

CYBG PLC
(Company)

RESULTS OF ANNUAL GENERAL MEETING ON 31 JANUARY 2018

31 January 2018

The Board of Directors of the Company announces that at the Company's Annual General Meeting held today, resolutions 1 to 24 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 2017	585,396,997	99.87%	734,448	0.13%	586,131,445	26,739,705
2. To approve the Directors' Annual Report on Remuneration for the year ended 30 September 2017	605,457,056	98.88%	6,862,295	1.12%	612,319,351	552,298
3. To declare a final dividend of 1p per share in respect of the year ended 30 September 2017	611,618,467	99.98%	95,198	0.02%	611,713,665	1,162,245
4. To re-elect Clive Adamson as a Director of the Company	611,992,644	99.94%	388,660	0.06%	612,381,304	390,122
5. To re-elect David Bennett as a Director of the Company	612,028,486	99.94%	388,467	0.06%	612,416,953	395,035
6. To re-elect David Browne as a Director of the Company	612,003,240	99.93%	415,640	0.07%	612,418,880	391,768
7. To re-elect Paul Coby as a Director of the Company	611,998,486	99.93%	414,678	0.07%	612,413,164	398,022
8. To re-elect Debbie Crosbie as a Director of the Company	594,430,070	97.06%	18,011,115	2.94%	612,441,185	370,089
9. To re-elect David Duffy as a Director of the Company	612,021,093	99.94%	396,066	0.06%	612,417,159	394,829
10. To re-elect Adrian Grace as a Director of the Company	611,985,503	99.93%	434,055	0.07%	612,419,558	392,970
11. To re-elect Fiona MacLeod as a Director of the Company	611,988,702	99.92%	459,460	0.08%	612,448,162	364,366
12. To re-elect Jim Pettigrew as a Director of the Company	588,902,608	96.16%	23,525,478	3.84%	612,428,086	383,609
13. To re-elect Dr Teresa Robson-Capps as a Director of the Company	611,983,400	99.93%	446,890	0.07%	612,430,290	382,238

14. To re-elect Ian Smith as a Director of the Company	611,851,410	99.91%	552,159	0.09%	612,403,569	400,132
15. To re-elect Tim Wade as a Director of the Company	611,668,436	99.88%	732,219	0.12%	612,400,655	403,556
16. To re-appoint Ernst & Young LLP as auditors	612,211,386	99.96%	263,396	0.04%	612,474,782	387,496
17. To authorise the Audit Committee to determine the remuneration of the auditors	611,996,571	99.92%	464,677	0.08%	612,461,248	401,832
18. To authorise the Directors to allot shares	605,091,004	98.81%	7,284,403	1.19%	612,375,407	475,286
19. To authorise the Directors to disapply statutory pre-emption rights in respect of 5% of the Company's issued share capital	610,866,881	99.79%	1,277,277	0.21%	612,144,158	672,839
20. To authorise the Directors to disapply statutory pre-emption rights in respect of an additional 5% of the Company's issued share capital	606,044,937	99.00%	6,104,602	1.00%	612,149,539	667,388
21. To permit the Company to purchase its own shares	610,749,480	99.72%	1,712,351	0.28%	612,461,831	358,527
22. 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)	610,318,900	99.67%	2,037,303	0.33%	612,356,203	461,860
23. To authorise the Company to make political donations and incur political expenditure	540,500,658	88.28%	71,785,943	11.72%	612,286,601	541,473
24. To authorise the calling of general meetings of the Company by notice of 14 clear days	488,436,363	79.76%	123,928,442	20.24%	612,364,805	460,212

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 Company notes that a significant number of votes were cast against resolution 24 which sought authority to call general meetings on not less than 14 clear days' notice. The Company will undertake a detailed review of any feedback received on this resolution to ensure it fully

understands the reasons behind the voting result and allow it to understand shareholders' concerns.

The current issued share capital of the Company consists of 885,058,532 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

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