



The Directors
Virgin Money Holdings (UK) plc
Jubilee House
Gosforth
Newcastle upon Tyne
NE3 4PL

17 October 2018

Dear Sirs,

Statement of Reasons connected with ceasing to hold office as Auditors

In accordance with Section 519 of the Companies Act 2006 (the "Act"), we set out below the reasons connected with PricewaterhouseCoopers LLP, registered auditor number Coo1004062, ceasing to hold office as auditors of the companies listed in Appendix 1 (the "Companies") effective from 17 October 2018.

The reason we are ceasing to hold office is that, following the sale of the Companies to CYBG Plc, the directors have indicated that they intend to appoint the auditor of CYBG Plc as auditor of the Companies.

There are no reasons or other matters connected with our ceasing to hold office as auditors of the Companies that we consider need to be brought to the attention of the Companies' members or creditors.

Yours faithfully,

PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP

THURSDAY



A06 *A7I9MP2R* 08/11/2018 #415
COMPANIES HOUSE

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Appendix 1



Company Name

Virgin Money Holdings (Uk) Plc

~~Virgin Money Plc~~

Registered Number

03087587

~~04955821~~