



VIRGIN MONEY HOLDINGS (UK) PLC ("THE COMPANY")

REGISTERED NUMBER: 03087587

ORDINARY AND SPECIAL RESOLUTIONS OF THE COMPANY

PASSED ON 3 MAY 2017

At an Annual General Meeting of the Company duly convened and held at Allen & Overy LLP, One Bishops Square, London, E1 6AD on Wednesday, 3 May 2017 at 14:00 the following resolutions were duly passed as ordinary and special resolutions as indicated.

ORDINARY RESOLUTIONS

Authority to allot ordinary shares

16. That:

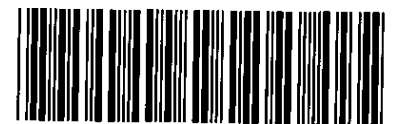
- a the Directors be authorised to allot ordinary shares in the Company or grant rights to subscribe for, or convert any security into, ordinary shares in the Company:
 - i in accordance with article 7 of the Company's articles of association (the Articles), up to a maximum nominal amount of £14,831 (such amount to be reduced by the nominal amount of any equity securities (as defined in section 560 of the Companies Act 2006 (the Act)) allotted under paragraph (ii) below in excess of £14,831); and
 - ii comprising equity securities up to a maximum nominal amount of £29,663 (such amount to be reduced by any shares allotted or rights granted under paragraph (i) above) in connection with an offer by way of a rights issue (as defined in article 8 of the Articles);
- b this authority shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or, if earlier, at the close of business on 30 June 2018; and
- c this authority shall be in addition to the authority proposed under resolution 20.

Authority to allot Additional Tier 1 Securities

20. That:

- a the Directors be generally and unconditionally authorised, in accordance with section 551 of the Companies Act 2006 (the Act), to exercise all powers of the Company to allot shares in the Company or grant rights to subscribe for, or convert any security into, shares in the Company:

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- (i) up to an aggregate nominal amount of £6,674 in relation to the issue of any Additional Tier 1 Securities where the Directors consider that such an issuance of Additional Tier 1 Securities would be desirable, including in connection with, or for the purposes of, complying with or maintaining compliance with, the regulatory requirements or targets applicable to the Company and its subsidiaries from time to time; and
 - (ii) subject to applicable law and regulation, at such conversion prices (or such maximum and minimum conversion price methodologies) as may be determined by the Directors from time to time;
- b this authority shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or, if earlier, at the close of business on 30 June 2018;
 - c the Company may, before this authority expires, make an offer or agreement which would, or might, require shares to be allotted or rights to be granted after it expires and the Directors may allot shares or grant rights in pursuance of any such offer or agreement as if this authority had not expired; and
 - d this authority shall be in addition to the authority proposed under resolution 16.

SPECIAL RESOLUTIONS

General Authority to dis-apply pre-emption rights

17. That:
- a in accordance with article 8 of the Company's articles of association (the Articles), the Directors be given power to allot equity securities (as defined in section 560 of the Companies Act 2006) for cash;
 - b the power under paragraph (a) above (other than in connection with a rights issue, as defined in article 8 of the Articles) shall be limited to the allotment of equity securities having a nominal amount not exceeding in aggregate £2,225;
 - c this authority shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or, if earlier, at the close of business on 30 June 2018;
 - d this authority shall be in addition to the authorities proposed under resolutions 18 and 21.

Additional Authority to dis-apply pre-emption rights

- 18.
- a in addition to any authority granted under resolution 17 and the authority proposed under resolution 21, the Directors be given power:
 - i subject to the passing of resolution 16, to allot equity securities (as defined in section 560 of the Companies Act 2006) (the Act)) for cash pursuant to the authority conferred on them by that resolution under section 551 of the Act;

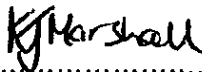
This authority shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution, or, if earlier, at the close of business on 30 June 2018, but, in each case, save that the Company may, before such expiry, enter into a contract or contracts to purchase shares which will or may be executed wholly or partly after the expiry of such authority and may make a purchase of shares in pursuance of any such contract or contracts.

Authority to dis-apply pre-emption rights in relation to Additional Tier 1 Securities

21. THAT, subject to the passing of resolution 20, and in accordance with section 570 of the Companies Act 2006 (Act):
- a the Directors be generally empowered to allot equity securities (as defined in article 8 of the Company's articles of association) wholly for cash pursuant to the authority conferred in resolution 20 up to an aggregate nominal amount of £6,674 in relation to any issue of Additional Tier 1 Securities as if section 561 of the Act did not apply to any such allotment;
 - b this authority shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or, if earlier, at the close of business on 30 June 2018;
 - c the Company may, before this power expires, make an offer or agreement which would, or might, require equity securities to be allotted after it expires and the Directors may allot equity securities in pursuance of any such offer or agreement as if this power had not expired; and
 - d this authority shall be in addition to the authority granted under resolutions 17 and 18.

Notice of general meetings, other than annual general meetings

22. THAT a general meeting of the Company, other than an annual general meeting, may be called on not less than 14 clear days' notice.



.....
Katie Marshall
Company Secretary

and

- ii to allot equity securities as defined in section 560(3) of the Act (sale of treasury shares) for cash,

in either case as if section 561 of the Act did not apply to the allotment or sale, but this power shall be:

A limited to the allotment of equity securities up to a maximum nominal amount of £2,225; and

B used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of the notice of annual general meeting 2017;

- b this power shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or, if earlier, at the close of business on 30 June 2018; and
- c the Company may, before this power expires, make an offer or enter into an agreement, which would or might require equity securities to be allotted after it expires and the Directors may allot equity securities in pursuance of such offer or agreement as if this power had not expired.

Authority to purchase own shares

19. THAT the Company be generally and unconditionally authorised for the purpose of section 701 of the Companies Act 2006 (Act) to make market purchases (within the meaning of section 693(4) of the Act) of ordinary shares of £0.0001 each in the capital of the Company, provided that:

- a the maximum number of ordinary shares which may be purchased is 44,494,200;
- b the minimum price, exclusive of any expenses, which may be paid for each ordinary share is not less than £0.0001;
- c the maximum price, exclusive of any expenses, which may be paid for each ordinary share is an amount equal to the higher of:
 - i. 105% of the average closing price of the Company's ordinary shares, as derived from the London Stock Exchange Daily Official List for the five London business days immediately preceding the day on which the purchase is made; and
 - ii. the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share on the trading venue where the purchase is carried out.