

SECOND SUPPLEMENT DATED 28 AUGUST 2020
TO THE BASE PROSPECTUS DATED 5 FEBRUARY 2020



VIRGIN MONEY UK PLC

(incorporated with limited liability in England and Wales)

CLYDESDALE BANK PLC

(incorporated with limited liability in Scotland)

£10,000,000,000

Global Medium Term Note Programme

Virgin Money UK PLC (the "**Company**") and Clydesdale Bank PLC (the "**Bank**" and, together with the Company, the "**Issuers**" and each an "**Issuer**"), have prepared this supplement dated 28 August 2020 (the "**Supplement**") to the base prospectus dated 5 February 2020, as supplemented by the first supplement dated 13 May 2020 (together, the "**Base Prospectus**") with respect to the £10,000,000,000 Global Medium Term Note Programme of the Issuers (the "**Programme**"). This Supplement constitutes a supplement to the Base Prospectus for the purposes of Section 87G of the Financial Services and Markets Act 2000 (the "**FSMA**").

This Supplement has been approved by the United Kingdom Financial Conduct Authority (the "**FCA**"), which is the United Kingdom competent authority for the purposes of Regulation (EU) 2017/1129 (the "**Prospectus Regulation**"), as a base prospectus supplement issued in compliance with the Prospectus Regulation.

Terms defined in the Base Prospectus shall have the same meaning when used in this Supplement. This Supplement is supplemental to, and should be read in conjunction with, the Base Prospectus. A copy of this Supplement will be made available for inspection at the offices of each Issuer for so long as the Programme remains in existence. This Supplement will be published on the website of the Regulatory News Service operated by the London Stock Exchange at <http://www.londonstockexchange.com/exchange/news/market-news/market-news-home.html>. This Supplement will also be available for viewing on the UK National Storage Mechanism at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>.

Each of the Issuers accepts responsibility for the information contained in this Supplement. To the best of the knowledge of the Issuers, the information contained in this Supplement is in accordance with the facts and makes no omission likely to affect its import.

Save as disclosed in this Supplement, no significant new factor, material mistake or material inaccuracy relating to the information included in the Base Prospectus which is capable of affecting the assessment of the Notes issued under the Programme has arisen or been noted, as the case may be, since the publication of the Base Prospectus.

Purpose of this Supplement

The purpose of this Supplement is to:

- a) incorporate by reference into the Base Prospectus the Company's Third Quarter 2020 Trading Update available at <https://www.virginmoneyukplc.com/investor-relations/results-and-reporting/financial-results/>, excluding the following:
 - (i) the box titled "Q3 Performance Summary" on page 1;
 - (ii) the last sentence of the second paragraph under the heading "Supporting our customers" on page 2;

- (iii) the last sentence of the first paragraph under the heading “*NIM trajectory in line with expectations*” on page 2;
- (iv) the last two sentences of the second paragraph under the heading “*NIM trajectory in line with expectations*” on page 3;
- (v) the words “(Appendix 1)” in the first paragraph under the heading “*Further credit provisions increase*” on page 3;
- (vi) the last two sentences of the second paragraph under the heading “*Integration and Transformation*” on page 3;
- (vii) the fourth paragraph under the heading “*Well positioned for an uncertain outlook*” on page 4;
- (viii) the last two sentences of the fifth paragraph under the heading “*Well positioned for an uncertain outlook*” on page 4, other than the words “*All Information Requests (IRs) have now been processed*” and the words “*The Group has 68k complaints left to assess*”; and
- (ix) Appendix 1 on page 5,

(together, the “**Third Quarter 2020 Trading Update**”);

- b) amend the section entitled “*Directors of the Issuers*” commencing on page 139 of the Base Prospectus by replacing the table under paragraph 3 of this section with the following table:

Name	Position	Principal directorships
David Bennett	Chairman	Ashmore Group PLC Paypal (Europe) S.à.r.l et Cie S.C.A.
David Duffy	Chief Executive Officer	UK Finance Limited
Ian Smith	Group Chief Financial Officer	67 Pall Mall Limited
Paul Coby	Independent Non-Executive Director	—
Geeta Gopalan	Independent Non-Executive Director	Wizink Bank S.A. Ultra-Electronics Holdings PLC Funding Circle Holdings PLC
Fiona MacLeod	Independent Non-Executive Director	Denholm Oilfield Services Limited
Darren Pope	Independent Non-Executive Director	Equiniti Group PLC Network International Holdings PLC
Amy Stirling	Non-Executive Director	Virgin UK Holdings Limited VIRGIN.COM LIMITED Virgin Management Limited Virgin Holdings Limited VEL Holdings Limited Classboss Limited Barfair Limited VM Advisory Limited RIT Capital Partners PLC Necker Holdings (BVI) Limited
Tim Wade	Interim Senior Independent Non-Executive Director	The Coeliac Trading Company Limited Chubb Underwriting Agencies Limited RBC Europe Limited

; and

c) update the no significant change statement of the Issuers on page 162 of the Base Prospectus.

Documents Incorporated by Reference

By virtue of this Supplement, the Third Quarter 2020 Trading Update shall be deemed to be incorporated in, and form part of, the Base Prospectus.

Any information contained in the document specified above which is not incorporated by reference in the Base Prospectus is either not relevant for prospective investors for the purposes of Article 6(1) of the Prospectus Regulation or is covered elsewhere in the Base Prospectus.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Base Prospectus by this Supplement and (b) any other statement in or incorporated by reference into the Base Prospectus, the statements referred to in (a) above will prevail.

If any document which is incorporated by reference into this Supplement itself incorporates any information or other documents therein, either expressly or implicitly, such information or other documents will not form part of this Supplement or the Base Prospectus for the purposes of the Prospectus Regulation, except where such information or other documents are specifically incorporated by reference into this Supplement.

The Total Capital ratio figure as at 30 June 2020 of 19.1%, published in the Third Quarter 2020 Trading Update, excluded excess Tier 2 capital, consistent with one basis of calculation of the Total Capital ratio used within the Group. For comparison, the Total Capital ratio as at 30 June 2020 calculated including excess Tier 2 capital (as was the case for the equivalent figure in the Company's 2020 Interim Financial Results and the Company's 2019 Annual Report and Accounts) is 20.0%.

No Significant Change Statement

With effect from the date of this Supplement, the statement in paragraph 4 in the section "*Significant/Material Change*" on page 162 of the Base Prospectus shall be deleted and replaced with the following:

"There has been no significant change in the financial position or financial performance of the Group since 30 June 2020, being the date of the Company's last published financial information."