Form of Instruction for the
General Meeting of Virgin Money Holdings (UK) plc on 10 September 2018
The General Meeting will be held at the offices of Allen & Overy LLP, One Bishops Square, London E1 6AD on Monday 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)

Voting ID:	Task ID:	Shareholder Reference Number:

You can submit your instructions electronically at www.sharevote.co.uk using the Voting ID, Task ID and Shareholder Reference Number shown above.

To: Equiniti Corporate Nominees Limited, nominee for the Virgin Money Nominee Share Service (the "**Nominee**")

I hereby request and authorise you to vote, as indicated below, in respect of all shares held on my behalf at the General Meeting of Virgin Money Holdings (UK) plc to be held on Monday 10 September 2018 at the offices of Allen & Overy LLP, One Bishops Square, London E1 6AD 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) and at any adjournment(s) of that meeting.

Resolutions

The full wording of the ordinary and special resolutions are contained in the notice of General Meeting set out in Part 10 of the scheme document of the Company dated 31 July 2018 (the "**Scheme Document**"). Please write an X in the For, Against or Vote Withheld box for each resolution below.

Ordinary Resolutions	For	Against	Vote Withheld
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 Resolution			
4 To approve the amendment of the directors' remuneration policy, as set out in the Notice of General Meeting.	☐	☐	☐

Signature		Date	

Please note that your votes must be received by the Nominee by no later than 11:15 a.m. on Wednesday 5 September 2018.

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

Explanatory notes

1. This form relates only to those shares held on your behalf by the Nominee.

2. To be valid this form should be signed and returned to the Nominee, c/o Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA in the enclosed prepaid envelope, so as to arrive no later than 11:15 a.m. on Wednesday 5 September 2018.

3. Voting authority of the Nominee will be exercised only to the extent that instructions are received in respect of each resolution listed. In the event that a procedural resolution is correctly proposed, but not mentioned in the notice of General Meeting, the Nominee will abstain from voting.

4. You can vote your shares online at www.sharevote.co.uk. To log on you will need your Voting ID, Task ID and Shareholder Reference Number which are printed on the front of this form. Your votes must be registered by no later than 11:15 a.m. on Wednesday 5 September 2018.

5. The 'Vote Withheld' option is given to enable you to abstain on any particular resolution. The 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of votes 'For' or 'Against' a resolution.