You cannot use this form to appoint a corporate secretary. To do this, please complete form AP04 and submit it together with this annual return.

Corporate secretary details

All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH04.

This information will appear on the public record.

C2 Location of the registry of the corporate body or firm

Is the corporate secretary registered within the European Economic Area (EEA)?

→ Yes Complete **Section C3 only**→ No Complete **Section C4 only****C3 EEA companies ②**

Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.

Where the company/
firm is registered ②

Registration number

② EEA

A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk

③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)

C4 Non-EEA companies

Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.

Legal form of the
corporate body
or firm

Governing law

If applicable, where
the company/firm is
registered ④If applicable, the
registration number**④ Non-EEA**

Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register.

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Director

D1	Director's details ^①	
	Please use this section to list all the directors of the company For a corporate director, complete Section E1-E4.	
Title*	Sir	
Full forename(s)	David Cecil	
Surname	CLEMENTI	
Former name(s) ^②		
Country/State of residence	United Kingdom	
Nationality	British	
Date of birth	<div> <div>d</div><div>2</div> <div>d</div><div>5</div> <div>m</div><div>0</div> <div>m</div><div>2</div> <div>y</div><div>1</div> <div>y</div><div>9</div> <div>y</div><div>4</div> <div>y</div><div>9</div> </div>	
Business occupation (if any)	Chairman	

① Director appointments
You cannot use this form to appoint a director. To do this, please complete form AP01 and submit it together with this annual return.

Corporate details
Please use Section E1-E4 to enter corporate director details.

Director details
All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH01.

② Former name(s)
Please provide any previous names which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes.

D2	Director's service address ^①	
Building name/number	The Company's Registered Office	
Street		
Post town		
County/Region		
Postcode	<div> <div></div><div></div><div></div><div></div><div></div><div></div><div></div><div></div> </div>	
Country		

① Service address
If you have previously notified Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the address.

This information will appear on the public record.

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Director

D1

Director's details ^①

	Please use this section to list all the directors of the company For a corporate director, complete Section E1-E4.	
Title*	Mrs	
Full forename(s)	Jayne-Anne	
Surname	GADHIA	
Former name(s) ^②		
Country/State of residence	United Kingdom	
Nationality	British	
Date of birth	<div> <div>d</div> <div>1</div> <div>d</div> <div>9</div> <div>m</div> <div>1</div> <div>m</div> <div>0</div> <div>y</div> <div>1</div> <div>y</div> <div>9</div> <div>y</div> <div>6</div> <div>y</div> <div>1</div> </div>	
Business occupation (if any)	Chief Executive Officer	

^① Director appointments

You cannot use this form to appoint a director. To do this, please complete form AP01 and submit it together with this annual return.

Corporate details

Please use Section E1-E4 to enter corporate director details.

Director details

All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH01.

^② Former name(s)

Please provide any previous names which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes.

D2

Director's service address ^①

Building name/number	The Company's Registered Office	
Street		
Post town		
County/Region		
Postcode	<div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> </div>	
Country		

^① Service address

If you have previously notified Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the address.

This information will appear on the public record.

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Director

D1 Director's details ^①	
Please use this section to list all the directors of the company For a corporate director, complete Section E1-E4	
Title*	Mr
Full forename(s)	Colin Denis
Surname	KEOGH
Former name(s) ^②	
Country/State of residence	United Kingdom
Nationality	British
Date of birth	<div>d</div> <div>2</div> <div>d</div> <div>7</div> <div>m</div> <div>0</div> <div>m</div> <div>7</div> <div>y</div> <div>1</div> <div>y</div> <div>9</div> <div>y</div> <div>5</div> <div>y</div> <div>3</div>
Business occupation (if any)	Director

① Director appointments
You cannot use this form to appoint a director. To do this, please complete form AP01 and submit it together with this annual return.

Corporate details
Please use Section E1-E4 to enter corporate director details.

Director details
All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH01.

② Former name(s)
Please provide any previous names which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes.

D2 Director's service address ^①	
Building name/number	The Company's Registered Office
Street	
Post town	
County/Region	
Postcode	
Country	

① Service address
If you have previously notified Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the address.

This information will appear on the public record.

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Director

D1

Director's details ^①

Please use this section to list all the directors of the company
For a corporate director, complete Section E1-E4

Title*	Mr
Full forename(s)	James B
Surname	Lockhart III
Former name(s) ^②	
Country/State of residence	United States
Nationality	American
Date of birth	d 1 d 3 m 0 m 5 y 1 y 9 y 4 y 6
Business occupation (if any)	Director

① Director appointments

You cannot use this form to appoint a director. To do this, please complete form AP01 and submit it together with this annual return.

Corporate details

Please use Section E1-E4 to enter corporate director details.

Director details

All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH01.

② Former name(s)

Please provide any previous names which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes.

D2

Director's service address ^③

Building name/number	Discovery House
Street	Whiting Road
Post town	Norwich
County/Region	Norfolk
Postcode	N R 4 6 E J
Country	United Kingdom

③ Service address

If you have previously notified Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the address.

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Director

D1	Director's details ^①		<p>① Director appointments You cannot use this form to appoint a director. To do this, please complete form AP01 and submit it together with this annual return.</p> <p>Corporate details Please use Section E1-E4 to enter corporate director details.</p> <p>Director details All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH01.</p> <p>② Former name(s) Please provide any previous names which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes.</p>
	Please use this section to list all the directors of the company For a corporate director, complete Section E1-E4		
Title*	Mr		
Full forename(s)	Patrick Charles Kingdon		
Surname	McCALL		
Former name(s) ^②			
Country/State of residence	United Kingdom		
Nationality	British		
Date of birth	<div> <div>d</div> <div>1</div> <div>d</div> <div>6</div> <div>m</div> <div>1</div> <div>m</div> <div>1</div> <div>y</div> <div>1</div> <div>y</div> <div>9</div> <div>y</div> <div>6</div> <div>y</div> <div>4</div> </div>		
Business occupation (if any)	Director		

D2	Director's service address ^③		<p>③ Service address If you have previously notified Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the address.</p> <p>This information will appear on the public record.</p>
Building name/number	The School House		
Street	50 Brook Green		
	Hammersmith		
Post town	London		
County/Region			
Postcode	<div> <div>W</div> <div>6</div> <div></div> <div>7</div> <div>R</div> <div>R</div> <div></div> <div></div> </div>		
Country	United Kingdom		

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(For returns made up to a date on or after 1 October 2011)

Director

D1	Director's details ^①	
	Please use this section to list all the directors of the company For a corporate director, complete Section E1-E4	
Title*	Mr	
Full forename(s)	Gordon Douglas	
Surname	McCALLUM	
Former name(s) ^②		
Country/State of residence	United Kingdom	
Nationality	British	
Date of birth	<div> <div>d</div> <div>0</div> <div>d</div> <div>2</div> <div>m</div> <div>0</div> <div>m</div> <div>4</div> <div>y</div> <div>1</div> <div>y</div> <div>9</div> <div>y</div> <div>6</div> <div>y</div> <div>0</div> </div>	
Business occupation (if any)	Director	

① Director appointments
You cannot use this form to appoint a director. To do this, please complete form AP01 and submit it together with this annual return.

Corporate details
Please use Section E1-E4 to enter corporate director details.

Director details
All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH01.

② Former name(s)
Please provide any previous names which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes.

D2	Director's service address ^①	
Building name/number	The School House	
Street	50 Brook Green	
	Hammersmith	
Post town	London	
County/Region		
Postcode	<div> <div>W</div> <div>6</div> <div></div> <div>7</div> <div>R</div> <div>R</div> <div></div> <div></div> </div>	
Country	United Kingdom	

① Service address
If you have previously notified Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the address.

This information will appear on the public record.

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Director

D1	Director's details ^①		<p>① Director appointments You cannot use this form to appoint a director. To do this, please complete form AP01 and submit it together with this annual return.</p> <p>Corporate details Please use Section E1-E4 to enter corporate director details.</p> <p>Director details All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH01.</p> <p>② Former name(s) Please provide any previous names which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes.</p>
	Please use this section to list all the directors of the company. For a corporate director, complete Section E1-E4.		
Title*	Mr		
Full forename(s)	Norman Cardie		
Surname	McLUSKIE		
Former name(s) ^②			
Country/State of residence	United Kingdom		
Nationality	British		
Date of birth	<div> <div>d2</div> <div>d3</div> <div>m0</div> <div>m8</div> <div>y1</div> <div>y9</div> <div>y4</div> <div>y4</div> </div>		
Business occupation (if any)	Director		

D2	Director's service address ^③		<p>③ Service address If you have previously notified Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the address.</p> <p>This information will appear on the public record.</p>
Building name/number	The Company's Registered Office		
Street			
Post town			
County/Region			
Postcode	<div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> </div>		
Country			

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Director

D1

Director's details ^①

Please use this section to list all the directors of the company
For a corporate director, complete Section E1-E4

Title*	Mr																
Full forename(s)	Finlay Ferguson																
Surname	WILLIAMSON																
Former name(s) ^②																	
Country/State of residence	United Kingdom																
Nationality	British																
Date of birth	<table border="1"> <tr> <td>d</td><td>1</td><td>d</td><td>1</td><td>m</td><td>0</td><td>m</td><td>4</td><td>y</td><td>1</td><td>y</td><td>9</td><td>y</td><td>5</td><td>y</td><td>9</td> </tr> </table>	d	1	d	1	m	0	m	4	y	1	y	9	y	5	y	9
d	1	d	1	m	0	m	4	y	1	y	9	y	5	y	9		
Business occupation (if any)	Chief Financial Officer																

① Director appointments

You cannot use this form to appoint a director. To do this, please complete form AP01 and submit it together with this annual return.

Corporate details

Please use Section E1-E4 to enter corporate director details.

Director details

All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH01.

② Former name(s)

Please provide any previous names which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes.

D2

Director's service address ^①

Building name/number	The Company's Registered Office								
Street									
Post town									
County/Region									
Postcode	<table border="1"> <tr> <td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td> </tr> </table>								
Country									

① Service address

If you have previously notified Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the address.

This information will appear on the public record.

AR01**Annual Return**(For returns made up to a date on or **after 1 October 2011**)**Corporate director**

E1	Corporate director's details ^①	① Corporate director appointments You cannot use this form to appoint a corporate director. To do this, please complete form AP02 and submit it together with this annual return. Corporate director details All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH02. This information will appear on the public record.
	Please use this section to list all the corporate director's of the company	
Corporate body/firm name		
Building name/number		
Street		
Post town		
County/Region		
Postcode		
Country		

E2	Location of the registry of the corporate body or firm
	Is the corporate director registered within the European Economic Area (EEA)? → Yes Complete Section E3 only → No Complete Section E4 only

E3	EEA companies ^②	② EEA A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk ③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register	
Where the company/firm is registered ^③		
Registration number		

E4	Non-EEA companies	④ Non-EEA Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register.
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register	
Legal form of the corporate body or firm		
Governing law		
If applicable, where the company/firm is registered ^④		
If applicable, the registration number		

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Part 3**Statement of capital ^①**

Does your company have share capital?

→ Yes Complete the sections below and the following Part 4

→ No Go to Part 5 (Signature)

^① This should reflect the company's capital status at the made up date of this annual return**F1****Share capital in pound sterling (£)**Please complete the table below to show each class of shares held in pound sterling
If all your issued capital is in sterling, only complete Section F1 and then go to Section F4

Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ^②	Amount (if any) unpaid on each share ^②	Number of shares ^③	Aggregate nominal value ^④
See attached schedule				£
				£
				£
				£
Totals				£

F2**Share capital in other currencies**Please complete the table below to show any class of shares held in other currencies
Please complete a separate table for each currency

Currency				
Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ^②	Amount (if any) unpaid on each share ^②	Number of shares ^③	Aggregate nominal value ^④
Totals				

Currency				
Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ^②	Amount (if any) unpaid on each share ^②	Number of shares ^③	Aggregate nominal value ^④
Totals				

F3**Totals**

Please give the total number of shares and total aggregate nominal value of issued share capital

^④ Total aggregate nominal value
Please list total aggregate values in different currencies separately For example £100 + €100 + \$10 etc

Total number of shares

Total aggregate nominal value ^⑤^② Including both the nominal value and any share premium^③ Total number of issued shares in this class^③ Number of shares issued multiplied by nominal value of each share**Continuation Pages**

Please use a Statement of Capital continuation page if necessary

Please complete the table below to show each class of shares held in other currencies. Please complete a separate table for each currency.

Currency	Pounds Sterling			
Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ⑦	Amount (if any) unpaid on each share ⑦	Number of shares ③	Aggregate nominal value ③
A Ordinary	0 001	0 00	1,102,982	£1,102 98
Deferred	0 001	0 00	731,113	£731 11
Ordinary	0 001	0 00	14,614,320	£14,614 32
Ordinary	20 00	0 00	2,480,000	£2,480 00
Ordinary	21 2825	0 00	4,534,251	£4,534 25
Ordinary	21 8766	0 00	17,114,158	£17,114 16
Totals			40,576,824	£40,576 82

③ Total number of issued shares in this class

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(For returns made up to a date on or after 1 October 2011)

F4

Statement of capital (Voting rights)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in Sections F1 and F2

Class of share	£0 001 A Ordinary
Voting rights	The A Ordinary shares carry no voting rights The A Ordinary shares have attached to them dividend and capital distribution (including on winding up) rights as set out in the Articles of Association of the Company, they do not confer any rights of redemption
Class of share	£0 001 Deferred
Voting rights	The Deferred shares have attached to them no voting or dividend rights On return of capital on liquidation or otherwise, after the distribution of £100billion, pursuant to Article 4 5 of the Company's Articles of Association, the holders of Deferred shares will be entitled to the repayment of the nominal value of the Deferred shares held by them
Class of share	£0 001 Ordinary
Voting rights	The Ordinary shares have attached to them full voting, dividend and capital distribution (including on winding up) rights as set out in the Articles of Association of the Company, they do not confer any rights of redemption
Class of share	
Voting rights	

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Annual Return

(For returns made up to a date on or after 1 October 2011)

Part 4

Shareholders

Does your company have share capital?

- Yes go to Section G1 'Companies with share capital'
- No Go to Part 5 (Signature)

G1

Companies with share capital

Question 1

Were any of the company's shares admitted to trading on a market at any time during this return period? Please tick the appropriate box below ①

- ☒ No go to Section G2 'Past and present shareholders'
- ☐ Yes go to Question 2

Question 2

Please only refer to Question 2 below if you have answered 'Yes' to Question 1. If you answered 'No', please go to Section G2 'Past and present shareholders'

Did the company, throughout the return period, have any shares admitted to trading on a relevant market and was it, throughout the return period, an issuer to which DTR5 applies?(3) Please tick the appropriate box below ②

- ☐ No go to Section G4 'Shareholders who hold at least 5% of any class of shares of the company as at the made up date of the return'
- ☐ Yes go to Part 5 'Signature'

① A market is one established under the rules of a UK recognised investment exchange or any other regulated markets in or outside of the UK, or any other market outside of the UK. The current UK recognized investment exchanges and regulated markets can be found at www.fsa.gov.uk/register/exchanges.do

② DTR5 refers to the Vote Holder and Issuer Notification Rules contained in Chapter 5 of the Disclosure and Transparency Rules source book issued by the Financial Services Authority. Notification is required when the percentage acquisition of a shareholder in the company has reached a certain threshold (starting at 3%)

G2

List of past and present shareholders ③

The company is required to provide a full list of past and present shareholders if one was not included with either of the last two returns. Please tick the appropriate box below

- ☐ There were no shareholder changes in this period. Go to Part 5 (Signature)
- ☒ A full list of shareholders is enclosed
- ☐ A list of shareholder changes is enclosed

How is the list of shareholders enclosed. Please tick the appropriate box below

- ☒ The list of shareholders is enclosed on paper. Go to Section G3 'List of past and present shareholders'
- ☐ The list of shareholders is enclosed in another format. Go to Part 5 (Signature)

③ This section only applies to companies answering 'No' in Section G1

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Annual Return

(For returns made up to a date on or after 1 October 2011)

G3**List of past and present shareholders^①**

Changes during this period 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 company shareholders on

- The company's first annual return following incorporation,
- Every third annual return after a full list has been provided

① Please list the company shareholders in alphabetical order

Joint shareholders should be listed consecutively

Further shareholders

Please use a 'List of past and present shareholders' continuation page if necessary

This section only applies to companies answering 'No' to Question 1 in Section G1

Shareholder's Name (Address not required)	Class of share	Shares or stock currently held	Shares or stock transferred (if appropriate)	
		Number of shares or amount of stock	Number of shares or amount of stock	Date of registration of transfer
Peter BALL	£0 001 A Ordinary	61,277		/ /
Brian BRODIE	£0 001 A Ordinary	20,426		/ /
David BUXTON	£0 001 A Ordinary	40,851		/ /
David Norman DYER	£0 001 A Ordinary	40,851		/ /
Matthew ELLIOTT	£0 001 A Ordinary	40,851		/ /
Jasan FITZPATRICK	£0 001 A Ordinary	0	20,426	19 / 06 / 2012
Jayne-Anne GADHIA	£0 001 A Ordinary	408,511		/ /
David Jones	£0 001 A Ordinary	40,851		/ /
Paul Lloyd	£0 001 A Ordinary	40,851		/ /
Jim MACDONALD	£0 001 A Ordinary	0	61,277	12 / 07 / 2012
Caroline Suzanne Marsh	£0 001 A Ordinary	40,851		/ /
Anthony MOONEY	£0 001 A Ordinary	40,851		/ /

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Annual Return

(For returns made up to a date on or after 1 October 2011)

G3

List of past and present shareholders¹

Changes during this period 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 company shareholders on

- The company's first annual return following incorporation,
- Every third annual return after a full list has been provided

¹ Please list the company shareholders in alphabetical order

Joint shareholders should be listed consecutively

This section only applies to companies answering 'No' to Question 1 in Section G1

Shareholder's Name (Address not required)	Class of share	Shares or stock currently held	Shares or stock transferred (if appropriate)	
		Number of shares or amount of stock	Number of shares or amount of stock	Date of registration of transfer
Mark Ashley PARKER	£0 001 A Ordinary	61,277		/ /
William Stephen Pearson	£0 001 A Ordinary	61,277		/ /
RBC cees TRUSTEE LIMITED	£0 001 A Ordinary	81,703		/ /
Marian Macdonald WATSON	£0 001 A Ordinary	61,277		/ /
Finlay Ferguson WILLIAMSON	£0 001 A Ordinary	61,277		/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /

AR01**Annual Return**(For returns made up to a date on or **after 1 October 2011**)**G3****List of past and present shareholders¹**

Changes during this period 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 company shareholders on

- The company's first annual return following incorporation,
- Every third annual return after a full list has been provided

¹ Please list the company shareholders in alphabetical order

Joint shareholders should be listed consecutively

Further shareholders

Please use a 'List of past and present shareholders' continuation page if necessary

This section only applies to companies answering 'No' to Question 1 in Section G1

Shareholder's Name (Address not required)	Class of share	Shares or stock currently held	Shares or stock transferred (if appropriate)	
		Number of shares or amount of stock	Number of shares or amount of stock	Date of registration of transfer
Matthew James BAXBY	£0 001 Deferred	0	18,627	10 / 01 / 2012
David Norman DYER	£0 001 Deferred	0	26,610	10 / 01 / 2012
Jayne-Anne GADHIA	£0 001 Deferred	0	239,488	10 / 01 / 2012
Paul Goodwin	£0 001 Deferred	0	1,996	10 / 01 / 2012
Susan Jamieson	£0 001 Deferred	0	1,996	10 / 01 / 2012
David Jones	£0 001 Deferred	0	13,305	10 / 01 / 2012
Simon Edward LEEMING	£0 001 Deferred	0	1,996	10 / 01 / 2012
Paul Lloyd	£0 001 Deferred	0	26,610	10 / 01 / 2012
Stephen Love	£0 001 Deferred	0	2,994	10 / 01 / 2012
Caroline Suzanne Marsh	£0 001 Deferred	0	26,610	10 / 01 / 2012
Anthony Mullan	£0 001 Deferred	0	1,996	10 / 01 / 2012
Laura Elizabeth Murphy	£0 001 Deferred	0	1,684	11 / 01 / 2012

AR01 - continuation page

Annual Return

(For returns made up to a date on or after 1 October 2011)

G3

List of past and present shareholders¹

Changes during this period 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 company shareholders on

- The company's first annual return following incorporation,
- Every third annual return after a full list has been provided

¹ Please list the company shareholders in alphabetical order

Joint shareholders should be listed consecutively

This section only applies to companies answering 'No' to Question 1 in Section G1

Shareholder's Name (Address not required)	Class of share	Shares or stock currently held	Shares or stock transferred (if appropriate)	
		Number of shares or amount of stock	Number of shares or amount of stock	Date of registration of transfer
Nicola Claire Murphy	£0 001 Deferred	0	1,684	11 / 01 / 2012
James O'Donovan	£0 001 Deferred	0	1,996	10 / 01 / 2012
William Stephen Pearson	£0 001 Deferred	0	65,870	10 / 01 / 2012
David Ramsbottom	£0 001 Deferred	0	1,996	10 / 01 / 2012
RBC cees TRUSTEE LIMITED	£0 001 Deferred	596,113		/ /
Kevin Revell	£0 001 Deferred	0	26,610	10 / 01 / 2012
Linda Robertson	£0 001 Deferred	0	13,305	10 / 01 / 2012
Jann Ross	£0 001 Deferred	0	1,996	10 / 01 / 2012
Roland John RUSSELL	£0 001 Deferred	0	26,610	10 / 01 / 2012
Robert Tarbuck	£0 001 Deferred	0	1,996	10 / 01 / 2012
VIRGIN FINANCIAL SERVICES UK HOLDINGS LIMITED	£0 001 Deferred	135,000		/ /
Marian Macdonald WATSON	£0 001 Deferred	0	26,610	10 / 01 / 2012

AR01

Annual Return

(For returns made up to a date on or after 1 October 2011)

G3

List of past and present shareholders¹

Changes during this period 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 company shareholders on

- The company's first annual return following incorporation,
- Every third annual return after a full list has been provided

¹Please list the company shareholders in alphabetical order

Joint shareholders should be listed consecutively

Further shareholders

Please use a 'List of past and present shareholders' continuation page if necessary

This section only applies to companies answering 'No' to Question 1 in Section G1

Shareholder's Name (Address not required)	Class of share	Shares or stock currently held	Shares or stock transferred (if appropriate)	
		Number of shares or amount of stock	Number of shares or amount of stock	Date of registration of transfer
Matthew James BAXBY	£0 001 Ordinary	21,030	7,010	10 / 01 / 2012
Cougar Investments Limited	£0 001 Ordinary	57,139		/ /
David Norman DYER	£0 001 Ordinary	30,043	10,014	10 / 01 / 2012
Jayne-Anne GADHIA	£0 001 Ordinary	270,384	90,128	10 / 01 / 2012
Paul Goodwin	£0 001 Ordinary	0	3,004	10 / 01 / 2012
Susan Jamieson	£0 001 Ordinary	0	3,004	10 / 01 / 2012
David Jones	£0 001 Ordinary	15,021	5,008	10 / 01 / 2012
Colin Denis KEOGH	£0 001 Ordinary	11,425		/ /
Simon Edward LEEMING	£0 001 Ordinary	0	3,004	10 / 01 / 2012
Paul Lloyd	£0 001 Ordinary	30,043	10,014	10 / 01 / 2012
Stephen Love	£0 001 Ordinary	4,506		/ /
Caroline Suzanne Marsh	£0 001 Ordinary	30,043	10,014	10 / 01 / 2012

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Annual Return

(For returns made up to a date on or after 1 October 2011)

G3

List of past and present shareholders¹

Changes during this period 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 company shareholders on

- The company's first annual return following incorporation,
- Every third annual return after a full list has been provided

¹ Please list the company shareholders in alphabetical order

Joint shareholders should be listed consecutively

This section only applies to companies answering 'No' to Question 1 in Section G1

Shareholder's Name (Address not required)	Class of share	Shares or stock currently held	Shares or stock transferred (if appropriate)	
		Number of shares or amount of stock	Number of shares or amount of stock	Date of registration of transfer
Norman Cardie McLUSKIE	£0 001 Ordinary	6,855		/ /
Anthony Mullan	£0 001 Ordinary	0	3,004	10 / 01 / 2012
Laura Elizabeth Murphy	£0 001 Ordinary	2,535		/ /
Nicola Claire Murphy	£0 001 Ordinary	2,535		/ /
James O'Donovan	£0 001 Ordinary	0	3,004	10 / 01 / 2012
William Stephen Pearson	£0 001 Ordinary	9,130		/ /
Plough Investments Limited	£0 001 Ordinary	57,139		/ /
Rampion Investments Limited	£0 001 Ordinary	114,277		/ /
David Ramsbottom	£0 001 Ordinary	0	3,004	10 / 01 / 2012
RBC cees TRUSTEE LIMITED	£0 001 Ordinary	268,625	6,855	23 / 05 / 2012
			11,425	23 / 05 / 2012
Kevin Revell	£0 001 Ordinary	30,043	10,014	10 / 01 / 2012

AR01 - continuation page

Annual Return

(For returns made up to a date on or after 1 October 2011)

G3

List of past and present shareholders ^①

Changes during this period 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 company shareholders on

- The company's first annual return following incorporation,
- Every third annual return after a full list has been provided

^① Please list the company shareholders in alphabetical order

Joint shareholders should be listed consecutively

This section only applies to companies answering 'No' to Question 1 in Section G1

Shareholder's Name (Address not required)	Class of share	Shares or stock currently held	Shares or stock transferred (if appropriate)	
		Number of shares or amount of stock	Number of shares or amount of stock	Date of registration of transfer
Linda Robertson	£0 001 Ordinary	15,021	5,008	10 / 01 / 2012
Jann Ross	£0 001 Ordinary	0	3,004	10 / 01 / 2012
Roland John RUSSELL	£0 001 Ordinary	30,043	10,014	10 / 01 / 2012
STANHOPE INVESTMENTS	£0 001 Ordinary	2,285,545		/ /
Robert Tarbuck	£0 001 Ordinary	0	3,004	10 / 01 / 2012
VIRGIN FINANCIAL SERVICES UK HOLDINGS LIMITED	£0 001 Ordinary	18,028,552	57,139	21 / 02 / 2012
			57,139	21 / 02 / 2012
			114,277	21 / 02 / 2012
Marian Macdonald WATSON	£0 001 Ordinary	30,043	10,014	10 / 01 / 2012
WLR IV VM II LLC	£0 001 Ordinary	12,296,233		/ /
WLR IV VM LLC	£0 001 Ordinary	5,096,519		/ /
				/ /

AR01

Annual Return

(For returns made up to a date on or after 1 October 2011)

G4

Shareholders who hold at least 5% of any class of share(s) of the company as at the made up date of this return

This section should show only the shareholders that hold at least 5% of any class of share(s) of the company at the date of this return

It should only be completed by companies that have answered 'Yes' to Question 1 in Section G1, and 'No' to Question 2 in Section G1

If there were no shareholders holding at least 5% of any class of share(s) at the date of this return, this section may be left blank

→ Go to Part 5 (Signature)

This section only applies to companies answering 'No' to Question 2 in Section G1

Please list the company shareholders in alphabetical order

Joint shareholders should be listed consecutively.

Further shareholders
Please use a 'Shareholders who hold at least 5% of any class of share(s) of the company as at the made up date of this return' continuation page if necessary

Shareholder's name	Shareholder's address	Shares or stock currently held	
		Class of share	Number of shares or amount of stock

AR01

Annual Return

(For returns made up to a date on or after 1 October 2011)

Part 5

Signature

This must be completed by all companies.

I am signing this form on behalf of the company

Signature

Signature

X

Finley F. Williams

X

This form may be signed by
Director[Ⓢ], Secretary, Person authorised[Ⓢ], Charity commission receiver and
manager, CIC manager, Judicial factor

Ⓢ **Societas Europaea**

If the form is being filed on behalf of a Societas Europaea (SE) please delete 'director' and insert details of which organ of the SE the person signing has membership.

Ⓢ **Person authorised**

Under either section 270 or 274 of the Companies Act 2006.

AR01

Annual Return

(For returns made up to a date on or **after 1 October 2011**)



Presenter information

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

Contact name Anne-Marie Topping

Company name Virgin Money

Address 2nd Floor

28 St Andrew Square

Post town Edinburgh

County/Region Scotland

Postcode E H 2 1 A F

Country Scotland

DX

Telephone 0131 603 9340



Checklist

We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following

- ☐ That if the made up date of the return is any earlier than 1 October 2011, you must complete the appropriate form AR01
- ☐ The company name and number match the information held on the public Register
- ☐ You have completed your principal business activity
- ☐ You have not used this form to make changes to the registered office address
- ☐ You have not used this form to make changes to secretary and director details
- ☐ You have fully completed the Statement of capital (if applicable)
- ☐ You have signed the form
- ☐ You have enclosed the correct fee



Important information

Please note that all information on this form will appear on the public record



How to pay

A fee of £40 is payable to Companies House in respect of an Annual Return

Make cheques or postal orders payable to 'Companies House'



Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below

For companies registered in England and Wales
The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

For companies registered in Scotland
The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

For companies registered in Northern Ireland
The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG
DX 481 N R Belfast 1



Further information

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk