

No 03087587

VIRGIN MONEY HOLDINGS (UK) LIMITED
(the "Company")

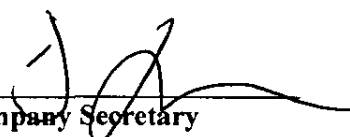
**Written resolutions of the Company pursuant to
section 281 and Chapter 2 of Part 13 of the Companies Act 2006**

The following resolutions were adopted by the Company on 1 September 2008 by way of written resolution in accordance with Chapter 2 of Part 13 Companies Act 2006

SPECIAL RESOLUTIONS

- 1 THAT the special resolutions filed with Companies House on 23 June 2008 together with the new articles of association of the Company be and are hereby confirmed and ratified in the form accompanying these Special Resolutions
- 2 THAT the allotment of 13,391,562 ordinary shares and 1,388,438 A ordinary shares on 11 June 2008 be and is hereby approved and ratified

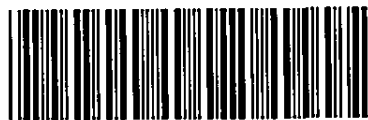
Certified to be a true copy



Company Secretary

Date 10 September 2008

TUESDAY



"LHW6436H"

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16/09/2008

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COMPANIES HOUSE