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26 July 2024

VIRGIN MONEY – LEGACY SHARE PLANS

Dear Colleague

Recommended cash acquisition of Virgin Money UK PLC ("Virgin Money") by Nationwide Building Society ("Nationwide")

On 21 March 2024, the boards of Nationwide and Virgin Money announced that they had reached agreement on the terms of the Acquisition. On 22 April 2024, a Scheme Document was sent or made available to Virgin Money Shareholders and, for information purposes only, to persons with information rights and participants in the Virgin Money share plans, which contained some information on the effects of the Acquisition on outstanding awards granted under the Virgin Money share plans.

This Letter tells you more about the impact of the Acquisition on the awards you hold under the Virgin Money Deferred Bonus Share Plan (the "**DBSP**") and/or the Virgin Money Long Term Incentive Plan (together the "**Legacy Share Plans**") (the "**Awards**"). If there is a conflict between the information in this Letter and the rules of the Legacy Share Plans or any relevant law or regulation, the rules, law and regulation will prevail.

Please review the question and answer ("**Q&A**") summaries in this Letter for more information. You do not need to take any action.

At the back of this Letter, you will find a definitions section which explains the key defined terms used in this Letter. A copy of this Letter can also be found on Virgin Money's website at <https://www.virginmoneyukplc.com/investor-relations/announcements/accept/#section-2024>.

Questions

If you have any questions on the contents of this Letter, please direct these to remuneration@virginmoney.com but please be aware that no legal, tax, financial or investment advice on the Acquisition, the Legacy Share Plans and/or your Awards can be provided by Virgin Money, Nationwide, Equiniti or any of their respective employees and nothing in this Letter should be construed as legal, business, financial or tax advice. If you have any questions that relate to your Awards or if you are unable to access the letter(s), please contact Equiniti on 0371-384-2491. The helpline is available weekdays (Monday to Friday) between 8:30am and 5:30 pm UK time (excluding public holidays in England and Wales).


Yours faithfully



Syreeta Brown
Group Chief People & Communications Officer

For and on behalf of
Virgin Money UK PLC

Yours faithfully



Lynn McManus
Chief People Officer

For and on behalf of
Nationwide Building Society

A. IMPACT ON YOUR AWARDS

1. When will my Awards vest?

Any Awards made prior to 12 October 2018 conditionally vested on 12 October 2018, the date the Court sanctioned the acquisition of Virgin Money Holdings (UK) plc by CYBG PLC and will continue to be released in line with their deferral schedules and terms.

As your role at Virgin Money is/was subject to the requirements of the PRA Remuneration Rules regarding deferral, malus, clawback and other regulatory requirements for variable remuneration (i.e. you are/were a material risk taker or MRT), any DBSP Awards made after 12 October 2018 will conditionally vest in full on the Court Order sanctioning the Acquisition and remain subject to the applicable deferral schedules and terms.

Your Awards will be treated as follows:

- 50% of the Award will remain over Virgin Money Shares. The Award will unconditionally vest at the end of the applicable vesting period and be settled in Virgin Money Shares. These Virgin Money Shares will be immediately acquired by Nationwide and you will receive a cash payment of 218 pence for each Virgin Money Share under your Award that vests ("**Part A**"); and
- 50% of your Award will be amended with effect from the Court Order so that the total value of the relevant portion of the Award at that time (calculated at 218 pence per Virgin Money Share) will be converted into an Award over notional Nationwide Core Capital Deferred Shares (**CCDS**). The Award will unconditionally vest at the end of the applicable vesting period and you will receive a cash payment equal to the value of the notional CCDS under your Award ("**Part B**") to be settled 12 months after the end of the relevant deferral period (the "**Retention Period**"). Please note that the value of any distribution (i.e. any investment return paid to CCDS holders, similar to a dividend) that would have been payable on Part B of your Award during the Retention Period will also be paid in cash at the end of the Retention Period.

This approach ensures that the ongoing administration of your Awards remains wholly compliant with the relevant rules applicable to MRT remuneration.

2. What is a CCDS?

As mentioned above, part of your Award will relate to CCDS.

A CCDS is a form of Common Equity Tier 1 (CET1) capital that Nationwide offers because, as a mutual and not a corporate, it does not have ordinary shares. Amongst other things, Nationwide uses notional CCDS to remunerate its MRTs and satisfy the PRA Remuneration Rules requirement to deliver part of MRT variable pay in instruments.

For remuneration purposes, Nationwide's current approach is to use a modified CCDS price that removes the impact of market expectations around long-term interest rates over the period between grant and payment. Further information will be provided by Nationwide on CCDS in due course.

3. Will I be entitled to receive dividends?

The consideration for Virgin Money Shares under the Acquisition is 220 pence for each Virgin Money Share, comprising 218 pence in cash consideration per Virgin Money Share to be paid to Virgin Money

Shareholders as soon as practicable after the Acquisition completes and a proposed dividend of 2 pence per Virgin Money Share to be paid to Virgin Money Shareholders (subject to the approval of the Virgin Money Board) as part of Virgin Money's ordinary course FY2024 dividend calendar or, if earlier, shortly prior to completion of the Acquisition.

For clarification, the Virgin Money Shares that you acquire as a result of your Awards vesting will not qualify for the 2 pence dividend as you will not hold the Virgin Money Shares at the time of the dividend record date and due to regulatory restrictions, you will not receive dividend equivalents.

If you hold other Virgin Money Shares you should refer to the Scheme Document which contains the relevant information in respect of the treatment of those Virgin Money Shares.

4. **When will I receive my consideration after my Awards vest?**

As you are/were an MRT and are subject to the deferral requirements set out in Q&A 1 of *Section A* above, you will receive your consideration after your Awards vest unconditionally.

5. **How do I pay the income tax and Employee's NICs?**

Income tax and Employee's NICs will be payable on:

- the market value of the Virgin Money Shares you receive on unconditional vesting of your Part A Awards. For tax purposes, we expect the market value of a Virgin Money Share to be the same as the cash consideration payable by Nationwide for each Virgin Money Share under the Acquisition; and
- the cash you receive from your Part B Awards (together with any distributions payable on Part B of your Awards during the 12-month Retention Period).

Virgin Money will withhold the income tax and Employee's NICs due from the cash payable to you by Nationwide.

Current income tax rates in England for the 2024/25 tax year are 20% for basic rate taxpayers, 40% for higher rate taxpayers and 45% for additional rate taxpayers. Employee's NICs rates are 8% of earnings between £242 - £967 per week; and 2% of earnings above £967 per week.

Current income tax rates in Scotland for the 2024/25 tax year are 19% for starter rate taxpayers, 20% for basic rate taxpayers, 21% for intermediate rate taxpayers, 42% for higher rate taxpayers, 45% for advanced rate taxpayers and 48% for top rate taxpayers. Employee's NICs rates are 8% of earnings between £242 - £967 per week; and 2% of earnings above £967 per week.

What about capital gains tax?

You should not have capital gains tax ("**CGT**") to pay when the Virgin Money Shares received under your Part A Awards are sold because the market value of a Virgin Money Share should be the same as the cash consideration payable to you by Nationwide for each Virgin Money Share under the Acquisition. Therefore, you should not make any taxable "gain" for these purposes.

Even if you have a capital gain, you will have no CGT to pay in practice if your capital gains (from all sources) do not exceed the annual exempt amount (£3,000 for the 2024/25 tax year).

If your capital gains (from all sources) are more than the exempt amount, you will pay CGT at 10% or 20% depending on your income tax rate.

Virgin Money will not withhold any CGT due and it is your responsibility to pay and report this to HMRC through a self-assessment tax return.

This is not tax advice to any individual participant. If you are in any doubt about your tax position, or you are a resident or otherwise subject to tax outside the United Kingdom and in particular if your tax residency has changed during the period between grant and release, you should consult your own tax adviser immediately.

6. Are my employment rights affected by anything in this Letter?

No.

7. What happens if I leave employment with the Virgin Money Group?

If your Awards were made prior to 12 October 2018 and you cease to be an employee of the Virgin Money Group, your Awards will continue and vest following the expiry of the applicable deferral requirements, as described above.

If your DBSP Awards were made after 12 October 2018 and you cease to be an employee of the Virgin Money Group, the treatment of your Awards will depend on several factors, including (a) when you leave the Virgin Money Group; and (b) your reason for leaving, as set out below:

Before the Court Order

If you are a Good Leaver before the Court Order, your Awards will conditionally vest in full on the Court Order in accordance with the DBSP rules as set out above.

If you have left the Virgin Money Group for any other reason on the Court Order and are therefore not a Good Leaver (e.g. you resign or are dismissed), your Awards will have lapsed on the date you left the Virgin Money Group.

After the Court Order

If you leave the Virgin Money Group after the Court Order, your Awards will have already conditionally vested in accordance with the DBSP rules on the Court Order as set out above. You will keep all of the Awards that conditionally vested on the Court Order, subject to the applicable regulatory requirements set out above.

B. ACQUISITION SUMMARY

1. How does the Acquisition work?

The Acquisition will be carried out through what is called a "scheme of arrangement". The Scheme has been approved by Virgin Money Shareholders and has to be approved by the Court. If you want to read more about this, please go to <https://www.virginmoneyukplc.com/investor-relations/announcements/accept/#section-2024> on the Virgin Money website where you will find the Scheme Document about the Acquisition that was sent or made available to Virgin Money Shareholders on 22 April 2024. A copy of this Letter is also available on the same Virgin Money website.

2. What can Virgin Money Shareholders receive under the Acquisition?

For each Virgin Money Share sold to Nationwide through the Scheme, a Virgin Money Shareholder will receive 220 pence in cash for each Virgin Money Share they own, comprising 218 pence per Virgin Money Share in cash consideration to be paid as soon as practicable after the Acquisition completes and a proposed dividend of 2 pence per Virgin Money Share to be paid (subject to the approval of the Virgin Money Board) as part of Virgin Money's ordinary course FY2024 dividend calendar or, if earlier, shortly prior to completion of the Acquisition. However, as per Q&A 3 of *Section A* above, you will not be entitled to receive the 2 pence dividend and due to regulatory restrictions, you will not receive dividend equivalents.

3. When will the Acquisition take place?

The timing for the Acquisition completing (known as the Effective Date) is expected to be the day after the Court Order, which is expected to be before the end of calendar Q4, 2024. **This is an estimated time-frame, so please do not rely on the Scheme taking place before the end of calendar Q4, 2024 or at all.**

4. What will happen if the Acquisition does not complete?

If the Acquisition does not complete, your Awards will continue unaffected as before and remain subject to the rules of the relevant Legacy Share Plan.

DEFINITIONS

"Acquisition"	the proposed recommended cash acquisition by Nationwide of the entire issued and to be issued ordinary share capital of Virgin Money by means of the Scheme
"Awards"	your awards granted under the Legacy Share Plans
"CCDS"	a core capital deferred share, which is a form of Common Equity Tier 1 (CET1) capital that Nationwide offers
"CGT"	capital gains tax
"Companies Act"	the Companies Act 2006, as amended from time to time
"Court"	the High Court of Justice in England and Wales
"Court Order"	the order of the Court sanctioning the Scheme under Part 26 of the Companies Act
"DBSP"	the Virgin Money Deferred Bonus Share Plan
"Effective Date"	the date on which the Scheme becomes effective in accordance with its terms
"Employee's NICs"	Employee's National Insurance Contributions
"Equiniti"	Equiniti Limited, a private company registered in England and Wales with registered number 06226088 whose registered office is Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA
"Good Leaver"	a participant ceasing to be an employee of the Virgin Money Group as a result of injury, ill health, disability, redundancy, retirement, transfer out of the Virgin Money Group or for any other reason the Virgin Money Remuneration Committee determines (although the precise meaning shall be as provided for in the rules of the relevant Legacy Share Plan)
"Legacy Share Plans"	the Virgin Money DBSP and the Virgin Money Long Term Incentive Plan
"Letter"	the letter dated 26 July 2024 from Virgin Money and Nationwide explaining the impact of the Acquisition on your Awards under the Legacy Share Plans
"MRT"	material risk taker
"Nationwide"	Nationwide Building Society, a building society authorised by the PRA and regulated by the FCA and the PRA under registration number 106078
"Scheme"	the scheme of arrangement proposed to be made under Part 26 of the Companies Act to effect the Acquisition between Virgin Money and the Virgin Money Shareholders, as set out in the Scheme Document
"Scheme Document"	the document dated 22 April 2024 sent or made available to Virgin Money Shareholders to explain the Scheme
"Virgin Money"	Virgin Money UK PLC, a public limited company incorporated under the laws of England and Wales with registered number 09595911
"Virgin Money Board"	the directors of Virgin Money as at the date of this Letter
"Virgin Money Group"	Virgin Money and its subsidiaries and subsidiary undertakings from time to time

"Virgin Money Remuneration Committee"	the remuneration committee of the Virgin Money Board as constituted prior to the Effective Date
"Virgin Money Shareholders"	the holders of Virgin Money Shares
"Virgin Money Shares"	the ordinary shares of £0.10 each in the capital of Virgin Money from time to time