NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN OR INTO OR FROM THE UNITED STATES OF AMERICA, CANADA, JAPAN OR AUSTRALIA (EXCEPT AS BELOW) OR ANY JURISDICTION WHERE IT IS UNLAWFUL TO DISTRIBUTE THIS ANNOUNCEMENT.

For immediate release

15 February 2016

## CYBG PLC ("CYBG" or the "Company") Exercise of over-allotment option

CYBG notes that, in connection with its initial public offering of ordinary shares (the "**Offer**"), Morgan Stanley & Co. International plc, as stabilisation manager, has given notice to exercise the over-allotment option granted by National Australia Bank Limited in respect of 28,673,323 ordinary shares at the offer price of 180 pence per ordinary share.

Including the exercise of the over-allotment option, the final total size of the Offer is £395.7 million (219,828,814 ordinary shares), in total representing 25.0 per cent of the 879,315,256 ordinary shares of the Company currently in issue.

Following the exercise of the over-allotment option, National Australia Bank Limited will no longer own any shares in the Company.

## Enquiries

<i>Investor Relations</i> John Crosse Hany Messieh (Australia)	+ 44 (0)7917 172535 +61 414 446 876
<i>Media</i> Barry Gardner Jason Clarke <b>FTI Consulting</b> (CYBG PR Advisors) Neil Doyle Paul Marriott Andrew Stokes (Australia)	+44 (0)800 066 5998 +44 (0)7766 924 154 +44 (0) 777 1978 220 +44 (0) 7703 330 390 +61 (0) 416 967 038
Managers Joint Global Co-ordinator, Joint Bookrunner and Sponsor Morgan Stanley William Chalmers Rick Ball (Australia) Ian Hart Ben Grindley Henrik Gobel	+44 (0)20 7425 8000

Joint Global Co-ordinators and Joint Bookrunners BofA Merrill Lynch Arif Vohra James Fleming Richard Abel	+44 (0)20 7628 1000
Kevin Skelton (Australia)	
Macquarie Capital Jonny Allison Paul Donnelly (Australia) Alex Reynolds Kavita Choitram	+44 (0)20 3037 2000
Joint Bookrunner J.P. Morgan Cazenove Piers Davison Simon Pilkington Charles Pretzlik Andrew Best (Australia)	+44 (0)20 7588 2828
<b>Co-Lead Managers Keefe, Bruyette &amp; Woods, a Stifel Company</b> Charles Lucas Erick Diaz	+44 (0)20 7663 5400
<b>RBC Capital Markets</b> Oliver Hearsey Krinzel Shah	+44 (0)207 653 4000

## Note to editors

Except whether the context otherwise requires, defined terms used in this announcement have the meanings given to such terms in the prospectus published by the Company on 3 February 2016 (the "**Prospectus**").

## DISCLAIMERS

The information contained in this announcement is for background purposes only and does not purport to be full or complete. No reliance may be placed for any purpose on the information contained in this announcement or its accuracy, fairness or completeness. Where the context requires, any reference to "**Shares**" in this disclaimer shall be construed to include a reference to Shares represented by CHESS Depositary Interests ("**CDIs**") for the purpose of quotation on the ASX.

Neither this announcement, the publication in which it is contained nor any copy of it may be made or transmitted into the United States of America (including its territories or possessions, any state of the United States of America and the District of Columbia) (the "**United States**"). The securities referred to herein have not been and will not be registered under the United States Securities Act of 1933 and, subject to certain exceptions, may not be offered or sold within the United States. There will be no public offering of securities in the United States. This announcement is not for publication or distribution, in whole or in part, directly or indirectly, in or into, Canada, Japan or any other jurisdiction where to do so would constitute a violation of the relevant laws of such jurisdiction. The distribution of this announcement may be restricted by law in certain jurisdictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

This announcement does not contain or constitute an offer of, or the solicitation of an offer to buy or subscribe for, the securities referred to herein to any person in any jurisdiction, including the United States, Australia, Canada or Japan or in any jurisdiction to whom or in which such offer or solicitation is unlawful.

This announcement is only addressed to and directed at persons who: (A) if in member states of the European Economic Area, are persons who are "qualified investors" within the meaning of Article 2(1)(e) of the Prospectus

Directive (which means EU Directive 2003/71/EC and any amendments thereto, including the amending directive, Directive 2010/73/EU to the extent implemented in the relevant member state and any relevant implementing measure in each relevant member state) ("**Qualified Investors**"); and (B) if in the United Kingdom, are investment professionals (i) having professional experience in matters relating to investments falling under Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "**Order**"); and (ii) who are high net worth entities falling within Article 49(2)(a) to (d) of the Order; or (C) are other persons to whom it may otherwise lawfully be communicated (all such persons referred to in (B) and (C) together being "**Relevant Persons**"). This announcement must not be acted or relied on (i) in any member state of the European Economic Area, other than the United Kingdom, by persons who are not Qualified Investors and (ii) in the United Kingdom, by persons and may be engaged in only with (i) in any member state of the European Economic Area, other than the United Kingdom, Qualified Investors and (ii) in the United Kingdom Relevant Persons. Nothing in this announcement constitutes investment advice and any recommendations that may be contained therein have not been based upon a consideration of the investment objectives, financial situation or particular needs of any specific recipient.

Each of J.P. Morgan Securities plc, Macquarie Capital (Europe) Limited, Merrill Lynch International, Morgan Stanley & Co. International plc, Stifel Nicolaus Europe Limited (trading as Keefe, Bruyette & Woods) and RBC Europe Limited and their respective affiliates (together, the "**Banks**") expressly disclaims any obligation or undertaking to update, review or revise any forward-looking statement contained in this announcement whether as a result of new information, future developments or otherwise.

Any purchase of Shares (including in the form of CDIs) in the IPO should be made solely on the basis of the information contained in the Prospectus. No reliance may or should be placed by any person for any purposes whatsoever on the information contained in this announcement or on its completeness, accuracy or fairness. The information in this announcement is subject to change.

Acquiring investments to which this announcement relates may expose an investor to a significant risk of losing all or part of the amount invested. Persons considering making such an investment should consult an authorised person specialising in advising on such investments. This announcement does not constitute a recommendation concerning the IPO. The value of securities can decrease as well as increase. Potential investors should consult a professional adviser as to the suitability of the IPO for the person concerned. Past performance cannot be relied upon as a guide to future performance.

J.P. Morgan Securities plc, Merrill Lynch International, Morgan Stanley & Co. International plc, Stifel Nicolaus Europe Limited (trading as Keefe, Bruyette & Woods) and RBC Europe Limited, each of which is authorised by the Prudential Regulation Authority and regulated by the Financial Conduct Authority and the Prudential Regulation Authority in the United Kingdom, and Macquarie Capital (Europe) Limited, which is authorised and regulated by the Financial Conduct Authority, are acting exclusively for the Company, CYB Investments Limited and NAB and no-one else in connection with the IPO. They will not regard any other person as their respective clients in relation to the IPO and will not be responsible to anyone other than the Company, CYB Investments Limited and NAB for providing the protections afforded to their respective clients, nor for providing advice in relation to the IPO, the contents of this announcement or any transaction, arrangement or other matter referred to herein.

In connection with the IPO, each of the Banks and any of their respective affiliates, acting as investors for their own accounts, may subscribe for or purchase Shares and in that capacity may retain, purchase, sell, offer to sell or otherwise deal for their own accounts in such Shares and other securities of the Company or related investments in connection with the IPO or otherwise. Accordingly, references in the Prospectus to the Shares being issued, offered, subscribed, acquired, placed or otherwise dealt in should be read as including any issue or offer to, or subscription, acquisition, placing or dealing by any of the Banks and any of their affiliates acting as investors for their own accounts. In addition, certain of the Banks or their affiliates may enter into financing arrangements and swaps in connection with which they or their affiliates may from time to time acquire, hold or dispose of Shares. None of the Banks intends to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligations to do so.

None of the Banks or any of their respective directors, officers, employees, advisers or agents accepts any responsibility or liability whatsoever for/or makes any representation or warranty, express or implied, as to the truth, accuracy or completeness of the information in this announcement (or whether any information has been omitted from the announcement) or any other information relating to the Company, CYB Investments Limited or NAB, or their respective subsidiaries or associated companies, whether written, oral or in a visual or electronic form, and howsoever transmitted or made available or for any loss howsoever arising from any use of this announcement or its contents or otherwise arising in connection therewith.