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THIS NOTICE IS IMPORTANT AND REQUIRES THE IMMEDIATE ATTENTION OF HOLDERS.



Virgin Money UK PLC

(incorporated with limited liability in England and Wales, registered number 09595911)

(the "Issuer")

Legal Entity Identifier (LEI): 213800ZK9VGCYYR6O495

NOTICE TO HOLDERS OF RESULT OF MEETINGS

AND OF

AN INDEX CESSATION EVENT

to all holders of the following outstanding securities of the Issuer

(each a "Series" and, together, the "Notes" and the holders thereof, the "Holders")

£300,000,000 3.125 per cent. Fixed-to-Floating Rate Callable Senior Notes due 2025

ISIN: XS1637124741

£350,000,000 3.375 per cent. Fixed Rate Reset Callable Senior Notes due 24 April 2026

ISIN: XS1813150247

£450,000,000 8 per cent. Fixed Rate Reset Perpetual Subordinated Contingent Convertible Notes

ISIN: XS1346644799

£230,000,000 Fixed Rate Resettable Additional Tier 1 Securities

ISIN: XS1516312409

NOTICE IS HEREBY GIVEN to the Holders of each Series of Notes that, at each separate Meeting of such Holders held on 8 March 2021, the respective Extraordinary Resolution set out in the Notice of Meetings previously notified to Holders in accordance with the terms of the relevant Trust Deed was passed and the Eligibility Condition was satisfied. Accordingly, the modifications referred to in the respective Extraordinary Resolution will be implemented. Unless the context otherwise requires, capitalised terms used but not defined in this Notice shall have the meaning given in the Consent Solicitation Memorandum dated 12 February 2021 (the "Consent Solicitation Memorandum").

In addition, notice is hereby given to the Holders of each Series of Notes that, on 5 March 2021, the United Kingdom Financial Conduct Authority published an announcement regarding the future cessation and loss of representativeness of the LIBOR benchmarks and the International Swaps and Derivatives Association, Inc. confirmed that such announcement constitutes an Index Cessation Event, as defined in the ISDA IBOR Fallback Supplement for all LIBOR settings, including six-month LIBOR. As a result, the fallback spread adjustment published by Bloomberg is fixed as of 5 March 2021 for all LIBOR settings, including six-month LIBOR. Please refer to the link below:

[IBOR-Fallbacks-LIBOR-Cessation_Announcement_20210305.pdf \(bbhub.io\)](#)

For further information Holders should contact Lucid Issuer Services Limited (Attention: Owen Morris, Telephone: +44 20 7704 0880, Email: virginmoney@lucid-is.com) or NatWest Markets Plc in its capacity as Solicitation Agent (Attention: Liability Management, Telephone: +44 20 7678 5222, Email: liabilitymanagement@natwestmarkets.com).

This Notice is given by:
Virgin Money UK PLC
Dated 8 March 2021

Announcement authorised for release by Lorna McMillan, Group Company Secretary.

DISCLAIMER: This announcement must be read in conjunction with the Consent Solicitation Memorandum. If any Holder is in any doubt as to the action it should take or is unsure of the impact of the implementation of the relevant Extraordinary Resolution, it is recommended to seek its own financial and legal advice, including in respect of any tax consequences, immediately from its broker, bank manager, solicitor, accountant or other independent financial, tax or legal adviser. None of the Issuer, the Solicitation Agent, the Tabulation Agent, the Trustee, the relevant Registrar(s) or the Principal Paying Agent expresses any opinion about the terms of the Extraordinary Resolution.

Nothing in this announcement or the Consent Solicitation Memorandum constitutes or contemplates an offer of, an offer to purchase or the solicitation of an offer to purchase or sell any security in any jurisdiction. The distribution of this announcement and the Consent Solicitation Memorandum in certain jurisdictions may be restricted by law, and persons into whose possession this announcement or the Consent Solicitation Memorandum comes are requested to inform themselves about, and to observe, any such restrictions.