



Virgin Money plc
(incorporated under the laws of England and Wales)

€7 billion
Global Covered Bond Programme unconditionally and irrevocably guaranteed as to payments of interest and principal by Eagle Place Covered Bonds LLP
(a limited liability partnership incorporated in England and Wales)

This Supplement (the "**Supplement**") to the Prospectus dated 5 March 2019 (the "**Prospectus**"), which comprises a base prospectus for the purposes of Article 5.4 of Directive 2003/71/EC as amended (which includes the amendments made by Directive 2010/73/EU) (the "**Prospectus Directive**"), constitutes a supplementary prospectus for the purposes of Section 87G of the Financial Services and Markets Act 2000 ("**FSMA**") and is prepared in connection with the €7 billion Global Covered Bond Programme (the "**Programme**") established by Virgin Money plc (the "**Issuer**") and unconditionally and irrevocably guaranteed as to payments of interest and principal by Eagle Place Covered Bonds LLP (the "**LLP**"). Terms defined in the Prospectus have the same meaning when used in this Supplement.

This Supplement is supplemental to, and should be read in conjunction with, the Prospectus and any other supplements to the Prospectus issued by the Issuer.

This Supplement has been approved by the Financial Conduct Authority (the "**FCA**") which is the competent authority for the purposes of the Prospectus Directive and relevant implementing measures in the United Kingdom for the purposes of giving information with regard to the issue of instruments under the Programme.

The Issuer accepts responsibility for the information contained in this Supplement. To the best of the knowledge and belief of the Issuer (which has taken all reasonable care to ensure that such is the case) the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

Purpose of this Supplement

The purpose of this Supplement is to:

- (a) incorporate by reference into the Prospectus the LLP's 2018 Annual Report (as defined below) published on 3 May 2019;
 - (b) delete certain information in relation to the LLP from page 167 of the Prospectus; and
 - (c) update the no significant or material change statement of the LLP on page 250 of the Prospectus.
- (a) Documents incorporated by reference**

By virtue of this Supplement, the audited 2018 Annual Report of the LLP for the year ended 31 December 2018 (the "**LLP 2018 Annual Report**"), which has previously been filed with the Financial Conduct Authority or the Registrar of Companies, shall be deemed to be incorporated in,

and form part of, the Prospectus and supplement the section entitled “*Information Incorporated by Reference*” on page 11 of the Prospectus.

If the LLP 2018 Annual Report which is incorporated by reference in the Prospectus by virtue of this Supplement itself incorporates any information or other documents therein, either expressly or implicitly, such information or other documents will not form part of the Prospectus for the purposes of the Prospectus Directive except where such information or other documents are specifically incorporated by reference in, or attached to, the Prospectus by virtue of this Supplement.

(b) Deletion of certain information in relation to the LLP on page 167 of the Prospectus

The last 5 paragraphs of the section entitled “*The LLP – Principal Activities*” on page 167 of the Prospectus starting “*The LLP was dormant until it commenced operations*” are deleted in their entirety.

(c) General

Significant/Material Change

The paragraph entitled “*Significant/Material Change*” on page 250 of the Prospectus, is deleted in its entirety and replaced as follows:

"There has been no significant change in the financial or trading position of the Issuer or any of its subsidiaries since 31 December 2018 being the date of the last audited non-consolidated financial statements of the Issuer or of the LLP since 31 December 2018 being the date of the last audited annual accounts of the LLP. There has been no material adverse change in the financial position or the prospects of the Issuer or any of its subsidiaries since 31 December 2018 being the date of the last audited non-consolidated financial statements of the Issuer or the LLP since 31 December 2018 being the date of the last audited annual accounts of the LLP."

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

Save as disclosed in this Supplement and any other supplement to the Prospectus previously issued by the Issuer, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Prospectus since the publication of the Prospectus.

This Supplement will be published on the website of the London Stock Exchange. The Issuer and the LLP will provide, without charge, to each person to whom a copy of this Supplement has been delivered, upon the request of such person, a copy of any or all of the documents which are incorporated in whole or in part by reference herein or in the Prospectus. Copies of all documents incorporated by reference in this Supplement may (a) be inspected, free of charge during normal business hours on weekdays at the registered office of the Issuer at Jubilee House, Gosforth, Newcastle upon Tyne NE3 4PL, United Kingdom or (b) be viewed 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>.

The date of this Supplement is 13 August 2019.