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ASX Announcement

Conclusion of IPO of CYBG

National Australia Bank Limited (NAB) has today announced the final price for the Initial Public Offering (IPO) to institutional investors of CYBG PLC (CYBG). This effectively concludes the demerger and IPO process for CYBG.

The final offer price for the IPO is 180 pence per CYBG share, implying a CYBG market capitalisation of approximately £1,583 million (or A\$3,221 million¹).

“We are pleased with the response from institutional investors to the IPO, including from NAB shareholders, despite the recent significant market volatility,” NAB Group Chief Executive Officer Andrew Thorburn said.

“The successful conclusion of the demerger and IPO of CYBG is a significant milestone for NAB that will enable us to pursue our own focused strategy in our core markets in Australia and New Zealand as we drive towards our vision of becoming Australia and New Zealand’s most respected bank.

“Our NAB strategy is focussed on our home markets and on delivering a great customer experience, particularly in key segments where we have strong capability and where we see growth.

“We wish CYBG CEO David Duffy and the CYBG group well as they prioritise and focus on achieving a strong future for CYBG customers and shareholders as a standalone entity,” he said.

The IPO comprises 219,828,814 CYBG shares (representing 25% of CYBG²), including 28,673,323 CYBG shares being made available by NAB to the stabilising manager pursuant to the over-allotment option.

¹ Based on AUD:GBP exchange rate of 0.4914 as at 2 February 2016.

² Based on a total of 879,315,256 CYBG shares on issue.

Offer size and gross proceeds realised by NAB:

	Over-allotment option exercised in full	Over-allotment option not exercised at all
Total shares	219,828,814 CYBG shares	191,155,491 CYBG shares
Gross proceeds realised by NAB (GBP)	£396 million	£344 million
Gross proceeds realised by NAB (AUD)	A\$805 million ¹	A\$700 million ¹

If the over-allotment option is not exercised in full, NAB will retain CYBG shares equivalent to the portion of the option that is not exercised³.

NAB shares will commence trading on an ex CYBG Securities basis on Australian Securities Exchange (ASX) on 3 February 2016, and CYBG is expected to commence trading on London Stock Exchange (LSE) on 3 February 2016 and on ASX on 4 February 2016.

Timetable of key dates and times:

Event	Indicative date
NAB shares commence trading on ASX on an ex CYBG Securities basis	3 February 2016
Latest time and date by which CDI Election Forms, Share Election Forms and Sale Facility Forms must be received by the NAB Share Registry if you wish to make a Security Election or participate in the Sale Facility	3 February 2016, 5:00pm (AEDT)
Expected commencement of conditional trading of CYBG Shares on the LSE under the ticker symbol "CYBG"	3 February 2016, 8:00am (GMT)
Expected commencement of deferred settlement trading of CYBG CDIs on ASX under the ticker symbol "CYB"	4 February 2016, 11:00am (AEDT)
Demerger implementation date	8 February 2016
UK admission of CYBG Shares: CYBG Shares commence trading on an unconditional basis	8 February 2016, 8:00am (GMT)
Expected commencement of trading of CYBG CDIs on ASX on a normal settlement basis	17 February 2016
Anticipated latest date for dispatch of Sale Facility Proceeds to Selling Shareholders (or ShareGift, if a Small Shareholder who is a Selling Shareholder so elects)	4 April 2016

Capitalised terms used in this announcement bear the same meaning as in the Scheme Booklet for the Demerger of CYBG from NAB unless otherwise stated or the context otherwise requires.

³ Up to a maximum of 28,673,323 CYBG shares (representing approximately 3.3% of CYBG). In this instance, NAB would not be subject to any lock-up arrangement with respect to any CYBG shares it may retain.

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