Proxy for Virgin Money Holdings (UK) plc (the “Company”)
General Meeting on 10 September 2018 at 11:15 a.m. (or as soon thereafter as the preceding Court Meeting convened for 11:00 a.m. shall have concluded or been adjourned)

You may submit your proxy electronically at www.sharevote.co.uk using the above numbers.

I being a member/we being members of the Company and entitled to vote at the General Meeting appoint the Chair of the meeting or the person named in the box opposite as my/our proxy to attend, speak and vote for me/us on my/our behalf at the General Meeting of the Company to be held at 11:15 a.m. (or as soon thereafter as the preceding Court Meeting convened for 11:00 a.m. shall have concluded or been adjourned) at the offices of Allen & Overy LLP, One Bishops Square, London E1 6AD, on Monday 10 September 2018 and at any adjournment thereof. The proxy is requested to vote on the undermentioned resolutions as indicated.

See notes 2 to 9.

Should you be unable to come to the General Meeting but wish to use your voting rights, you should either complete this form of proxy and send it to the Company’s registrar, Equiniti Limited, Aspect House, Spencer Road, West Sussex BN99 6DA (the Registrar) or complete and submit your proxy form electronically at www.sharevote.co.uk using the above Voting ID, Task ID and Shareholder Reference Number. Alternatively, CREST members may appoint a proxy or proxies through the CREST electronic proxy appointment service by using the procedures described in the CREST Manual. Further details on CREST proxy appointments are set out in the notes of the notice of the General Meeting. To be valid, all proxy appointments must be received not less than 48 hours before the time appointed for the General Meeting or any adjournment(s) therefore (excluding any part of a day that is not a Business Day) (i.e. for the General Meeting on 10 September 2018 by no later than 11:15 a.m. on 6 September 2018). For further assistance with completing this proxy form, please see the notes overleaf.

Please tick here if this proxy appointment is one of multiple proxy appointments being made. For the appointment of more than one proxy, please refer to note 2 in the notes on the reverse of this form.

The Vote Withheld option is provided to enable you to instruct the proxy not to vote on any particular resolution. A Vote Withheld is not a vote in law and will not, therefore, be counted in the calculation of the proportion of votes for and against a resolution.

Please indicate your instructions by marking the “For”, “Against” or “Vote Withheld” boxes in black ink like this.

Ordinary Resolutions
1 To approve, for the purposes of Note 2 to Rule 16 of the City Code on Takeovers and Mergers, the amendment and restatement of the trade mark licence deed dated 1 October 2014, as set out in the Notice of General Meeting.

2 To approve, for the purposes of Listing Rule 11.1.7R(3), the amendment and restatement of the trade mark licence deed dated 1 October 2014, as set out in the Notice of General Meeting.

Special Resolution
3 To give effect to the Scheme, including the amendments to the articles of association of the Company, as set out in the Notice of General Meeting.

Ordinary Resolutions
4 To approve the amendment of the directors’ remuneration policy, as set out in the Notice of General Meeting.

Signature __________________________ Date __________

Kindly note: In addition to completing this YELLOW form of proxy please also complete and return the BLUE form of proxy enclosed. Please read the attached Notes before completing this form of proxy.

It is important that as many votes as possible are cast at the General Meeting you are therefore strongly encouraged to complete, sign and return this YELLOW Form of Proxy as soon as possible.
Notes to the Form of Proxy

1. Full details of the resolutions to be proposed at the General Meeting, with explanatory notes, are set out in the Notice of General Meeting which is sent to Part Ten of the circulation on 31 July 2018, or in the Scheme document. Before completion this Form of Proxy, please also read ‘Actions to be taken’ set out in paragraph 16 of Part Two of the Scheme Document. Terms defined in the Scheme Document shall apply in this Form of Proxy unless the context otherwise requires.

2. Only Virgin Money Shareholders, or their duly appointed representatives, are entitled to attend, speak and vote at the General Meeting. A Virgin Money Shareholder may appoint one or more proxies (provided that each proxy is appointed to exercise rights attached to a different share or shares), who need not be Virgin Money Shareholders, to exercise all or any of his/her rights, or to vote on his/her behalf. A proxy may only be appointed using the procedures set out in this Form of Proxy. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder’s name the number of shares in relation to which they are authorised to act as your proxy. If left blank, your proxy will be deemed to be authorised in respect of all of your shares in the Company. If the proxy is being appointed in respect of a designated account for a Virgin Money Shareholder, the full voting entitlement for that designated account. The Form of Proxy gives you (and your proxy) full rights to attend, speak and vote. If you wish to restrict the proxy holder’s voting rights in any way, cross out or both of the words ‘speak’ or ‘vote’ as you feel appropriate. Any proxy appointed pursuant to this Form of Proxy will vote as indicated by this Form of Proxy on the Ordinary and Special Resolutions. For any other business arising at the General Meeting or resolution not listed in the notice of the General Meeting the proxy appointed pursuant to this Form of Proxy will vote at his sole discretion.

3. This Form of Proxy is to be completed in accordance with the provisions of the Companies Act 2006, each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual member of the Company, provided that it does not do so in relation to the same shares.

4. Any alteration to this Form of Proxy must be made by the person who signs it.

5. Neither the death nor the insanity of a Virgin Money Shareholder who has appointed a proxy, nor the revocation or termination by a Virgin Money Shareholder of the appointment of a proxy (or of the authority under which the appointment was made), shall invalidate the proxy or the exercise of any of the rights of the proxy thereunder, unless it shall have been either (i) received by the Company at the address specified for receipt of the Forms of Proxy not less than 48 hours before the commencement of the General Meeting or adjournment thereof or (ii) handed to the Chair of the General Meeting or Equiniti at the General Meeting before the commencement of the General Meeting.

6. In the case of joint holders, any one holder may vote. If more than one holder is present at the meeting, or purports to appoint a proxy, only the vote of the holder who appoints the proxy will be counted, and any other proxy or proxies appointed by the same holder will be disregarded. A proxy appointment cannot be used to appoint more than one proxy in respect of your shareholding, mark the box where indicated and photocopy the Form of Proxy or contact Equiniti, by telephone on 0371 384 2165 (from within the UK) or +44 (0) 121 415 0820 (from outside the UK) for further Forms of Proxy. Lines are open from 8.30 a.m. to 5.30 p.m. (London time) Monday to Friday. Calls will be charged at national or international rates as the case may be. Differe...