

Virgin Money Holdings (UK) plc (Company)

3 May 2017

Results of Annual General Meeting held on 3 May 2017

The Company announces that at its Annual General Meeting (AGM) held earlier today, all the resolutions put to all shareholders were passed on a poll. Resolutions 1 to 16 (inclusive) and 20 were passed as ordinary resolutions and resolutions 17 to 19 (inclusive), 21 and 22 were passed as special resolutions. The results of the votes cast on each resolution, on which Equiniti, the Company's registrar, acted as scrutineer, are as follows:

Resolution		Total votes for (%)		Total votes against (%)		Votes total (% of issued share capital)		Votes withheld
1	Receive the report and accounts	362,085,130	100.00	2,808	0.00	362,087,938	81.38%	34,891
2	Declaration of a final dividend	362,121,841	100.00	0	0.00	362,121,841	81.39%	988
3	Re-election of Glen Moreno	361,028,275	99.71	1,048,225	0.29	362,076,500	81.38%	46,329
4	Re-election of Jayne-Anne Gadhia	361,324,320	99.78	784,952	0.22	362,109,272	81.38%	13,557
5	Re-election of Norman McLuskie	360,237,763	99.48	1,873,000	0.52	362,110,763	81.38%	12,066
6	Re-election of Colin Keogh	361,496,658	99.83	613,565	0.17	362,110,223	81.38%	12,606
7	Re-election of Geeta Gopalan	361,376,481	99.80	733,751	0.20	362,110,232	81.38%	12,597
8	Election of Eva Eisenschimmel	362,105,389	100.00	2,843	0.00	362,108,232	81.38%	14,597
9	Election of Darren Pope	362,105,289	100.00	2,403	0.00	362,107,692	81.38%	15,137
10	Re-election of Gordon McCallum	359,240,761	99.21	2,867,462	0.79	362,108,223	81.38%	14,606
11	Re-election of Patrick McCall	360,514,991	99.56	1,595,232	0.44	362,110,223	81.38%	12,606
12	Approval of Directors' Remuneration Report	353,955,397	98.86	4,083,364	1.14	358,038,761	80.47%	4,084,068
13	Re-appointment of the auditors of the Company	362,116,773	100.00	3,445	0.00	362,120,218	81.39%	2,611
14	Authority to determine the remuneration of the auditors	361,216,420	99.75	901,786	0.25	362,118,206	81.39%	4,623
15	Authority to make political donations or incur political expenditure	359,055,458	99.16	3,056,548	0.84	362,112,006	81.38%	10,823
16	Directors' authority to allot shares	359,154,294	99.18	2,960,699	0.82	362,114,993	81.38%	7,836
17	General authority to dis-apply pre-emption rights	362,052,128	100.00	9,488	0.00	362,061,616	81.37%	61,213
18	Additional authority to dis-apply pre-emption rights	336,233,849	92.87	25,827,767	7.13	362,061,616	81.37%	61,213

19	Authority to purchase own shares	356,321,473	98.65	4,889,673	1.35	361,211,146	81.18%	911,683
20	Authority to allot Additional Tier 1 securities	356,988,207	98.60	5,073,204	1.40	362,061,411	81.37%	61,418
21	Authority to dis-apply pre-emption rights in relation to Additional Tier 1 Securities	356,948,400	98.59	5,113,011	1.41	362,061,411	81.37%	61,418
22	Notice period for general meetings	353,013,745	97.49	9,102,778	2.51	362,116,523	81.39%	6,305

As set out in the Notice of Meeting, the Company also announces, in respect of resolutions 5 to 9, the result of the vote of the independent shareholders as follow:

RESOLUTION		Total votes for (%)		Total votes against (%)		Votes total (% of issued share capital)		Votes withheld
5	Re-election of Norman McLuskie	205,117,309	99.10	1,873,000	0.90	206,990,309	71.42%	12,066
6	Re-election of Colin Keogh	206,376,204	99.70	613,565	0.30	206,989,769	71.42%	12,606
7	Re-election of Geeta Gopalan	206,256,027	99.65	733,751	0.35	206,989,778	71.42%	12,597
8	Election of Eva Eisenschimmel	206,984,935	100.00	2,843	0.00	206,987,778	71.42%	14,597
9	Election of Darren Pope	206,984,835	100.00	2,403	0.00	206,987,238	71.42%	15,137

As at 18:30 on 28 April 2017, the number of issued shares in the Company was 444,942,008 ordinary shares, which was the total number of shares entitling the holders to attend and vote for or against all the resolutions at the AGM. In accordance with the Company's articles of association, on a poll every member present in person or by proxy has one vote for every share held.

There were no restrictions on shareholders to cast votes on any of the resolutions proposed at the AGM. Votes "for" includes proxy appointments which gave discretion to the Chairman of the AGM. Votes "withheld" are not votes in law and therefore have not been counted in the calculation of the proportion of the votes for or against a resolution.

Following the declaration of the final dividend by shareholders at today's AGM, a dividend of 3.5 pence per ordinary share of 0.01 pence in the Company for the financial year ended 31 December 2016 will be paid on 10 May 2017 to those shareholders registered at the close of business on 7 April 2017 (the record date).

As announced on 6 December 2016, Marilyn Spearing has retired from the Board with effect from today, and following Norman McLuskie's re-election at today's AGM, he will now chair the Remuneration Committee.

Pursuant to UK Listing Rule 9.6.2R, copies of all resolutions, other than those concerning ordinary business, passed at the AGM will be shortly submitted to the National Storage Mechanism and will be available for inspection at <http://www.morningstar.co.uk/uk/NSM>.

The full text of the resolutions passed at the AGM can be found in the Notice of AGM which is available alongside the AGM results on the Company's website at <http://www.virginmoney.com/virgin/investor-relations>.

Virgin Money Holdings (UK) plc

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