

CYBG PLC
(Company)

LEI: 213800ZK9VGCYYR6O495

16 May 2017

SMALL HOLDING SALE FACILITY

The Company is today announcing the launch of a sale facility (**Facility**) for eligible shareholders. The Facility, which is being implemented in accordance with the Company's articles of association (**Articles**), is commonly known in the Australian market as a sale of Small Holdings. A "**Small Holding**", as defined in the Articles with reference to the definition in the Australian Securities Exchange (**ASX**) listing rules, is a holding of shares with an aggregate market value of less than A\$500 based on the closing price of a CDI on the ASX.

In this announcement, the term '**shares**' refers to fully paid ordinary shares in the capital of the Company admitted to trading on the London Stock Exchange (**LSE**) (**Shares**) and/ or CHESS Depositary Interests (**CDIs**) (which represent interests in such Shares) admitted to trading on the ASX, and '**shareholders**' refers to holders of Shares and/or CDIs.

The Facility provides eligible shareholders with an easy and cost-effective way to sell all of their shares while assisting with reducing the Company's ongoing costs associated with administering the security registers.

The Company is implementing the Facility for all eligible shareholders who held a Small Holding based on the closing price of a CDI on the ASX as at 6.00pm BST/ 7.00pm AEST on 9 May 2017 (**Record Date**). Such eligible shareholders will have the opportunity to opt out of the Facility and retain their shares. Only the shares of those eligible shareholders who continue to hold a Small Holding as at 7.30am BST/ 4.30pm AEST on 28 June 2017 (**Closing Date**), and who have not opted out of the Facility (in accordance with the terms and conditions of the Facility) will be sold as part of the Facility.

Under the Facility, eligible shareholders have the opportunity to have their shares sold without incurring any brokerage or handling costs associated with the sale. The Company will pay all costs of the sale for those eligible shareholders whose shares will be sold as part of the Facility (although any tax consequence from the sale will be the relevant shareholder's responsibility).

Based on the closing price of A\$5.00 for a CDI on the ASX on the Record Date, a holding of 99 shares or fewer in the Company constitutes a Small Holding. However, if in the period up to the Closing Date: (i) the value of such eligible shareholder's shares has increased to A\$500 or more, whether due to the acquisition of further shares by the eligible shareholder or by virtue of an increase in the value of the shares based on the closing price of a CDI on the ASX on 28 June 2017; or (ii) such shareholder submits a share retention form in order to opt out of the Facility which is duly received at the postal address set out in the form by the Closing Date; or (iii) such shareholder sells their entire holding of shares by other means by the Closing Date, such eligible shareholder's shares will not be sold as part of the Facility.

At the Record Date there were 145,811 eligible shareholders representing a total holding of 5,468,896 shares (0.62% of the total issued share capital of the Company).

It is anticipated that shareholders who do not take any action and as at the Closing Date continue to hold a Small Holding will have their shares sold as part of the Facility and will be

CYBG PLC is registered in England and Wales (company number: **09595911**) and as a foreign company in Australia (**ARBN 609 948 281**) and has its registered office at 20 Merrion Way, Leeds, West Yorkshire LS2 8NZ

sent payment for their shares no later than 14 July 2017. The Company has sent a copy of each of the following documents, as appropriate, to eligible shareholders today:

- the Chairman's letter including Terms and Conditions of the Facility for Ordinary Shareholders;
- the Chairman's letter including Terms and Conditions of the Facility for CDI Holders;
- a share retention form for use by holders of Shares; and
- a share retention form for use by holders of CDIs.

The information in this announcement should be read in conjunction with the information set out in the relevant documents referred to above. The Company has submitted a copy of each of the documents above to the National Storage Mechanism, and these will shortly be available for inspection at: <http://www.morningstar.co.uk/uk/NSM>. If eligible shareholders are in any doubt as to the action they should take they should consult their stockbroker, bank manager, solicitor, accountant, or other professional independent adviser.

The key Facility dates are:

- Record Date: 6.00pm BST/ 7.00pm AEST 9 May 2017
- Announcement Date: 16 May 2017
- Notices sent to holders who, as at the Record Date, held a Small Holding: 16 May 2017
- Closing Date: 7.30am BST/ 4.30pm AEST 28 June 2017
- Sale of Small Holdings: No later than 7 July 2017

The Company reserves the right to change any of the dates referred to in this announcement, or suspend, cancel or vary the Facility at any time, in which case the Company will release an announcement on the LSE and the ASX.

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