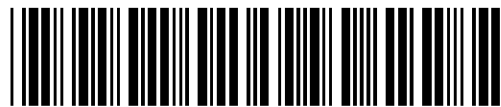


**Return of Allotment of Shares**Company Name: **VIRGIN MONEY HOLDINGS (UK) PLC**Company Number: **03087587**Received for filing in Electronic Format on the: **18/11/2015**

X4KFYHGZ

Shares Allotted (including bonus shares)

Date or period during which shares are allotted	From	To
	12/11/2015	12/11/2015

Class of Shares: ORDINARYNumber allotted **1778278**Currency: **GBP**Nominal value of each share **0.0001**Amount paid: **1.0E-4**Amount unpaid: **0.0**

No shares allotted other than for cash

Statement of Capital (Share Capital)

Class of Shares:	DEFERRED	Number allotted	10052161
Currency:	GBP	Aggregate nominal value:	10052.16
		Amount paid per share	0.001
		Amount unpaid per share	0

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.

Class of Shares:	ORDINARY	Number allotted	149390922
Currency:	GBP	Aggregate nominal value:	14939.09
		Amount paid per share	0.0001
		Amount unpaid per share	0

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.

Class of Shares:	ORDINARY	Number allotted	24800000
Currency:	GBP	Aggregate nominal value:	2480
		Amount paid per share	2
		Amount unpaid per share	0

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.

Class of Shares:	ORDINARY	Number allotted	45342510
Currency:	GBP	Aggregate nominal value:	4534.25
		Amount paid per share	2.128
		Amount unpaid per share	0

Prescribed particulars

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Class of Shares:	ORDINARY	Number allotted	32912
Currency:	GBP	Aggregate nominal value:	3.29
		Amount paid per share	2.1489
		Amount unpaid per share	0

Prescribed particulars

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Class of Shares:	ORDINARY	Number allotted	171141580
Currency:	GBP	Aggregate nominal value:	17114.16
		Amount paid per share	2.188
		Amount unpaid per share	0

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.

Class of Shares:	ORDINARY	Number allotted	53003534
Currency:	GBP	Aggregate nominal value:	5300.35
		Amount paid per share	2.83
		Amount unpaid per share	0

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.

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	453763619
		Total aggregate nominal value:	54423.3

Authorisation

Authenticated

This form was authorised by one of the following:

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