

**Return of Allotment of Shares**Company Name: **VIRGIN MONEY HOLDINGS (UK) PLC**Company Number: **03087587**Received for filing in Electronic Format on the: **16/01/2015**

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**Shares Allotted (including bonus shares)**

| Date or period during which<br>shares are allotted | From              | To                |
|--|-------------------|-------------------|
|  | <b>19/12/2014</b> | <b>19/12/2014</b> |

**Class of Shares: ORDINARY****Currency: GBP****Number allotted 332324****Nominal value of each share 0.0001****Amount paid: 1.0E-4****Amount unpaid: 0.0**

No shares allotted other than for cash

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## Statement of Capital (Share Capital)

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|-------------------------|-----------------|--------------------------|-----------------|
| <b>Class of Shares:</b> | <b>DEFERRED</b> | Number allotted          | <b>10052161</b> |
| <b>Currency:</b>        | <b>GBP</b>      | Aggregate nominal value: | <b>10052.16</b> |
|                         |                 | Amount paid per share    | <b>0.001</b>    |
|                         |                 | Amount unpaid per share  | <b>0</b>        |

Prescribed particulars

**THE DEFERRED SHARES HAVE ATTACHED TO THEM NO VOTING OR DIVIDEND RIGHTS. ON RETURN OF CAPITAL ON LIQUIDATION OR OTHERWISE, AFTER THE DISTRIBUTION OF £100BILLION, PURSANT TO ARTICLE 4.5 OF THE COMPANY'S ARTICLES OF ASSOCIATION, THE HOLDERS OF DEFERRED SHARES WILL BE ENTITLED TO THE REPAYMENT OF THE NOMINAL VALUE OF THE DEFERRED SHARES HELD BY THEM.**

|                         |                 |                          |                  |
|-------------------------|-----------------|--------------------------|------------------|
| <b>Class of Shares:</b> | <b>ORDINARY</b> | Number allotted          | <b>147612644</b> |
| <b>Currency:</b>        | <b>GBP</b>      | Aggregate nominal value: | <b>14761.26</b>  |
|                         |                 | Amount paid per share    | <b>0.0001</b>    |
|                         |                 | Amount unpaid per share  | <b>0</b>         |

Prescribed particulars

**ORDINARY SHARES RANK EQUALLY FOR VOTING PURPOSES. ON A SHOW OF HANDS EACH MEMBER SHALL HAVE ONE VOTE AND ON A POLL EACH MEMBER SHALL HAVE ONE VOTE PER ORDINARY SHARE HELD. EACH ORDINARY SHARE RANKS EQUALLY FOR ANY DIVIDEND DECLARED. EACH ORDINARY SHARE RANKS EQUALLY FOR ANY DISTRIBUTION MADE ON WINDING UP. THE ORDINARY SHARES ARE NOT REDEEMABLE.**

|                         |                 |                          |                 |
|-------------------------|-----------------|--------------------------|-----------------|
| <b>Class of Shares:</b> | <b>ORDINARY</b> | Number allotted          | <b>24800000</b> |
| <b>Currency:</b>        | <b>GBP</b>      | Aggregate nominal value: | <b>2480</b>     |
|                         |                 | Amount paid per share    | <b>2</b>        |
|                         |                 | Amount unpaid per share  | <b>0</b>        |

Prescribed particulars

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**DIVIDEND DECLARED. EACH ORDINARY SHARE RANKS EQUALLY FOR ANY DISTRIBUTION MADE ON WINDING UP. THE ORDINARY SHARES ARE NOT REDEEMABLE.**

|                         |                 |                          |                 |
|-------------------------|-----------------|--------------------------|-----------------|
| <b>Class of Shares:</b> | <b>ORDINARY</b> | Number allotted          | <b>45342510</b> |
| <b>Currency:</b>        | <b>GBP</b>      | Aggregate nominal value: | <b>4534.25</b>  |
|                         |                 | Amount paid per share    | <b>2.128</b>    |
|                         |                 | Amount unpaid per share  | <b>0</b>        |

Prescribed particulars

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|                         |                 |                          |               |
|-------------------------|-----------------|--------------------------|---------------|
| <b>Class of Shares:</b> | <b>ORDINARY</b> | Number allotted          | <b>32912</b>  |
| <b>Currency:</b>        | <b>GBP</b>      | Aggregate nominal value: | <b>3.29</b>   |
|                         |                 | Amount paid per share    | <b>2.1489</b> |
|                         |                 | Amount unpaid per share  | <b>0</b>      |

Prescribed particulars

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|                         |                 |                          |                  |
|-------------------------|-----------------|--------------------------|------------------|
| <b>Class of Shares:</b> | <b>ORDINARY</b> | Number allotted          | <b>171141580</b> |
| <b>Currency:</b>        | <b>GBP</b>      | Aggregate nominal value: | <b>17114.16</b>  |
|                         |                 | Amount paid per share    | <b>2.188</b>     |
|                         |                 | Amount unpaid per share  | <b>0</b>         |

Prescribed particulars

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**DIVIDEND DECLARED. EACH ORDINARY SHARE RANKS EQUALLY FOR ANY DISTRIBUTION MADE ON WINDING UP. THE ORDINARY SHARES ARE NOT REDEEMABLE.**

|                         |                 |                          |                 |
|-------------------------|-----------------|--------------------------|-----------------|
| <b>Class of Shares:</b> | <b>ORDINARY</b> | Number allotted          | <b>53003534</b> |
| <b>Currency:</b>        | <b>GBP</b>      | Aggregate nominal value: | <b>5300.35</b>  |
|                         |                 | Amount paid per share    | <b>2.83</b>     |
|                         |                 | Amount unpaid per share  | <b>0</b>        |

Prescribed particulars

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## Statement of Capital (Totals)

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|           |            |                                |                  |
|-----------|------------|--------------------------------|------------------|
| Currency: | <b>GBP</b> | Total number of shares:        | <b>451985341</b> |
|           |            | Total aggregate nominal value: | <b>54245.47</b>  |

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### Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Administrator, Administrative Receiver, Receiver, Receiver Manager, CIC Manager.