



**Form of Instruction for the
Court Meeting of Virgin Money Holdings (UK) plc on 10 September 2018**

The Court Meeting will be held at the offices of Allen & Overy LLP, One Bishops Square, London E1 6AD on Monday 10 September 2018 at 11:00 a.m.

Voting ID:

Task ID:

Shareholder Reference Number:

Before completing the Form of Instruction below, please read carefully the Notice of Court Meeting set out in Part 9 of the Scheme Document dated 31 July 2018 and the explanatory notes set out overleaf.

By an order dated 26 July 2018 made in the matter of Virgin Money Holdings (UK) plc and in the matter of the Companies Act 2006, the Court has granted permission for a meeting of the Scheme Shareholders (as defined in the scheme document of the Company dated 31 July 2018 (the "Scheme Document")) to be convened for the purpose of considering and, if thought fit, approving (with or without modification) a scheme of arrangement pursuant to Part 26 of the Companies Act 2006 (as amended) (the "Scheme") between the Company and the Scheme Shareholders and that such court meeting shall be held at the offices of Allen & Overy LLP, One Bishops Square, London E1 6AD on 10 September 2018 at 11.00 a.m. (the "Court Meeting") at which place and time all Scheme Shareholders are requested to attend either in person or by proxy.

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 Court 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 11:00 a.m. and at any adjournment(s) of that meeting.

Resolution

The full wording of the resolution at the Court Meeting are contained in the notice of Court Meeting set out in Part 9 of the Scheme Document.

IMPORTANT: If you wish to vote for the Scheme, sign your name in the box marked "FOR the Scheme". If you wish to vote against the Scheme, sign your name in the box marked "AGAINST the Scheme". Only insert your signature once. If you sign both boxes or do not sign in either box, then this Form of Instruction will be invalid.

FOR the Scheme

AGAINST the Scheme

Date

Please note that your votes must be received by the Nominee by no later than 11:00 a.m. on Wednesday 5 September 2018.

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

It is important that as many votes as possible are cast at the Court Meeting so that the Court may be satisfied that the result is a fair and reasonable representation of shareholder opinion; you are therefore strongly encouraged to complete, sign and return this BLUE Form of Instruction as soon as possible.

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 11:00 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 Court 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 11:00 a.m. on Wednesday 5 September 2018.