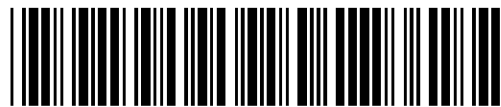


**Return of Allotment of Shares**Company Name: **VIRGIN MONEY HOLDINGS (UK) PLC**Company Number: **03087587**Received for filing in Electronic Format on the: **26/03/2019**

X822LGM0

Shares Allotted (including bonus shares)

Date or period during which shares are allotted	From	To
	22/03/2019	22/03/2019

Class of Shares:	ORDINARY	Number allotted	196938
Currency:	GBP	Nominal value of each share	0.0001
		Amount paid:	0.0001
		Amount unpaid:	0

No shares allotted other than for cash

Statement of Capital (Share Capital)

Class of Shares:	DEFERRED	Number allotted	10052161
Currency:	GBP	Aggregate nominal value:	10052.16

Prescribed particulars

THE DEFERRED SHARES HAVE ATTACHED TO THEM NO VOTING OR DIVIDEND RIGHTS. DISTRIBUTION RIGHTS ON A WINDING UP OR OTHERWISE, HOLDERS OF ANY DEFERRED SHARES SHALL BE ENTITLED TO THE PAYMENT OF THE NOMINAL VALUE OF THE DEFERRED SHARES HELD BY THEM (PROVIDED THAT NO DISTRIBUTION SHALL BE PAYABLE IN RESPECT OF ANY DEFERRED SHARES HELD BY THE COMPANY AS TREASURY SHARES). THE DEFERRED SHARES ARE NOT REDEEMABLE.

Class of Shares:	ORDINARY	Number allotted	446603370
Currency:	GBP	Aggregate nominal value:	44660.34

Prescribed particulars

ORDINARY SHARES RANK EQUALLY FOR VOTING PURPOSES. ON A SHOW OF HANDS EACH MEMBER SHALL HAVE ONE VOTE AND ON A POLL EACH MEMBER SHALL HAVE ONE VOTE PER ORDINARY SHARE HELD. EACH ORDINARY SHARE RANKS EQUALLY FOR ANY DIVIDEND DECLARED. EACH ORDINARY SHARE RANKS EQUALLY FOR ANY DISTRIBUTION MADE ON WINDING UP. THE ORDINARY SHARES ARE NOT REDEEMABLE.

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	456655531
		Total aggregate nominal value:	54712.5
		Total aggregate amount unpaid:	0

Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Administrator, Administrative Receiver, Receiver, Receiver Manager, CIC Manager.