

**CYBG PLC
(Company)**

LEI: 213800ZK9VGCYYR6O495

RESULTS OF ANNUAL GENERAL MEETING ON 30 JANUARY 2019

30 January 2019

The Board of Directors of the Company announces that at the Company's Annual General Meeting held today, resolutions 1 to 26 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 2018	1,067,111,302	99.98%	243,415	0.02%	1,067,354,717	15,015,857
2. To approve the Directors' Annual Report on Remuneration for the year ended 30 September 2018	707,216,605	65.79%	367,726,021	34.21%	1,074,942,626	7,441,115
3. To declare a final dividend of 3.1p per share in respect of the year ended 30 September 2018	1,081,906,071	99.99%	76,261	0.01%	1,081,982,332	406,957
4. To elect Geeta Gopalan as a Director of the Company	1,080,380,086	99.94%	664,844	0.06%	1,081,044,930	1,060,270
5. To elect Darren Pope as a Director of the Company	1,079,386,101	99.83%	1,815,578	0.17%	1,081,201,679	1,099,643
6. To elect Amy Stirling as a Director of the Company	1,080,495,282	99.93%	749,594	0.07%	1,081,244,876	1,054,333
7. To re-elect Clive Adamson as a Director of the Company	1,019,764,515	94.30%	61,645,403	5.70%	1,081,409,918	889,229
8. To re-elect David Bennett as a Director of the Company	1,015,690,398	93.92%	65,714,155	6.08%	1,081,404,553	896,610

9. To re-elect Paul Coby as a Director of the Company	1,016,953,658	94.04%	64,444,324	5.96%	1,081,397,982	903,182
10. To re-elect David Duffy as a Director of the Company	1,020,922,689	94.41%	60,420,426	5.59%	1,081,343,115	857,934
11. To re-elect Adrian Grace as a Director of the Company	996,827,206	92.18%	84,576,647	7.82%	1,081,403,853	897,144
12. To re-elect Fiona MacLeod as a Director of the Company	1,015,690,960	93.92%	65,759,124	6.08%	1,081,450,084	851,244
13. To re-elect Jim Pettigrew as a Director of the Company	1,013,626,209	94.08%	63,781,967	5.92%	1,077,408,176	4,891,936
14. To re-elect Dr Teresa Robson-Capps as a Director of the Company	1,019,738,444	94.30%	61,694,284	5.70%	1,081,432,728	865,599
15. To re-elect Ian Smith as a Director of the Company	1,020,458,186	94.36%	60,976,024	5.64%	1,081,434,210	867,122
16. To re-elect Tim Wade as a Director of the Company	1,018,001,503	94.14%	63,370,962	5.86%	1,081,372,465	922,667
17. To re-appoint Ernst & Young LLP as auditors	1,078,413,926	99.72%	3,056,114	0.28%	1,081,470,040	895,012
18. To authorise the Audit Committee to determine the remuneration of the auditors	1,077,211,820	99.61%	4,188,367	0.39%	1,081,400,187	935,996
19. To authorise the Directors to allot shares	1,044,896,954	96.63%	36,480,474	3.37%	1,081,377,428	968,704
20. To authorise the Directors to disapply statutory pre-emption rights in respect of 5% of the Company's issued share capital	1,079,565,462	99.84%	1,743,589	0.16%	1,081,309,051	1,027,017

21. To authorise the Directors to disapply statutory pre-emption rights in respect of an additional 5% of the Company's issued share capital	980,158,268	90.65%	101,076,595	9.35%	1,081,234,863	1,100,082
22. To authorise the Directors to allot equity securities in connection with AT1 Securities and issue further AT1 Securities	864,812,650	79.97%	216,550,697	20.03%	1,081,363,347	961,832
23. To authorise the Directors to disapply statutory pre-emption rights in respect of the allotment of equity securities in connection with AT1 Securities and issue further AT1 Securities	861,433,058	79.66%	219,900,270	20.34%	1,081,333,328	1,005,370
24. To permit the Company to purchase its own shares	1,076,803,181	99.55%	4,864,793	0.45%	1,081,667,974	672,950
25. 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)	1,076,437,418	99.53%	5,062,693	0.47%	1,081,500,111	843,770
26. To authorise the Company to make political donations and incur political expenditure	1,076,957,412	99.59%	4,389,115	0.41%	1,081,346,527	921,730

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.

In relation to Resolution 2, while shareholders have approved the Directors' Remuneration Report by a clear majority, with 65.79% of votes cast in favour, the Company recognises the large number of votes opposing the resolution.

In addition to the extensive consultation of shareholders undertaken prior to the publication of the Directors' Remuneration Report, the Company will further engage with shareholders on the implementation of its Remuneration Policy over the coming months to ensure shareholder views are fully understood and considered. These views will also inform the Company's Remuneration Policy which will be subject to shareholder approval at the Company's 2020 Annual General Meeting.

In relation to Resolutions 22 and 23, while shareholders have approved the resolutions by a substantial majority, with 79.97% of votes cast in favour for resolution 22 and 79.66% of votes cast in favour for resolution 23, the Company recognises the number of votes opposing the resolution. The Company took shareholders' views into account after the publication of the Notice of Meeting and explained why it was considered that these Resolutions were in the best interests of shareholders. The Company will continue to engage with shareholders to fully understand their views in relation to the specific authorities sought.

The current issued share capital of the Company consists of 1,428,658,877 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

<u>Investors and Analysts</u>	
Andrew Downey	07823 443 150
Head of Investor Relations	andrew.downey@cybg.com
<u>Company Secretary</u>	
Lorna McMillan	07834 585 436
Company Secretary	lorna.mcmillan@cybg.com
<u>Media Relations</u>	
Press Office	0800 066 5998
	press.office@cybg.com