

Attendance Card

Please detach and bring this attendance card with you if you attend the General Meeting and present it at the shareholder registration/accreditation.

Attendance

The General Meeting of Virgin Money UK PLC (the "Company") will be held at the Company's registered office at Jubilee House, Gosforth, Newcastle upon Tyne, England, NE3 4PL on Wednesday 22 May 2024 at 1.15 p.m. (London time) (or as soon thereafter as the Court Meeting has concluded or been adjourned).

Please read the Notice of General Meeting in Part 10 of the Scheme Document and the Explanatory Notes before completing this Form of Proxy.

Shareholder Reference Number:

Please detach this portion before posting this Form of Proxy.

Form of Proxy - General Meeting to be held on Wednesday 22 May 2024



Cast your Proxy online...It's fast, easy and secure! Control Number: 919094
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.

SRN:

PIN:



View the Notice of General Meeting online: www.virginmoneyukplc.com/investor-relations/announcements/

**To be effective, all proxy appointments must be lodged with Computershare at Computershare Investor Services PLC:
The Pavilions, Bridgwater Road, Bristol, BS99 6ZY or online via www.investorcentre.co.uk/eproxy by 1.15 p.m. (London time) on Monday 20 May 2024.**

Explanatory Notes:

- Please refer to the Notice of General Meeting set out in Part 10 of the Scheme Document (which can be viewed online: www.virginmoneyukplc.com/investor-relations/announcements/) for the full text of the resolutions set out in the Form of Proxy and for full explanatory notes. All capitalised but undefined terms in this Form of Proxy and these Explanatory Notes shall have the meaning as set out in that Scheme Document.
- Every Virgin Money Shareholder who is entitled to attend and vote at the General Meeting has the right to exercise all or any of his rights, to attend and vote on a poll on his behalf at the General Meeting (and at any adjournments thereof). If you would like another person(s) to act as your proxy, rather than the Chair of the General Meeting, to attend, speak and vote on your behalf at the General Meeting, please insert their name in the first box on the next page. If you don't want to provide them with your full voting entitlement make sure you note the number of shares you wish the proxy to have authority for in the box next to the proxy's name. Please indicate with an 'X' to show how you wish your vote to be cast. If you mark an 'X' in more than one box, this Form of Proxy will be invalid. If you do not indicate how your proxy should vote on any resolution, your proxy can vote in any way they wish. The same applies to any other matter considered at the General Meeting. An electronic proxy or any CREST Proxy Instruction will not preclude you from attending the meeting and voting there in person. If you submit more than one valid proxy appointment, the appointment last received before the latest time for receipt of proxies will take precedence.
- If you appoint the Chair of the General Meeting as proxy and do not direct the Chair how to vote on the Resolutions, his current intention is to vote in favour of the Resolutions. The Chair's intention necessarily expresses his intention at the date this form was printed and therefore, in exceptional circumstances, the Chair's intention may change subsequently.
- To be effective, you should complete and return your Form of Proxy (together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority) to the Company's registrar, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, United Kingdom as soon as possible, but in any event so as to arrive no later than 1.15 p.m. (London time) on Monday 20 May 2024 (or, in the event of an adjournment, as set out in the notes to the Notice of General Meeting in Part 10 of the Scheme Document).
- Need to appoint more than one proxy? Request an additional form(s) from Computershare by calling the helpline on +44 (0)370 707 1172. Insert the proxy's name in the first box together with the number of shares in which they can act as your proxy and mark the box below their name to confirm you have appointed more than one proxy. Please sign all forms and return to Computershare in the same envelope. A proxy need not be a shareholder of the Company but must attend the General Meeting to represent you. Failure to specify the number of shares to which each Form of Proxy relates or specifying a number which, when taken together with the number of shares set out in the other proxy appointments, is in excess of the number of shares held by the member may result in the proxy appointment being invalid.
- To keep the Company and Computershare safe, all electronic communications found to contain a computer virus will not be accepted.
- In line with Regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the General Meeting and the number of votes that may be cast will reflect the register of members of the Company at 6.00 p.m. (London time) on Monday 20 May 2024. Changes made after this time shall be disregarded in determining the rights of any person to attend and vote at the General Meeting.
- Prefer to register the appointment of your proxy electronically? You can do so by logging onto Computershare's website: www.investorcentre.co.uk/eproxy using your Control Number, Shareholder Reference Number (SRN) and PIN (printed above). Full details of the procedures are given on the Computershare website. Electronic appointments and/or voting instructions must be received by Computershare no later than 1.15 p.m. (London time) on Monday 20 May 2024, (or, in the event of an adjournment, as set out in the notes to the Notice of General Meeting in Part 10 of the Scheme Document). The use of the internet service in connection with the meeting is governed by Computershare's conditions of use set out on the website www.investorcentre.co.uk/eproxy and may be read by logging on to that site.
- Are you a CREST member? You can appoint one or more proxies through the CREST electronic proxy appointment service by using the instructions in the CREST manual available via www.euroclear.com. The message must, in order to be valid, be transmitted so as to be received by the Computershare (participant ID 3RA50) by 1.15 p.m. (London time) on Monday 20 May 2024 (or, in the event of an adjournment, as set out in the notes to the Notice of General Meeting in Part 10 of the Scheme Document). Please ensure your CREST messages are received before the time appointed for holding the General Meeting (the time of receipt will be taken to be the time (as determined by the time stamp generated by the CREST system) from which the issuer's agent is able to retrieve the message). Please refer to Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001 for details of why certain CREST proxy appointments may be treated as invalid.
- Is your address showing correctly? If not, let us know of any changes by calling Computershare's helpline on +44 (0)370 707 1172 to request a change of address form. Or go to www.investorcentre.co.uk to use the online Investor Centre service.
- The Form of Proxy must be signed in order to be valid. If you have made a mistake or need to change any information on this form, please initial your change(s).
- Are you a joint shareholder? If so, please note that the only votes that will be accepted is that of the person whose name is listed first on the register of members of the Company (the senior holder).
- Are you signing this form on behalf of another person? Please provide the power of attorney or other authority, or a certified copy of the document and enclose this with the completed form.
- Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member, provided that where more than one is appointed they do not do so in relation to the same shares. A corporate representative letter is available from Computershare on request.

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

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Form of Proxy

You are strongly encouraged to select the Chair of the General Meeting as your proxy - please see Explanatory Notes (see front). Please leave this box blank if you want to select the Chair. Complete this box only if you wish to appoint a third party proxy other than the Chair. Do not insert your own name(s).

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Insert in this box the number of Virgin Money Shares in relation to which your proxy is entitled to act, in the event that it is lower than your total holding of Virgin Money Shares

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I/We hereby appoint the Chair of the General 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 General Meeting of Virgin Money UK PLC (the "Company") to be held at the Company's registered office at **Jubilee House, Gosforth, Newcastle upon Tyne, England, NE3 4PL, United Kingdom on Wednesday 22 May 2024 at 1.15 p.m. (London time)**, and at any adjournment of the General Meeting.

* For the appointment of more than one proxy, please refer to Explanatory Note 5 (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.



Special Resolution

1. For the purposes of giving effect to the Scheme:

- a) to authorise the directors of the Company (or a duly authorised committee of the directors) to take all such actions as they may consider necessary or appropriate for carrying the Scheme into effect; and
- b) with effect from the passing of this resolution, to approve the amendment of the articles of association of the Company by the adoption and inclusion of new article 129A "Scheme of Arrangement" after article 129.

For	Against	Vote Withheld
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Ordinary Resolution of the Independent Virgin Money Shareholders as defined in the Scheme Document

2. To approve, for the purposes of Note 2 to Rule 16.1 of the City Code on Takeovers and Mergers:

- a) the amendment and restatement of the brand licence agreement as made between the Company and Virgin Enterprises pursuant to an amendment and restatement agreement between Nationwide Building Society and Virgin Enterprises Limited dated 7 March 2024; and
- b) the exclusivity agreement entered into between Nationwide and Virgin Red Limited on 21 March 2024.

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Ordinary Resolution of the Virgin Money Shareholders as defined in the Scheme Document

3. To approve the amendments to the Directors' Remuneration Policy, as set out in the Scheme Document.

<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 they see fit or abstain in relation to any business of the meeting.

Signature:

Date:

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