

Lodge your voting instruction:



Online:
www.investorcentre.co.uk/eproxy



By Mail:
Computershare Investor Services PLC
The Pavilions
Bridgwater Road
Bristol BS99 6ZY
United Kingdom

For all enquiries call:
(within United Kingdom) 0370 707 1172
(outside United Kingdom) +44 (0)370 707 1172

MR SAM SAMPLE
DESIGNATION (IF ANY)
MR JOINT HOLDER 1
ADD1
ADD2
ADD3
ADD4

000001

SG349

Form of Proxy - Annual General Meeting to be held on 29 January 2020



Cast your Proxy online...It's fast, easy and secure!

Go to www.investorcentre.co.uk/eproxy
or scan the QR Code with your mobile device

You will be asked to enter the Control Number, Shareholder Reference Number (SRN) and PIN shown opposite and agree to certain terms and conditions.

Control Number: 916153

SRN: C1234567890

PIN: 1234



View the Annual Report and Accounts and the Notice of Annual General Meeting online: www.virginmoneyukplc.com

To be effective, all proxy appointments must be lodged with Virgin Money UK PLC's Registrars at:

The Pavilions, Bridgwater Road, Bristol, BS99 6ZY or online via www.investorcentre.co.uk/eproxy by 9.00am (GMT) on Monday, 27 January 2020.

Explanatory Notes:

- Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder, as his/her proxy to exercise all or any of his/her rights to attend, speak and vote on their behalf at the Meeting. If you wish to appoint a person other than the Chairman of the Meeting, please insert the name of your chosen proxy in the space provided (see reverse). If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. If returned without an indication as to how the proxy shall vote on any particular matter, the proxy will exercise his/her discretion as to whether, and if so how, he/she votes (or if this proxy form has been issued in respect of a designated account for a shareholder, the proxy will exercise his/her discretion as to whether, and if so how, he/she votes). Your proxy will vote (or abstain from voting) as he/she thinks fit in relation to any other matter which is put before the Meeting.
- To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the Registrar's helpline on +44(0) 0370 707 1172 or you may photocopy this form. Please indicate in the box next to the proxy's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by marking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
- Any electronic communication sent by a shareholder to Virgin Money UK PLC (the 'Company') or to the Registrar which is found to contain a computer virus will not be accepted.
- The 'Vote Withheld' option overleaf is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
- Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the Meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at 7.00pm (GMT) on the date two business days before the Meeting being Monday, 27 January 2020. Changes to entries on the Register of Members of the Company after that time shall be disregarded in determining the rights of any person to attend and vote at the Meeting.
- CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual (available via www.euroclear.com/CREST). To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID number 3RA50) not later than 48 hours (excluding non-business days) before the time appointed for holding the Meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
- The above is how your address appears on the Register of Members of the Company. If this information is incorrect please call the Registrar's helpline on +44(0) 0370 707 1172 to request a change of address form or go to www.investorcentre.co.uk to use the online Investor Centre service.
- Any alterations made to this form should be initialled.
- The completion and return of this form or any CREST proxy instruction (see note 5 above) will not preclude a member from attending the Meeting and voting in person.
- In the case of joint holders of a share the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority shall be determined by the order in which the names stand in the Register of Members of the Company.
- Any power of attorney or other authority under which this proxy form is signed (or a duly certified copy of such power of attorney) must be returned with this proxy form.

Kindly Note: This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different: (i) account holders; or (ii) uniquely designated accounts. The Company and Computershare Investor Services PLC accept no liability for any instruction that does not comply with these conditions.

All Named Holders

MR A SAMPLE
<Designation>
ADDITIONAL HOLDER 1
ADDITIONAL HOLDER 2
ADDITIONAL HOLDER 3
ADDITIONAL HOLDER 4



Form of Proxy

Please complete this box only if you wish to appoint a third party proxy other than the Chairman.
Please leave this box blank if you want to select the Chairman. Do not insert your own name(s).



C1234567890



I/We hereby appoint the Chairman of the Meeting OR the person indicated in the box above as my/our proxy to attend, speak and vote in respect of my/our full voting entitlement* on my/our behalf at the Annual General Meeting of Virgin Money UK PLC (the 'Meeting') to be held at **the offices of Clifford Chance LLP, 10 Upper Bank Street, London, E14 5JJ, United Kingdom on Wednesday, 29 January 2020 at 9.00am (GMT)**, and at any adjourned Meeting.

* For the appointment of more than one proxy, please refer to Explanatory Note 2 (see front).

Please mark here to indicate that this proxy appointment is one of multiple appointments being made.

Please use a **black** pen. Mark with an **X** inside the box as shown in this example.



Ordinary Resolutions

	For	Against	Vote Withheld
1. To receive the Annual Report and Financial Statements for the year ended 30 September 2019	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To approve the Directors' Remuneration Policy for the year ended 30 September 2019	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To approve the Directors' Annual Report on Remuneration for the year ended 30 September 2019	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-elect David Bennett as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-elect Paul Coby as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-elect David Duffy as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To re-elect Geeta Gopalan as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To re-elect Adrian Grace as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To re-elect Fiona MacLeod as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. To re-elect Jim Pettigrew as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. To re-elect Darren Pope as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. To re-elect Teresa Robson-Capps as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. To re-elect Ian Smith as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. To re-elect Amy Stirling as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15. To re-elect Tim Wade as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

	For	Against	Vote Withheld
16. To re-appoint Ernst & Young LLP as auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
17. To authorise the Audit Committee to determine the remuneration of auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
18. To authorise the Directors to allot shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Special Resolutions

19. To authorise the Directors to disapply statutory pre-emption rights in respect of 5% of the Company's issued share capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
20. To authorise the Directors to disapply statutory pre-emption rights in respect of an additional 5% of the Company's issued share capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Ordinary Resolution

21. To authorise the Directors to allot equity securities in connection with AT1 Securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Special Resolutions

22. To authorise the Directors to disapply statutory pre-emption rights in respect of the allotment of equity securities in connection with AT1 Securities and issue further AT1 Securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
23. To permit the Company to purchase its own shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
24. To permit the Company to enter into a contingent purchase contract between the Company and Citigroup Global Markets Australia Pty Limited for the purchase by the Company of ordinary shares converted from CHESS Depository Interests (CDIs)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Ordinary Resolution

25. To authorise the Company to make political donations and incur political expenditure	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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I/We instruct my/our proxy as indicated on this form. Unless otherwise instructed the proxy may vote as he or she sees fit or abstain in relation to any business of the meeting.

Signature

Date

DD / MM / YY

In the case of a shareholder which is a corporation, this proxy form must be given under its common seal or be signed on its behalf by an officer duly authorised, stating their capacity (e.g. director, secretary) or an attorney.

