

CYBG PLC
(Company)

RESULTS OF ANNUAL GENERAL MEETING ON 31 JANUARY 2017

31 January 2017

The Board of Directors of the Company announces that at the Company's Annual General Meeting held today, except for resolution 13 which was not put to a vote at the meeting, resolutions 1 to 27 were duly passed by the Company's shareholders by way of a poll. The results of the poll are set out below.

Resolution	For		Against		Total	Withheld
	No. of Votes	% of Vote	No. of Votes	% of Vote	No. of Votes	No. of Votes
1. To receive the Annual Report and Financial Statements for the year ended 30 September 2016	594,079,239	99.65%	2,101,272	0.35%	596,180,511	4,402,335
2. To approve the Directors' Remuneration policy	594,488,715	99.23%	4,592,820	0.77%	599,081,535	1,524,064
3. To approve the Directors' Annual Report on Remuneration for the year ended 30 September 2016	588,279,591	98.89%	6,602,277	1.11%	594,881,868	5,719,654
4. To elect Clive Adamson as a Director of the Company	598,369,350	99.89%	648,993	0.11%	599,018,343	1,445,599
5. To elect Paul Coby as a Director of the Company	598,338,820	99.89%	681,963	0.11%	599,020,783	1,443,892
6. To elect Fiona MacLeod as a Director of the Company	598,430,955	99.90%	601,499	0.10%	599,032,454	1,431,392
7. To elect Tim Wade as a Director of the Company	598,270,909	99.89%	675,679	0.11%	598,946,588	1,518,207
8. To re-elect David Bennett as a Director of the Company	598,394,365	99.89%	640,363	0.11%	599,034,728	1,459,413
9. To re-elect David Browne as a Director of the Company	598,549,297	99.91%	534,179	0.09%	599,083,476	1,410,168
10. To re-elect Debbie Crosbie as a Director of the Company	598,569,363	99.91%	528,483	0.09%	599,097,846	1,395,325
11. To re-elect David Duffy as a Director of the Company	598,562,375	99.92%	506,331	0.08%	599,068,706	1,423,438
12. To re-elect Adrian Grace as a Director of the Company	598,396,383	99.91%	550,819	0.09%	598,947,202	1,520,961
13. To re-elect Richard Gregory as a Director of the Company	This resolution was not put to a vote at the meeting as Richard Gregory retired as a Non-Executive Director on 10 January 2017.					
14. To re-elect Jim Pettigrew as a Director of the Company	597,602,326	99.77%	1,400,888	0.23%	599,003,214	1,489,842
15. To re-elect Dr Teresa Robson-Capps as a Director of the Company	598,459,860	99.91%	542,664	0.09%	599,002,524	1,489,839
16. To re-elect Ian Smith as a Director of the Company	598,392,673	99.91%	548,657	0.09%	598,941,330	1,508,468
17. To re-appoint Ernst & Young LLP as auditors	598,915,347	99.96%	218,990	0.04%	599,134,337	1,324,751
18. To authorise the Audit Committee to determine the remuneration of the auditors	598,313,723	99.86%	814,091	0.14%	599,127,814	1,323,444
19. To authorise the Directors to allot shares	584,872,971	97.64%	14,158,484	2.36%	599,031,455	1,409,059

20. To authorise the Directors to disapply statutory pre-emption rights in respect of 5% of the Company's issued share capital	597,079,482	99.71%	1,758,630	0.29%	598,838,112	1,731,973
21. To authorise the Directors to disapply statutory pre-emption rights in respect of an additional 5% of the Company's issued share capital	582,078,591	97.20%	16,775,286	2.80%	598,853,877	1,716,535
22. To permit the Company to purchase its own shares	597,257,013	99.67%	1,972,537	0.33%	599,229,550	1,350,904
23. To permit the Company to enter into a contingent purchase contract between the Company and Macquarie for the purchase by the Company of ordinary shares converted from CHES Depositary Interests (CDIs)	596,252,540	99.53%	2,787,551	0.47%	599,040,091	1,511,677
24. To authorise the Company to make political donations and incur political expenditure	595,220,299	99.35%	3,912,527	0.65%	599,132,826	1,455,798
25. To authorise the calling of general meetings of the Company by notice of 14 clear days	578,777,099	96.57%	20,539,120	3.43%	599,316,219	1,267,253
26. To approve the amendments to the rules of the CYBG Long-Term Incentive Plan	592,635,707	98.93%	6,437,433	1.07%	599,073,140	1,510,537
27. To approve the amendments to the rules of the CYBG Deferred Equity Plan	596,602,161	99.59%	2,430,299	0.41%	599,032,460	1,546,891

Votes 'For' and 'Against' are expressed as a percentage of the total votes received.

A 'Vote withheld' is not treated as a vote in law and would not be counted in the calculation of the proportion of the votes cast 'For' or 'Against' a resolution.

The current issued share capital of the Company consists of 882,120,641 ordinary shares of 10 pence, carrying one vote each.

In accordance with the Listing Rule 9.6.2 copies of all resolutions other than resolutions concerning ordinary business passed at today's Annual General Meeting will be submitted to the National Storage Mechanism and will shortly be available for inspection at <http://www.morningstar.co.uk/uk/NSM>.

Enquiries

Investors and Analysts	
John Crosse	+44 7917 172535
Head of Investor Relations	john.crosse@cybg.com
Hany Messieh	+61 414 446 876
Investor Relations (Australia)	hany.messieh@cybg.com

<u>Company Secretary</u>	
Lorna McMillan	+44 7834 585436
Company Secretary	lorna.mcmillan@cybg.com
<u>Media</u>	
Victoria Geoghegan	+44 20 3772 2562
Bell Pottinger	vgeoghegan@bellpottinger.com