

CYBG PLC

Registered number 09595911 (England and Wales)
ARBN 609 948 281 (Australia)

NOTICE OF ANNUAL GENERAL MEETING

2018

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Notice of Annual General Meeting and the enclosed Proxy Form or CDI Voting Instruction Form should be read in their entirety. If you are in any doubt as to any aspect of the proposals referred to in this document and the Proxy Form or CDI Voting Instruction Form, or as to the action you should take, you should seek your own advice from a stockbroker, solicitor, accountant or other professional adviser.

If you have sold or otherwise transferred all of your shares in CYBG PLC, please pass this document (but not the personalised Proxy Form) to the purchaser or transferee, or to the person who arranged the sale or transfer, so that they can pass these documents to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Annual General Meeting of CYBG PLC to be held at the offices of

Pinsent Masons LLP
30 Crown Place
Earl Street
London EC2A 4ES
United Kingdom

10.00am (GMT) on Wednesday 31 January 2018

Whether or not you propose to attend the Annual General Meeting, please complete and submit a Proxy Form or CDI Voting Instruction Form in accordance with the instructions printed on the enclosed Proxy Form or CDI Voting Instruction Form.

If you are a CDI holder and would like to attend and vote at the Annual General Meeting in person you must complete Option B of the CDI Voting Instruction Form and appoint yourself as CHES Depositary Nominees Pty Limited's ('CDN') proxy in accordance with the instructions on page 18 of this document and the CDI Voting Instruction Form.

If you do not complete Option B as above you will only be able to attend the Annual General Meeting, and speak, but not be able to vote.

Key times and dates

Last time/day for receipt of Proxy Forms⁽¹⁾

10.00am (GMT) on 29 January 2018

Last time/day for receipt of CDI Voting Instruction Forms⁽²⁾

8.00pm (AEDT) on 29 January 2018

Annual General Meeting

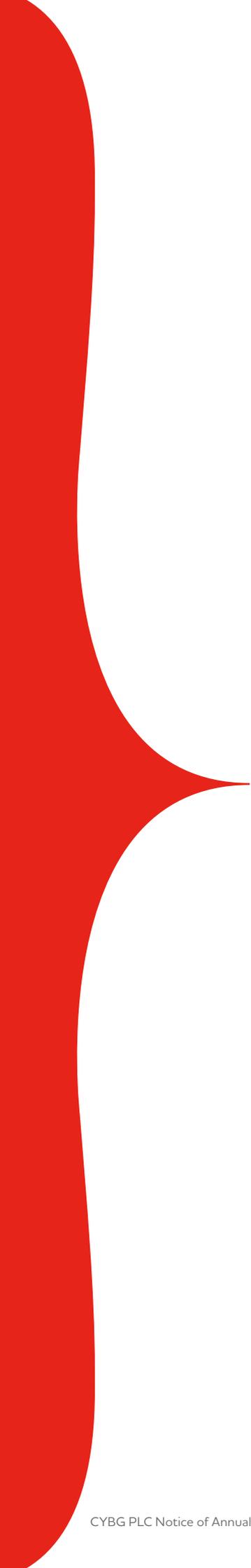
10.00am (GMT) on 31 January 2018

(1) Proxy Forms received after 10.00am (GMT) on this date will be disregarded.

(2) CDI Voting Instruction Forms received after 8.00pm (AEDT) on this date will be disregarded.

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A DIFFERENT WAY OF BANKING

CYBG PLC is a full-service bank focused on UK consumers and small and medium-sized enterprises (SMEs), operating under the Clydesdale Bank, Yorkshire Bank and B brands.

We serve nearly three million customers through an omni-channel model of online, mobile and telephone banking, together with a network of 169 branches and 40 business banking centres, located mostly in the UK's economic heartlands of Scotland, the north of England and the Midlands.



Dear Shareholder

I take pleasure in sending you the notice of the Annual General Meeting (the 'AGM' or 'Meeting') of CYBG PLC (the 'Company') (the 'Notice'). The Meeting is to be held at the offices of Pinsent Masons LLP, 30 Crown Place, Earl Street, London EC2A 4ES, United Kingdom on Wednesday 31 January 2018 at 10.00am (GMT). The Notice contains the resolutions on which shareholders are asked to vote. These are set out on pages 4 to 7 of this document. It is important you read the entire document before deciding how to vote. This document also contains Explanatory Notes which provide detailed information of the business to be conducted at the AGM (pages 8 to 14 of this document). All the resolutions are matters typically sought at the AGM for a UK public listed company and, in accordance with the UK Corporate Governance Code, all Directors will be seeking re-election at the AGM.

Website

A printed copy of the 2017 Annual Report and Accounts will only be sent to you if you have opted to receive a paper copy of that document. Otherwise you may now access the 2017 Annual Report and Accounts by visiting the www.cybg.com website. If at any time you would like to change your preference on how you receive documents, please contact our Registrar, Computershare, whose contact details are set out on page 20 of this document. By choosing to receive communications electronically, by email and on our website, you will have access to Company information more quickly. In addition, reducing the need to print shareholder communications supports our commitment to managing our business' environmental impact and helps us grow our business in a sustainable way.

Dividend

The Board of Directors (the 'Board') is recommending for approval at the AGM a final dividend of 1p per ordinary share in the Company in respect of the full financial year ended 30 September 2017. If approved, the dividend will be payable on 16 February 2018 to all shareholders who are on the register of members on 19 January 2018. To ensure you receive prompt payment of your dividend, you are encouraged to have the dividend payment paid directly into a bank account. You can check or update your existing payment instructions by contacting the Company's Registrars, details of which are on page 20.

The AGM

Details of how to get to the venue are set out on page 19 of this document. The AGM is an opportunity for all shareholders to express their views by asking questions and voting. We recognise that not all shareholders will be able to attend in person and therefore all resolutions will be decided on a poll, as this delivers a fairer representation of shareholder views and has become best practice at large company AGMs.

The AGM will be webcast live at 10.00am (GMT) on Wednesday 31 January 2018 on the Company's website www.cybg.com and a recording will also be available shortly after the conclusion of the AGM. Please note that viewing the live webcast does not enable shareholders to ask questions or vote during the AGM.

The results of voting on all the resolutions will be announced via the Regulatory News Service for the London Stock Exchange and the Australian Securities Exchange and published on the Company's website as soon as possible after the AGM.

Voting

There are different voting procedures depending on whether you hold shares listed on the London Stock Exchange or CDIs quoted on the Australian Securities Exchange. Please read the voting instructions on pages 16 to 18 of this document carefully to ensure you are aware of the arrangements affecting you. Even if you are unable to attend the Meeting, you can still vote and I would encourage you, regardless of the number of shares or CDIs you own, to vote on the resolutions set out on pages 4 to 7 of this document, by completing, signing and returning your Proxy Form or CDI Voting Instruction Form to the Company's Registrar, Computershare, at the relevant address specified on either page 16 or 18 of this document. Alternatively, you may register your proxy appointment or CDI voting instructions electronically. Please see pages 16 to 18 of this document and your Proxy Form or CDI Voting Instruction Form for details.

If you are a CDI holder and would like to attend and vote at the AGM in person, you must complete Option B of the CDI Voting Instruction Form to appoint yourself as CDN's proxy and return the form in accordance with the instructions on page 18 of this document and the CDI Voting Instruction Form. If you do not complete Option B as above, you will only be able to attend the AGM and speak, but not be able to vote.

Your Proxy Form or CDI Voting Instruction Form (either online or on paper) needs to be lodged so that it reaches the Company's Registrar, Computershare, by the time and date specified on that form and also in accordance with the instructions on pages 16 to 18 of this document.

If you have any enquiries about the AGM or about your shareholding, you can contact the Company's Registrar, Computershare. Contact details are listed on page 20 of this document.

Recommendation

Your Board considers that all of the resolutions set out in the Notice are in the best interests of the Company and its shareholders as a whole. The Board intends to vote in favour of all of them in respect of their own beneficial holdings and unanimously recommends that you do so as well.

Yours faithfully



Jim Pettigrew
Chairman

7 December 2017

Registered office:
CYBG PLC
20 Merrion Way
Leeds
West Yorkshire LS2 8NZ
Registered in England and Wales No. 09595911

Notice of Annual General Meeting

Notice is hereby given

that the Annual General Meeting of CYBG PLC (the 'Company') will be held at the offices of Pinsent Masons LLP, 30 Crown Place, Earl Street, London EC2A 4ES, United Kingdom on Wednesday 31 January 2018 at 10.00am (GMT). Shareholders will be asked to consider and, if thought fit, pass the resolutions below. Resolutions 1 to 18 (inclusive) and 23 will be proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 19 to 22 (inclusive) and 24 will be proposed as special resolutions. This means that for each of those resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

Annual Report and Accounts

- 1 To receive the reports of the Directors and auditors and the audited financial statements of the Company for the year ended 30 September 2017.

Directors' Annual Report on Remuneration

- 2 To approve the Directors' Annual Report on Remuneration set out on pages 94 to 122 (inclusive) of the Company's Annual Report and Financial Statements for the year ended 30 September 2017.

Dividend

- 3 To declare a final dividend of 1p per ordinary share in the Company in respect of the year ended 30 September 2017.

Re-election of the Directors

- 4 To re-elect Clive Adamson as a Director of the Company.
- 5 To re-elect David Bennett as a Director of the Company.
- 6 To re-elect David Browne as a Director of the Company.
- 7 To re-elect Paul Coby as a Director of the Company.
- 8 To re-elect Debbie Crosbie as a Director of the Company.
- 9 To re-elect David Duffy as a Director of the Company.
- 10 To re-elect Adrian Grace as a Director of the Company.
- 11 To re-elect Fiona MacLeod as a Director of the Company.
- 12 To re-elect Jim Pettigrew as a Director of the Company.
- 13 To re-elect Dr Teresa Robson-Capps as a Director of the Company.
- 14 To re-elect Ian Smith as a Director of the Company.
- 15 To re-elect Tim Wade as a Director of the Company.

Re-appointment of the auditors

- 16 To re-appoint Ernst & Young LLP as auditors of the Company from the conclusion of this meeting until the conclusion of the next general meeting at which accounts are laid before the Company.

Remuneration of the auditors

- 17 To authorise the Audit Committee for and on behalf of the Board to determine the remuneration of the auditors.

Directors' authorities to allot shares

18 That, the Directors be generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the 'Act') to exercise all the power of the Company to allot shares in the Company and/or to grant rights to subscribe for or to convert any security into shares in the Company:

- (A) up to an aggregate nominal amount of £29,498,292 (such amount to be reduced by the aggregate nominal amount allotted or made under paragraph (B) below in excess of such sum); and
- (B) comprising equity securities (as defined in section 560(1) of the Act) up to an aggregate nominal amount of £58,996,584 (such amount to be reduced by the aggregate nominal amount of any allotments or grants made under paragraph (A) above) in connection with an offer by way of a rights issue:
 - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) to holders of other equity securities as required by the rights of those securities or, subject to such rights, as the Directors otherwise consider necessary,

and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter,

such authorities to apply until the end of the next Annual General Meeting of the Company (or, if earlier, until the close of business on 31 March 2019) (unless previously revoked or varied by the Company in general meeting) but, in each case, so that the Company may make offers and enter into agreements before the authority expires which would, or might, require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after the authority expires and the Directors may allot shares or grant rights to subscribe for or convert securities into shares under any such offer or agreement as if the authority had not expired. References in this resolution 18 to the nominal amount of rights to subscribe for or to convert any security into shares (including where such rights are referred to as equity securities as defined in section 560(1) of the Act) are to the nominal amount of shares that may be allotted pursuant to the rights.

Disapplication of pre-emption rights

19 That, subject to the passing of resolution 18, the Directors be generally empowered pursuant to section 570 of the Companies Act 2006 (the 'Act') to allot equity securities (as defined in section 560(1) of the Act) for cash pursuant to the authority granted by that resolution and/or pursuant to section 573 of the Act to sell ordinary shares held by the Company as treasury shares for cash, in each case, as if section 561 of the Act did not apply to any such allotment or sale, such power to be limited:

- (A) to the allotment of equity securities and/or sale of treasury shares for cash in connection with an offer of, or invitation to apply for, equity securities (but in the case of an allotment pursuant to the authority granted under paragraph (B) of resolution 18, such power shall be limited to the allotment of equity securities in connection with an offer by way of a rights issue only):
 - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) to holders of other equity securities, as required by the rights of those securities or, subject to such rights as the Directors otherwise consider necessary,

and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and

- (B) in the case of the authority granted under paragraph (A) of resolution 18 and/or in the case of any sale of treasury shares for cash, (in each case, otherwise than under paragraph (A) above), to the allotment of equity securities or sale of treasury shares up to a nominal amount of £4,424,743 calculated, in the case of equity securities which are rights to subscribe for, or to convert securities into, ordinary shares by reference to the aggregate nominal amount of relevant shares which may be allotted pursuant to such rights,

such power to apply until the end of the next Annual General Meeting of the Company (or, if earlier, until the close of business on 31 March 2019) (unless previously revoked or varied by the Company in general meeting) but, in each case, so that the Company may make offers, and enter into agreements before the authority expires, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the power expires and the Directors may allot (or sell) equity securities under any such offer or agreement as if the power had not expired.

Notice of Annual General Meeting

20 That, in addition to any power granted under resolution 19 and subject to the passing of resolution 18, the Directors be generally empowered pursuant to section 570 of the Companies Act 2006 (the 'Act') to allot equity securities (as defined in section 560(1) of the Act) for cash pursuant to the authority granted by resolution 18 and/or pursuant to section 573 of the Act to sell ordinary shares held by the Company as treasury shares for cash, in each case free of the restriction in section 561 of the Act, such power to be:

- (i) limited to the allotment of equity securities and/or sale of treasury shares for cash up to an aggregate nominal amount of £4,424,743 calculated, in the case of equity securities which are rights to subscribe for, or to convert securities into, ordinary shares by reference to the aggregate nominal amount of relevant shares which may be allotted pursuant to such rights; and
- (ii) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-emption Rights most recently published by the Pre-emption Group prior to the date of this Notice,

such power to apply until the end of the next Annual General Meeting of the Company (or, if earlier, until the close of business on 31 March 2019) (unless previously revoked or varied by the Company in general meeting) but, in each case, so that the Company may make offers and enter into agreements before the power expires which would, or might, require equity securities to be allotted or rights to subscribe for or to convert any security into shares to be granted (or treasury shares to be sold) after the power ends and the Directors may allot equity securities or grant such rights (or sell treasury shares) under any such offer or agreement as if the power conferred hereby had not ended.

Make market purchase of own shares

21 That the Company be generally and unconditionally authorised for the purposes of section 701 of the Companies Act 2006 (the 'Act') to make one or more market purchases (as defined in section 693(4) of the Act) of its ordinary shares of 10 pence each ('ordinary shares'), provided that:

- (A) the maximum aggregate number of ordinary shares authorised to be purchased is 88,494,877 (representing approximately 10% of the issued ordinary share capital) minus the number of ordinary shares purchased pursuant to resolution 22; and

- (B) the minimum price (exclusive of expenses) which may be paid for an ordinary share is 10 pence (being the nominal value of an ordinary share) and the maximum price (exclusive of expenses) which may be paid for an ordinary share is the highest of:

- (i) an amount equal to 5% above the average middle-market value of an ordinary share as derived from The London Stock Exchange Daily Official List for the five business days immediately preceding the day on which that ordinary share is contracted to be purchased; and
- (ii) the higher of the price of the last independent trade and the highest current independent bid for an ordinary share on the trading venue where the purchase is carried out,

such power to apply until the end of the next Annual General Meeting of the Company (or, if earlier, until the close of business on 31 March 2019) (unless previously revoked or varied by the Company in general meeting) but, in each case, so that the Company may enter into a contract to purchase ordinary shares under this authority which will or may be completed or executed wholly or partly after the expiry of the authority and the Company may purchase ordinary shares pursuant to any such contract as if the power had not expired.

Contingent Purchase Contract

22 That the terms of a contingent purchase contract between the Company and Macquarie Securities (Australia) Limited ('Macquarie') as identified in the contract (a draft of which is produced to the Meeting and initialled by the Chairman for the purposes of identification) ('CP Contract'), providing for off-market purchases (as defined in section 693(2) of the Companies Act 2006) by the Company of its ordinary shares of 10 pence each from Macquarie, those ordinary shares having being transmuted from CHESS Depository Interests ('CDIs'), purchased by Macquarie at the direction of the Company, be and are hereby approved, provided that:

- (A) the maximum aggregate number of ordinary shares authorised to be purchased is 88,494,877 (representing approximately 10% of the issued ordinary share capital) minus the number of ordinary shares purchased pursuant to resolution 21;
- (B) the minimum price (exclusive of expenses) which may be paid by Macquarie for each CDI is the Australian dollar equivalent of 10 pence per CDI and the maximum price (exclusive of expenses) which may be paid by Macquarie for each CDI is an amount equal to the highest of:
 - (i) 5% above the average closing prices for CDIs for the previous five business days preceding the day on which the Company instructs Macquarie to purchase CDIs on which sales of CDIs were recorded on the Australian Securities Exchange; and
 - (ii) the higher of the price of the last independent trade and the highest current independent bid for a CDI on the trading venue where the purchase is carried out; and

- (C) the price to be paid by the Company for such ordinary shares is the price paid by Macquarie for the relevant CDI plus expenses,

such authority to apply until the end of the next Annual General Meeting of the Company (or, if earlier, until the close of business on 31 March 2019) (unless previously revoked or varied by the Company in general meeting), but in each case, so that the Company may purchase ordinary shares under this authority which will or may be completed wholly or partly after the expiry of the authority as if the authority had not expired.

Authority to make political donations

23 That in accordance with sections 366 and 367 of the Companies Act 2006 (the 'Act') the Company and all companies that are subsidiaries of the Company at any time during the period commencing on the date of this resolution and ending at the conclusion of the next Annual General Meeting of the Company or, if earlier, until the close of business on 31 March 2019, be and are hereby authorised:

- (A) to make political donations to political parties and/or independent election candidates (as such terms are defined in sections 363 and 364 of the Act), not exceeding £100,000 in total;
- (B) to make political donations to political organisations other than political parties (as such terms are defined in sections 363 and 364 of the Act), not exceeding £100,000 in total; and
- (C) to incur political expenditure (as such term is defined in section 365 of the Act), not exceeding £100,000 in total,

and provided that the aggregate of (A), (B) and (C) shall not exceed £100,000 and provided that the maximum amounts referred to in (A), (B) and (C) may comprise sums in different currencies which shall be converted at such rate as the Directors may in their absolute discretion determine to be appropriate.

All existing authorisations and approvals relating to political donations or expenditure under Part 14 of the Act are hereby revoked without prejudice to any donation made or expenditure incurred prior to the date hereof pursuant to such authorisations or approvals.

Notice of general meetings

24 That a general meeting other than an Annual General Meeting may be called on not less than 14 clear days' notice provided that this authority shall expire at the conclusion of the next Annual General Meeting of the Company after the date of the passing of this resolution.

7 December 2017

By order of the Board
For and on behalf of CYBG PLC
Registered in England and Wales – No. 09595911



Lorna F. McMillan
Company Secretary

Registered office:
20 Merrion Way, Leeds, West Yorkshire LS2 8NZ

Explanatory notes

Resolution 1 (Ordinary Resolution)

Annual Report and Accounts

The Board asks that shareholders receive the Company's Annual Report and Accounts for the financial year ended 30 September 2017.

Resolution 2 (Ordinary Resolution)

Directors' Annual Report on Remuneration

This resolution seeks shareholder approval for the Directors' Annual Report on Remuneration (including the annual statement of the Committee Chair) which can be found on pages 94 to 122 (inclusive) of the 2017 Annual Report and Accounts. The Directors' Annual Report on Remuneration gives details of the implementation of the Company's payments and share awards made to the Directors in connection with their performance during the year ended 30 September 2017. This vote is advisory in nature and will not affect the way in which the remuneration arrangements have been implemented.

The Company's auditors during the year, Ernst & Young LLP, have audited those parts of the Directors' Remuneration Report that are required to be audited and their report may be found on pages 178 to 185 (inclusive) of the 2017 Annual Report and Accounts.

Resolution 3 (Ordinary Resolution)

Dividend

This resolution will give the Board the authority to pay the recommended final dividend of 1p per ordinary share in the Company in respect of the full financial year ended 30 September 2017 to be payable on 16 February 2018 to all shareholders who are on the register of members on 19 January 2018.

Resolutions 4 to 15 (Ordinary Resolutions)

Re-election of the Directors

In accordance with the provisions of the UK Corporate Governance Code, all Directors will retire at this year's AGM and will submit themselves for reappointment under resolutions 4 to 15 (inclusive).

In the case of Jim Pettigrew, the Board is of the opinion that his significant and in-depth knowledge and experience of the Company and its subsidiaries (the 'Group') combined with his external business experience enables him to provide effective leadership of the Board and to continue to make a positive contribution to the Group's ongoing business.

In the case of Clive Adamson, David Bennett, David Browne, Paul Coby, Adrian Grace, Fiona MacLeod, Dr Teresa Robson-Capps and Tim Wade, the Board considers that they are each independent in character and judgement and each provides a strong, non-executive presence on the Board.

The Governance and Nomination Committee has concluded that each Director is able to continue to perform effectively and demonstrate substantial commitment to their roles.

Further information about the Board's collective achievements during the year is given in the Corporate governance report contained within the 2017 Annual Report and Accounts on pages 50 to 126 (inclusive). Brief biographies and details of areas of expertise for each of the Directors seeking re-election are given below and overleaf.

The Board unanimously recommends the re-election respectively of each of these Directors.

Resolution 4 (Ordinary Resolution)

Clive Adamson, Independent Non-Executive Director

Chair of the Risk Committee from 11 January 2017 and member of the Audit Committee

Joined the Group: July 2016

Key areas of expertise: Governance, Financial Services Regulation, Risk

Skills and experience: Clive has considerable experience of UK and global economic, banking and regulatory matters gained from an extensive career in banking and financial services regulation. He held senior executive and advisory positions with the Financial Conduct Authority (FCA), the former Financial Services Authority and the Bank of England. He was previously Head of Supervision and an Executive Director of the Board of the FCA until May 2015. His strong understanding of the UK and global banking industry and related risks is invaluable to the Board.

Key external appointments: Chairman at JP Morgan International Bank Limited; Non-Executive Director of The Prudential Assurance Company Limited; Non-Executive Director at Ashmore Group plc; and senior adviser at McKinsey & Company.

Resolution 5 (Ordinary Resolution)

David Bennett, Deputy Chairman and Senior Independent Non-Executive Director

Member of the Audit Committee, the Governance and Nomination Committee, the Remuneration Committee and the Risk Committee

Joined the Group: October 2015

Key areas of expertise: Finance, M&A, Retail Banking

Skills and experience: David has significant experience in retail banking gained from a career spanning more than 30 years and including executive and senior roles in both the UK and internationally. David was Group Finance Director of Alliance & Leicester plc for six years before becoming its Group Chief Executive. Following the acquisition of Alliance & Leicester plc by Banco Santander he was appointed Executive Director on the Board of Abbey National plc. His in-depth experience of retail banking and involvement in organisational, operational and structural change is invaluable as we execute our Group strategy. He has significant Non-Executive Director experience in a listed environment which has included being a Non-Executive Director of Bank of Ireland (UK) PLC, Non-Executive Director of easyJet plc, and Non-Executive Director of CMC Markets PLC.

Key external appointments: Non-Executive Director of Ashmore Group plc and PayPal (Europe) S.a.r.l et Cie, S.C.A; Chairman of Homeserve Membership Ltd and Non-Executive Director of various companies within the Together Financial Services Limited group.

Resolution 6 (Ordinary Resolution)

David Browne, Independent Non-Executive Director

Member of the Audit Committee, the Remuneration Committee and the Risk Committee

Joined the Group: May 2012

Key areas of expertise: Finance, Risk

Skills and experience: David has over 30 years' experience in debt capital markets, treasury and investor relations. He was previously Head of Group Funding and External Relations at Man Group PLC and spent a significant part of his career at JP Morgan where he held the positions of Assistant Vice President, Vice President and Managing Director. David is a founding partner of Pinnacle Partners Limited, a treasury consulting firm.

Key external appointments: Director of Pinnacle Partners Limited and Trustee and Director of London Youth Rowing Limited.

Resolution 7 (Ordinary Resolution)

Paul Coby, Independent Non-Executive Director

Member of the Risk Committee

Joined the Group: June 2016

Key areas of expertise: Information Technology, Strategy

Skills and experience: Paul is an accomplished IT professional with significant e-commerce, international and technology experience. In particular, his understanding of how technology has changed consumer behaviour, how advances in digital technology can impact customer outcomes and his appreciation of the end-to-end customer journey in a strategic omni-channel context is invaluable to the Group as we develop new products and digital capability. Paul is the John Lewis Partnership's Chief Information Officer ('CIO'), responsible for leading and coordinating IT across the John Lewis, Waitrose and JLP Group. Prior to his CIO role, Paul was IT Director at John Lewis and previously CIO at British Airways for 10 years. Paul's previous roles include Non-Executive Chairman of the Société Internationale de Télécommunications Aéronautiques ('SITA'), the global provider of systems, solutions and telecommunications to the air transport industry, Non-Executive Director at Pets at Home Group PLC and at P&O Ferries Limited, Chairman of the eSkills UK CIO Board, and Chairman of the oneworld CIO Group which coordinated IT links across the 10 airline oneworld Alliance partners.

Key external appointments: CIO of the John Lewis Partnership.

Resolution 8 (Ordinary Resolution)

Debbie Crosbie, Executive Director and Chief Operating Officer

Joined the Group: June 1997

Key areas of expertise: Information Technology, Retail Banking, Strategy, Operations

Skills and experience: Debbie has broad experience and knowledge gained over 20 years in the banking sector, particularly around information technology, complex project delivery, material outsourcing and strategy and planning. She has significant experience at a senior management level and is a strong advocate for customers and improving the customer experience by driving a change and transformation journey which has the customer as its core focus. Since joining the Group in 1997 Debbie has held a variety of positions including Head of Technology Governance, Head of Strategic Projects and Head of the Group's Development Centre. She was Chief Information Officer from 2008 to 2011, became Operations & IT Director in 2011 and was appointed Executive Director in 2014 and Chief Operating Officer in 2015. Debbie was Acting Chief Executive Officer from February 2015 to June 2015 and during this period led the preparation for the demerger and IPO and was part of the management team which completed the transaction. She was previously a Non-Executive Director of the Scottish Court Service and is a Fellow of the Chartered Institute of Bankers.

Key external appointments: Vice-Chair of the Board of CBI Scotland and member of the Board of Glasgow Economic Leadership.

Resolution 9 (Ordinary Resolution)

David Duffy, Executive Director and Chief Executive Officer

Joined the Group: June 2015

Key areas of expertise: Banking, Finance, M&A, Strategy

Skills and experience: David has significant international finance and banking experience gained from a career spanning almost three decades. David's proven ability to build and transform businesses and lead strong management teams brings significant value to all of the Group's stakeholders. Prior to joining the Group, David was Chief Executive Officer at Allied Irish Banks plc, one of the largest retail and commercial banks in Ireland. He is a former Chief Executive Officer of Standard Bank International where he had responsibility for operations in the UK, Europe, Latin America and Asia. He was also previously Head of Global Wholesale Banking Network with ING Group and President and Chief Executive Officer of the ING wholesale franchises in the United States and Latin America. David is a past President of the Banking and Payments Federation of Ireland and a past Director of the European Banking Federation. David's broad-based skills, leadership, energy and strategic vision are invaluable to the Group as it continues its strategic journey and cultural transformation.

Explanatory notes

Key external appointments: Non-Executive Director of NewTA Limited trading as UK Finance, the industry body representing leading firms providing finance, banking, markets and payments-related services in or from the UK.

Resolution 10 (Ordinary Resolution)

Adrian Grace, Independent Non-Executive Director

Chair of the Remuneration Committee

Joined the Group: December 2014

Key areas of expertise: Finance, Financial Services Regulation, Strategy

Skills and experience: Adrian has extensive financial, business leadership and general management experience gained from a career which has spanned a range of consumer and commercial financial services sectors and involved a variety of senior roles. Adrian's experience of designing and implementing substantial change programmes and delivering transformational growth through simple customer-focused visions and plans is aligned to the Group's strategy. Having started his career with the Leeds Permanent Building Society and then Mercantile Credit, Adrian joined GE Capital where he spent time in the UK, Asia, and the Americas. He became Managing Director of the Small Business Division at Sage Group plc. He was Chief Executive at Barclays Insurance and Managing Director of Commercial Banking within the Corporate Division of HBOS. Since 2011 Adrian has been Chief Executive Officer at Aegon UK having joined Aegon in 2009 as Group Business Development Director. He was previously on the boards of the Association of British Insurers and Scottish Financial Enterprise.

Key external appointments: Director of various companies within the Aegon Group and a member of the FCA Practitioner Panel representing the life and pensions sector.

Resolution 11 (Ordinary Resolution)

Fiona MacLeod, Independent Non-Executive Director

Member of the Governance and Nomination Committee and the Risk Committee

Joined the Group: September 2016

Key areas of expertise: M&A, Marketing, Strategy

Skills and experience: Fiona has over 28 years' international business experience in leading complex, large scale business transformation and in managing the commercial, human resources and cultural aspects of change programmes. A substantial part of her career was at BP Group plc where she held various executive positions including latterly the role of President Retail, USA & Latin America. Fiona's deep experience of operational business leadership, of transforming businesses and in understanding and managing the organisational design and people impacts of business change are invaluable to the Group as we focus on building a high-performing, customer-centric organisation and continue our cultural transformation. Fiona's experience of running retail businesses serving millions of customers per day is also of

particular relevance. Fiona was formerly Senior Independent Non-Executive Director of SThree plc.

Key external appointments: Non-Executive Director of Denholm Oilfield Services Limited.

Resolution 12 (Ordinary Resolution)

Jim Pettigrew, Chairman

Chair of the Governance and Nomination Committee and member of the Remuneration Committee

Joined the Group: September 2012 and became Chairman in 2014

Key areas of expertise: Finance, Governance, M&A

Skills and experience: Jim has over 30 years' experience in business and finance gained from executive and senior positions principally within financial services. Jim was formerly Chief Executive Officer at CMC Markets PLC, Chief Operating Officer at Ashmore Group PLC, Group Finance Director at ICAP PLC and Deputy Group Finance Director and Group Treasurer at Sedgwick Group PLC. He is a chartered accountant and has extensive Non-Executive Director experience in a listed environment. He was previously Chairman of The Edinburgh Investment Trust PLC, Non-Executive Director at Aberdeen Asset Management PLC, Non-Executive Director at AON UK Limited and Non-Executive Director at Hermes Fund Managers Limited. He is the immediate past President of the Institute of Chartered Accountants of Scotland. His breadth of experience, credibility with key stakeholders and strong leadership qualities make him an effective Chairman.

Key external appointments: Chairman of Miton Group PLC; Senior Independent Non-Executive Director of Crest Nicholson Holdings PLC; Senior Independent Non-Executive Director of Rathbone Brothers Plc and Rathbone Investment Management Limited (part of Rathbone Brothers Plc group); Chairman of RBC Europe Limited, BlueBay Asset Management (Services) Ltd and BlueBay Asset Management LLP (members of the RBC Group); Chairman of Scottish Financial Enterprise; and Co-Chair of the Financial Services Advisory Board.

Resolution 13 (Ordinary Resolution)

Dr Teresa Robson-Capps, Independent Non-Executive Director

Member of the Audit Committee

Joined the Group: October 2014

Key areas of expertise: Finance, Strategy

Skills and experience: Teresa has extensive financial, customer service and general management experience from across a range of industries including telecommunications, financial services and retail. She is a chartered management accountant and has a Doctorate in Accounting and Management Control. Teresa has a breadth of experience gained from executive leadership roles with BT Mobile, Sears plc, Eagle Star/Zurich Financial Services, Cable & Wireless, Reality and Accenture. She joined HSBC Group in 2006 and from 2010 was Deputy Head, Direct Bank & First Direct.

Teresa also has strong board experience gained from her previous roles as Chairman of ACS Clothing Group Limited and Non-Executive Director of Broker Network Holdings Limited, Paymentsshield Group Holdings Limited, PowerPlace Insurance Services Limited and Towergate Insurance Limited.

Key external appointments: Non-Executive Director of Hastings Group Holdings PLC and Non-Executive Director of Yorkshire Water Services Limited.

Resolution 14 (Ordinary Resolution)

Ian Smith, Executive Director and Chief Financial Officer

Joined the Group: November 2014

Key areas of expertise: Banking, Finance, M&A, Strategy

Skills and experience: Ian has considerable experience in finance, audit and advising on bank strategy from a corporate transaction perspective gained from a career spanning more than 20 years. He has held senior finance roles in HBOS plc and Lloyds Banking Group plc and has provided advice to boards considering significant corporate transactions. He joined the Group in November 2014 from Deloitte LLP where he was a partner specialising in financial services.

Key external appointment: Non-Executive Director of 67 Pall Mall Limited.

Resolution 15 (Ordinary Resolution)

Tim Wade, Independent Non-Executive Director

Chair of the Audit Committee from 23 November 2016 and member of the Risk Committee

Joined the Group: September 2016

Key areas of expertise: Finance, M&A, Retail Banking, Risk

Skills and experience: Tim has over 20 years' senior experience in retail financial services, including retail banking in both the UK and internationally. An Australian national, he is an experienced Chief Financial Officer, a chartered accountant and a Fellow of the Institute of Chartered Accountants of Australia. Tim was Managing Director at AMP International, responsible for AMP Bank and the Virgin Direct (now Virgin Money) joint venture. He began his career at Arthur Andersen working in Melbourne and Singapore, and in 1994 he joined Colonial Limited, the mutual financial services group, as Chief Taxation Counsel. He became Group Chief Financial Officer in 1997 and Executive Director of State Bank of New South Wales. Tim subsequently oversaw the IPO of Colonial and was involved in Colonial's subsequent acquisition by Commonwealth Bank – at the time the largest acquisition in Australian corporate history. His previous Non-Executive Director board experience includes Friends Life Group Limited and Monitise plc.

Key external appointments: Chairman at Macquarie Bank International Limited; Non-Executive Director of companies within the Chubb European Group Limited and The Access Bank UK Limited groups; and Non-Executive Director of The Coeliac Trading Company Limited.

Resolution 16 (Ordinary Resolution)

Re-appointment of auditors

The Company is required at each general meeting at which accounts are presented to shareholders to appoint auditors to hold office until the next such meeting. The Audit Committee has assessed the effectiveness, independence and objectivity of the auditors, Ernst & Young LLP, and concluded that the external auditors were in all respects effective. Resolution 16, which has been recommended to the Board by the Audit Committee, seeks the re-appointment of Ernst & Young LLP as auditors of the Company to hold office until the next general meeting at which accounts are presented.

Resolution 17 (Ordinary Resolution)

Remuneration of auditors

Resolution 17 will, if passed, authorise the Audit Committee to set the remuneration of the external auditors.

Resolution 18 (Ordinary Resolution)

Directors' authorities to allot shares

Paragraph (A) of resolution 18 seeks authority for the Directors to allot ordinary shares or grant rights to subscribe for or convert any securities into ordinary shares up to an aggregate nominal amount equal to £29,498,292 (representing 294,982,920 ordinary shares of 10 pence each) less any shares or rights granted pursuant to paragraph (B) of resolution 18. Paragraph (B) of resolution 18 seeks authority for the Directors to allot ordinary shares up to a nominal amount of £29,498,292 (representing 294,982,920 ordinary shares of 10 pence each) provided that these shares are allotted for cash only to existing shareholders pursuant to a rights issue less any shares or rights granted pursuant to paragraph (A) of resolution 18.

The aggregate nominal value of the shares for which authority to allot under resolution 18 is sought is equivalent to two-thirds of the nominal issued ordinary share capital of the Company as at 7 December 2017, being the latest practicable date prior to publication of the Notice.

This authority being sought renews the authority given to Directors at last year's Annual General Meeting and is in line with the Share Capital Management Guidelines ('IA Guidelines') issued by the Investment Association ('IA'). The IA is a UK body which represents institutional investors and the guidelines it issues represents the expectations of its members.

The IA Guidelines state that, in addition to Directors' requests for authorisation to allot new shares in an amount up to one-third of a Company's existing issued ordinary share capital (as proposed in paragraph (A) of resolution 18), IA members will regard as routine any requests to authorise the allotment of shares in an amount up to a further one-third (as proposed in paragraph (B) of resolution 18), provided that any shares allotted in an amount exceeding one-third are used solely for a rights issue and that the authority is only valid until the next Annual General Meeting.

Explanatory notes

The authorities sought under paragraphs (A) and (B) of resolution 18 will expire on the earlier of 31 March 2019 and the conclusion of the next Annual General Meeting of the Company (unless otherwise varied, revoked or renewed).

The Directors have no present intention to exercise either of the authorities sought under resolution 18, and are requesting it only to ensure that the Company maintains the maximum flexibility permitted to manage its capital resources.

If passed, the authority granted pursuant to resolution 18 will exist in addition to the allotment authorities currently in existence relating to (i) the issue of shares up to and aggregate nominal amount of £200,000,000 pursuant to the terms of a conduct indemnity deed entered into between the Company and National Australia Bank Limited in connection with the demerger (the 'Conduct Indemnity Authority') and (ii) the issue of shares up to an aggregate nominal amount of £450,000,000 in connection with the issue by the Company of £450,000,000 fixed rate reset perpetual subordinated contingent convertible notes (the 'Convertible Notes Authority').

As at 7 December 2017 (being the latest practicable date prior to publication of the Notice), the Company did not hold any ordinary shares in treasury.

Resolutions 19 and 20 (Special Resolutions)

Disapplication of pre-emption rights

The Pre-Emption Group's Statement of Principles, as updated in March 2015, supports the annual disapplication of pre-emption rights in respect of allotments of shares and other equity securities and sales of treasury shares for cash representing no more than 5% of the issued ordinary capital, without restriction as to the use of proceeds of those allotments.

Accordingly, resolution 19 allows the Directors to allot shares and sell treasury shares for cash on a non pre-emptive basis, i.e. without first having to offer them to existing shareholders in proportion to their holdings, up to a nominal value of £4,424,743 (representing 44,247,430 ordinary shares of 10 pence each). This aggregate nominal amount represents approximately 5% of the total issued ordinary share capital of the Company as at 7 December 2017, being the latest practicable date prior to publication of the Notice. On that date the Company did not hold any shares in treasury.

The Pre-Emption Group's Statement of Principles also supports the annual disapplication of pre-emption rights in respect of allotments of shares and sales of treasury shares for cash representing no more than an additional 5% of issued ordinary share capital (exclusive of treasury shares), to be used in connection with an acquisition or specified capital investment.

The Pre-Emption Group's Statement of Principles defines "specified capital investment" as meaning one or more specific capital investment related uses for the proceeds of an issue of equity securities, in respect of which sufficient information regarding the effect of the transaction on the Company, the assets

the subject of the transaction and (where appropriate) the profits attributable to them is made available to shareholders to enable them to reach an assessment of the potential return.

Accordingly, and in line with the template resolutions published by the Pre-Emption Group in May 2016, the purpose of resolution 20 is to authorise the Directors to allot new shares pursuant to the allotment authority given by resolution 18, or sell treasury shares for cash up to a further nominal amount of £4,424,743 (representing 44,247,430 ordinary shares of 10 pence each) equivalent to 5% of the total issued ordinary share capital of the Company as at 7 December 2017, only in connection with an acquisition or specified capital investment which is announced contemporaneously with an allotment or sale, or which has taken place in the preceding six-month period and is disclosed in the announcement of the allotment or sale. If the authority given in resolution 20 is used, the Company will publish details of the allotment or sale in the next Annual Report and Accounts.

If passed, the authorities granted pursuant to resolutions 19 and 20 will exist in addition to the disapplication of pre-emption rights authorities currently in existence relating to the Conduct Indemnity Authority and the Convertible Notes Authority.

The Board intends to adhere to the provisions in the Pre-Emption Group's Statement of Principles and not to allot shares or other equity securities or sell treasury shares for cash on a non-pre-emptive basis pursuant to the authority in resolution 19 equal to 7.5% of the total issued ordinary share capital of the Company (excluding treasury shares) within a rolling three-year period, other than with prior consultation with shareholders or in connection with an acquisition or specified capital investment which is announced contemporaneously with the allotment or which has taken place in the preceding six-month period and disclosed in the announcement of the allotment or sale.

The authorities sought under resolutions 19 and 20 will expire on the earlier of 31 March 2019 and the conclusion of the next Annual General Meeting of the Company (unless otherwise varied, revoked or renewed).

Resolution 21 (Special Resolution)

Authority to make market purchases of own shares

The authority being sought renews the authority given to Directors at last year's Annual General Meeting and pursuant to that authority there have been no ordinary shares that have been repurchased during the year. Resolution 21, which will be proposed as a special resolution, seeks shareholders' approval of the purchase by the Company of a maximum number of shares which, taken together with any ordinary shares purchased by the Company pursuant to resolution 22 is 88,494,877 ordinary shares representing approximately 10% of the issued share capital of the Company as at 7 December 2017 (being the latest practicable date prior to the publication of the Notice).

The Directors have no present intention of exercising the authority to make market purchases. However, the authority provides the flexibility to allow them to do so in the future.

The Directors will exercise this authority only when to do so would be in the best interests of the Company and of its shareholders generally and would lead to an increase in the Company's earnings per share.

Any purchase of ordinary shares would be by means of market purchases.

Ordinary shares purchased by the Company pursuant to this authority may be held in treasury or may be cancelled. The Directors will consider holding any ordinary shares the Company may purchase as treasury shares. The minimum price, exclusive of expenses, which may be paid for an ordinary share is 10 pence, its nominal value. The maximum price, exclusive of expenses, which may be paid for an ordinary share is the highest of (i) an amount equal to 5% above the average middle-market value for an ordinary share as derived from The London Stock Exchange Daily Official List for the five business days immediately preceding the date on which that ordinary share is contracted to be purchased and (ii) the higher of the price of the last independent trade and the highest current independent bid on the trading venue where the purchase is carried out.

The Company has share awards outstanding over 8,662,479 ordinary shares, representing 0.98% of the Company's issued share capital as at 7 December 2017. If the existing authority given at the 2017 Annual General Meeting and the authority now being sought by resolution 21 and resolution 22 were to be fully used, the shares so acquired would represent approximately 1.22% of the Company's issued share capital.

This authority will expire on the earlier of 31 March 2019 and the conclusion of the next Annual General Meeting of the Company (unless otherwise varied, revoked or renewed).

Resolution 22 (Special Resolution)

Contingent Purchase Contract ('CP Contract')

The Company is not able to purchase CDIs directly on the Australian Securities Exchange and so the authority sought at resolution 21 cannot be used for market purchase of CDIs. In order to purchase CDIs, the Company would need to make off-market purchases in accordance with section 694 of the Act.

The authority being sought by resolution 22 will allow the Company to make off-market purchases of ordinary shares implemented by entering into the CP Contract with Macquarie Securities (Australia) Limited ('Macquarie'). It is proposed that Macquarie would buy CDIs on the Australian Securities Exchange and then convert those CDIs into ordinary shares ('Converted Shares').

The Company would then have an obligation to buy any Converted Shares from Macquarie up to a maximum as explained below.

Section 694 of the Act provides that the terms of any off-market buy-back contract must be approved by shareholders. Resolution 22, which will be proposed as a special resolution, seeks shareholders' approval of the terms of the CP Contract pursuant to which the Company will purchase a maximum number of Converted Shares which, taken together with any ordinary shares purchased by the Company pursuant to resolution 21, would be limited to 88,494,877 ordinary shares representing approximately 10% of the issued share capital of the company as at 7 December 2017 (being the latest practicable date prior to the publication of the Notice).

The Directors have no present intention of exercising the authority to make off-market purchases. However, the authority provides the flexibility to allow them to do so in the future. The Directors will exercise this authority pursuant to this resolution and resolution 21 only when to do so would be in the best interests of the Company and of its shareholders generally and would lead to an increase in the Company's earnings per share.

Under the terms of the CP Contract, the minimum price (exclusive of expenses) which may be paid by Macquarie for a CDI is the Australian dollar equivalent of 10 pence per CDI. The maximum price (exclusive of expenses) which may be paid by Macquarie for a CDI is the highest of (i) an amount equal to 5% above the average closing price for a CDI for the previous five business days preceding the day on which the Company instructs Macquarie to purchase CDIs on which sales of CDIs were recorded on the Australian Securities Exchange and (ii) the higher of the price of the last independent trade and the highest current independent bid for a CDI on the trading venue where the purchase is carried out. The price to be paid by the Company for a Converted Share is the price paid by Macquarie for the relevant CDI plus expenses.

Converted Shares purchased under this authority may be held in treasury or they may be cancelled. The Directors will consider holding any Converted Shares the Company may purchase as treasury shares.

This authority will expire on the earlier of 31 March 2019 and the conclusion of the next Annual General Meeting of the Company (unless otherwise varied, revoked or renewed).

A draft of the CP Contract referred to in this resolution is available for inspection by members of the Company at the Company's registered office and also the Company's office at Floor 15, The Leadenhall Building, 122 Leadenhall Street, London EC3V 4AB, United Kingdom during office hours from and including 19 December 2017 up to and including 31 January 2018 and will be available from 9.00am (GMT) at the AGM venue until the conclusion of the meeting.

Explanatory notes

Resolution 23 (Ordinary Resolution)

Authority to make political donations

It is the Company's policy not to make any donations to political parties or incur political expenditure within or outside of the EU within the ordinary meaning of those words. However, given the wide definition of donations and expenditure within the Act, activities which form part of the regular operations of the Company, such as communicating with government at local, national and European level and funding events to which politicians are invited, may be covered.

Part 14 of the Act requires companies to obtain shareholders' authority for donations to registered parties and other political organisations totalling more than £5,000 in any twelve-month period and for any political expenditure, subject to limited exceptions.

The Board seeks to obtain authority in accordance with sections 366 and 367 of the Act for the Group to incur political expenditure or make political donations, as defined in section 365 of the Act, not exceeding £100,000 in aggregate during the period from the date of the Meeting to the conclusion of the Company's next Annual General Meeting or 31 March 2019, whichever is earlier.

This authority is similar to that given by shareholders at the AGM in 2017 and is a precautionary measure to ensure that the Group does not inadvertently breach the Act. This authority is being sought for prudence and will not be used to make political donations within the normal meaning of that expression.

Resolution 24 (Special Resolution)

Notice of general meetings

The Act provides that the minimum notice period for general meetings is 21 clear days unless the Company:

- (i) has passed a special resolution in general meeting approving the holding of a general meeting on 14 clear days' notice; and
- (ii) offers the facility for all shareholders to vote by electronic means.

The Directors wish to retain the flexibility to call general meetings on 14 clear days' notice and this resolution seeks to renew their existing authority to do this. The Company provides electronic proxy voting through CREST or online via www.investorcentre.co.uk for shareholders on the UK register of members and www.investorvote.com/au for Australian CDI holders. The Directors will not use the authority as routine and will ensure that it is used only if it is in the interests of shareholders to do so and where the flexibility is merited by the business of the meeting.

The renewed authority would be effective until the Company's next Annual General Meeting, when it is intended that a similar resolution will be proposed.

General information

Publication of audit concerns

Under section 527 of the Act, shareholders meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the Meeting; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Act. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 (requirements as to website availability) of the Act. Where the Company is required to place a statement on a website under section 527 of the Act, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the Meeting includes consideration of any statement that the Company has been required under section 527 of the Act to publish on a website.

Electronic publication

A copy of this Notice, and other information required by section 311A of the Act, can be found at www.cybg.com.

Electronic addresses

Shareholders and CDI holders are advised that they may not use any electronic address provided in this Notice or any related documents (including the Proxy Form or CDI Voting Instruction Form) to communicate with the Company for any purpose other than those expressly stated.

Documents on display

The following documents will be available for inspection during usual business hours on any weekday (Saturdays, Sundays and public holidays excluded) at the registered office of the Company at 20 Merrion Way, Leeds, West Yorkshire LS2 8NZ, United Kingdom and the Company's office at Floor 15, The Leadenhall Building, 122 Leadenhall Street, London EC3V 4AB, United Kingdom and will also be available for inspection at the place of the Meeting from 9.00am (GMT) prior to the Meeting until its conclusion:

- (i) copies of the Executive Directors' service agreements;
- (ii) copies of the Non-Executive Directors' letters of appointment;
- and (iii) a copy of the Contingent Purchase Contract ('CP Contract') between the Company and Macquarie Securities (Australia) Limited.

Total voting rights

As at 7 December 2017 (being the latest practicable date prior to the publication of this Notice) the Company's issued share capital consisted of 884,948,778 ordinary shares of 10 pence, carrying one vote each. There were no shares held in treasury.

Voting information for holders of ordinary shares other than CDI holders

Entitlement to vote at the AGM

Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, as amended, and section 360B of the Companies Act 2006 (the 'Act'), to be entitled to attend and vote at the AGM (and for the purpose of the determination by the Company of the votes they may cast), shareholders must be registered in the Register of Members of the Company at 7.00pm (GMT) on 29 January 2018 (or, in the event of any adjournment at 7.00pm (GMT) on the date which is two working days before the time of the adjourned AGM). Changes to entries on the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the AGM.

Voting ahead of the AGM

Your vote is important whether you are able to attend the AGM or not.

Voting on all resolutions will be conducted by way of a poll. A poll reflects the number of voting rights exercisable by each member and so the Board considers it a more democratic method of voting.

Proxy Form

Make your vote count. If you cannot attend and vote at the AGM, you can still vote by proxy either by:

- completing and returning a Proxy Form; or
- registering your proxy vote electronically by logging on to the Registrar's website, www.investorcentre.co.uk/eproxy using your Control Number, the Shareholder Reference Number (SRN) and PIN (printed on the Proxy Form) or by using the CREST electronic proxy appointment service.

The return of a completed Proxy Form, other such instrument or any CREST Proxy Instruction will not prevent a shareholder attending the AGM and voting in person if he/she wishes to do so.

Proxy voting

A Proxy Form for use by shareholders is enclosed with this Notice. If you wish to vote by proxy on any of the resolutions, you should complete and return your Proxy Form to the Company's Registrar, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, United Kingdom as soon as possible, but in any event so as to arrive no later than 10.00am (GMT) on 29 January 2018 (or, in the event of any adjournment, so as to arrive no later than two working days before the time appointed for the meeting). Your proxy need not be a shareholder, but must attend the AGM for their vote to count. The number of shares you hold as at 7.00pm (GMT) on 29 January 2018 will determine how many votes you or your proxy will have. You can appoint more than one proxy in relation to the AGM, provided that each proxy is appointed to exercise the rights attaching to different shares held by you.

Details of how to appoint the Chairman or another person as your proxy using the Proxy Form are set out in the notes to the Proxy Form. If a shareholder appoints the Chairman of the Meeting as proxy and does not direct the Chairman how to vote on a resolution, then when the Chairman votes as proxy on a poll, his current intention is to vote in favour of each of the proposed resolutions. The Chairman will also have discretion as to how to vote on any other resolution which may properly come before the Meeting (e.g. a request for an adjournment). The Chairman's intention necessarily expresses his intention at the date this Notice was printed and prior to circulation to shareholders and therefore, in exceptional circumstances, the Chairman's intention may change subsequently. Appointing a proxy does not preclude you from attending the Meeting and voting in person.

Electronic proxy voting

Shareholders who would prefer to register the appointment of their proxy electronically by way of the internet can do so by logging onto the website of the Company's Registrar: www.investorcentre.co.uk/eproxy using their Control Number, Shareholder Reference Number (SRN) and PIN (printed on the Proxy Form). Full details of the procedures are given on the Computershare website. Electronic appointments and/or voting instructions must be received by Computershare Investor Services PLC no later than 10.00am (GMT) on 29 January 2018. Please note that any electronic communication sent to the Company or the Registrar that is found to contain a computer virus will not be accepted. The use of the internet service in connection with the AGM is governed by Computershare Investor Services PLC's conditions of use set out on the website www.investorcentre.co.uk/eproxy and may be read by logging on to that site.

CREST proxy voting

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM to be held on 31 January 2018 and any adjournment(s) thereof by using the procedures described in the CREST Manual by logging onto the website www.euroclear.com/CREST. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications, and must contain the information required for such instructions as described in the CREST Manual (available via www.euroclear.com/CREST). The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent by 10.00am (GMT) on 29 January 2018. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp

applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that his/her CREST sponsor or voting service provider(s) take(s) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members (and, where applicable, their CREST sponsors or voting system providers) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001, as amended.

Proxy appointed under power of attorney or other authority

Proxy instructions given under authority on behalf of a holder of ordinary shares must be submitted by mailing a Proxy Form. If the Proxy Form is signed under a power of attorney or other authority on behalf of a shareholder, then the attorney must make sure that either the original power of attorney or other authority, or a certified copy is sent to the Company's Registrar, Computershare Investor Services PLC, by 10.00am (GMT) on 29 January 2018 (or, in the event of any adjournment of the AGM, so as to arrive no later than two working days before the time of the adjourned meeting). Persons voting under a power of attorney must do so by using the hard copy Proxy Form.

Voting by corporate representatives

Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member, provided that where more than one is appointed they do not do so in relation to the same shares. A corporate representative letter is available from Computershare on request.

Indirect investors

Any person to whom this Notice is sent who is a person nominated under section 146 of the Act to enjoy information rights (a 'Nominated Person'), may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may under any such agreement have a right to give instructions to the shareholder as to the exercise of voting rights.

The statement of the rights of shareholders in relation to the appointment of proxies above does not apply to Nominated Persons. The rights described in that paragraph can only be exercised by shareholders of the Company.

Voting information for CDI holders

Entitlement to vote at the AGM

Only those CDI holders entered in the register of CDI holders of the Company as at 7.00pm (AEDT) on 26 January 2018 (or, in the event of any adjournment at 7.00pm (AEDT) on the date which is two working days before the time of the adjourned AGM) are entitled to provide voting instructions to CDN in respect of the number of CDIs registered in their name at that time. Changes to entries on the register of CDI holders after the relevant deadline will be disregarded in determining the rights of any person to provide voting instructions to CDN in regard to the AGM.

Voting by poll

Your vote is important whether you are able to attend the AGM or not.

Voting on all resolutions will be conducted by way of a poll. A poll reflects the number of voting rights exercisable by each member and so the Board considers it a more democratic method of voting.

Exercising your voting rights

To exercise your voting rights you must complete and return the CDI Voting Instruction Form. There are two different options on the CDI Voting Instruction Form and you must choose one if you want to exercise your voting rights:

– **Option A: Appoint CDN to exercise your voting rights**
Do not select this option if you wish to attend and vote at the Meeting in person.

Appoint CDN to exercise the voting rights attached to the ordinary shares it holds on your behalf. If you choose this option, you must direct CDN how to vote on each of the resolutions by completing Section C of the CDI Voting Instruction Form.

– **Option B: Instruct CDN to appoint yourself or another person as its proxy**

Instruct CDN to appoint yourself or any other person (i.e. the Chairman of the Meeting) as its proxy in respect of the ordinary shares it holds on your behalf so that you or the other person can attend the AGM in person and vote on each of the resolutions. If you choose this option, you may direct the person you instruct CDN to appoint (as its proxy) how to vote on each of the resolutions by completing Section C of the CDI Voting Instruction Form. If you do not direct the person how to vote on a resolution, they may vote as they choose on the resolution. The person you direct CDN to appoint as its proxy does not need to be a shareholder of the Company but must attend the Meeting for their vote to count.

If you instruct CDN to appoint the Chairman of the Meeting as its proxy but do not direct the Chairman how to vote on a resolution then, when the Chairman votes as proxy on a poll, his current intention is to vote in favour of each of the proposed resolutions. The Chairman will also have discretion as to how to vote on any other resolution which may properly come before the Meeting (e.g. a request for an adjournment). The Chairman's intention necessarily expresses his intention at the date this Notice was printed and prior to circulation to securityholders and therefore, in exceptional circumstances, the Chairman's intention may change subsequently.

You must choose option B on the CDI Voting Instruction Form and instruct CDN to appoint yourself as its proxy if you wish to attend and vote at the Meeting in person. If you do not complete Option B as above you will only be able to attend the AGM and speak, but not be able to vote.

The number of CDIs you hold as at 7.00pm (AEDT) on 26 January 2018 will determine how many votes you can exercise.

Submitting a CDI Voting Instruction Form

CDI Voting Instruction Forms can be submitted:

- by mail by sending the enclosed CDI Voting Instruction Form to Computershare Investor Services Pty Limited, GPO Box 242, Melbourne, Victoria 3001, Australia; or
- by internet at www.investorvote.com/au. Please note that any electronic communication sent to the Company or the Registrar that is found to contain a computer virus will not be accepted.

To be valid, your CDI Voting Instruction Form must be received by Computershare Investor Services Pty Limited no later than 8.00pm (AEDT) on 29 January 2018 (or, in the event of any adjournment, no later than two working days before the time appointed for the meeting). If your CDI Voting Instruction Form is not received by then, it will be disregarded.

Voting instructions provided under power of attorney or other authority

Voting instructions given under authority on behalf of a holder of CDIs must be submitted by mailing a CDI Voting Instruction Form. If the CDI Voting Instruction Form is signed under a power of attorney or other authority on behalf of a CDI holder, then the attorney must make sure that either the original power of attorney or other authority, or a certified copy is sent to Computershare Investor Services Pty Limited, by 8.00pm (AEDT) on 29 January 2018 (or, in the event of any adjournment of the AGM, by 8.00pm (AEDT) on the date which is two working days before the time of the adjourned meeting).

Attendance at the AGM



The AGM will take place at the offices of

Pinsent Masons LLP

30 Crown Place
Earl Street
London EC2A 4ES
United Kingdom

and can easily be reached by public transport. A map showing the location of the venue is above and more information can also be found online at www.pinsentmasons.com/locations/united-kingdom/. There will be signage at the venue which will direct you to the AGM room.

AGM schedule

9.00am

Registration desks open

Question registration point opens and refreshments available in the foyer

10.00am

AGM commences

- Welcome and introduction
- Opening address
- Questions and answers
- Poll vote on all resolutions

AGM closes

Registration

On arrival at the AGM all those entitled to vote will be required to register and collect a poll card. In order to facilitate these arrangements, it would be helpful if shareholders and CDI holders arrive at the AGM in good time. Shareholders and CDI holders entitled to vote at the AGM will be given instructions on how to fill in the poll card at the Meeting. You may also find it helpful to bring this document with you so that you can refer to it at the AGM.

Please note that if you are a CDI holder and would like to attend and vote at the AGM you must complete Option B of the Voting Instruction Form and appoint yourself as CDN's proxy and return the form in accordance with the instructions on page 18 of this document and the CDI Voting Instruction Form. If you do not complete Option B as above you will only be able to attend the AGM and speak, but not be able to vote.

Accessibility

Any shareholder or CDI holder with special needs wishing to attend the AGM should contact Computershare UK so that appropriate arrangements can be made (contact details are on page 20 of this document). Anyone accompanying a shareholder or CDI holder in need of assistance will be admitted to the AGM.

Security

We thank you in advance for your cooperation with our security staff. Please note that for security reasons, all hand baggage may be subject to examination prior to entry to the AGM. Mobile phones may not be used in the AGM and cameras, video recorders, laptop computers and similar equipment may not be taken into the AGM. Anyone attempting to take photos, record or film proceedings may be asked to leave.

Attendance at the AGM

Business of the AGM

The AGM is held to conduct certain formal business. The formal resolutions which are to be put to the Meeting are detailed on pages 4 to 7 of this Notice. All the resolutions are matters typically sought at the AGM for a UK public listed company and, in accordance with the UK Corporate Governance Code, all Directors will be seeking re-election at the AGM. There will also be an opportunity for shareholders and CDI holders to ask questions relating to the business of the Meeting.

Asking questions

Any shareholder or a CDI holder attending the AGM will have the opportunity to ask questions, but we would ask you to keep your questions and statements short and relevant to the business of the AGM to allow everyone who wishes to speak the chance to do so.

There may be many shareholders or CDI holders who wish to ask questions. In order to facilitate this, those wanting to ask a question at the AGM are requested to register their question at the question registration point in the foyer. When called upon to ask your question at the AGM, please be considerate of others who may have waited for some time to ask their question and do not make speeches or ask multiple or repetitive questions.

The Company must cause to be answered any such question relating to the business being dealt with at the AGM but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

AGM webcast

The AGM will be webcast live at 10.00am (GMT) on Wednesday 31 January 2018 on the Company's website www.cybg.com and a recording will also be available shortly after the conclusion of the AGM.

The webcast may include footage of the question and answer session with shareholders present at the AGM in addition to background shots of those in attendance. Photographs may also be taken at the AGM and used in future CYBG Group publications. If you attend the AGM in person you may be included in the webcast recording and/or photographs.

Shareholders queries

If you have any queries please contact the Company's Registrars, details of which are below:

Australia

Holders of CDIs quoted on the Australian Securities Exchange please contact:

Phone:
(within Australia) – 1800 764 308
(outside Australia) – 03 9415 4142

Online: www.investorcentre.com/au

Post:
Computershare Investor Services Pty Limited
GPO Box 2975 Melbourne
Victoria 3001
Australia

United Kingdom

Holders of ordinary shares listed on the London Stock Exchange please contact:

Phone:
(within United Kingdom) – 0370 707 1172
(outside United Kingdom) – +44(0) 370 707 1172

Online: www.investorcentre.co.uk

Post:
Computershare Investor Services PLC
The Pavilions
Bridgwater Road
Bristol
BS99 6ZZ
United Kingdom

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