

**CYBG PLC  
(Company)**

**LEI: 213800ZK9VGCYYR6O495**

2 September 2019

**Publication of Final Terms**

The following final terms (the "**Final Terms**") are available for viewing:

**Final Terms dated 30 August 2019 relating to the Series 4 £400,000,000 4.00 % Fixed Rate Reset Callable Senior Notes due 2027 issued by CYBG under the £10,000,000,000 Global Medium Term Note Programme of the Company and Clydesdale Bank PLC**

Please read the disclaimer below "*Disclaimer — Intended Addressees*" before attempting to access this service, as your right to do so is conditional upon complying with the requirements set out below.

The full document is attached.

A copy of the above document has been 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
Group Company Secretary	lorna.mcmillan@cybg.com
<u>Media Relations</u>	
Press Office	0800 066 5998
	press.office@cybg.com

**DISCLAIMER - INTENDED ADDRESSEES**

**IMPORTANT:** You must read the following before continuing: The following applies to the Final Terms available by clicking on the link above, and you are therefore advised to read this carefully before reading, accessing or making any other use of the Final Terms. In accessing the Final Terms, you agree to be bound by the following terms and conditions, including any modifications to them, any time you receive any information from us as a result of such access.

The Final Terms must be read in conjunction with the base prospectus dated 1 July 2019 relating to the £10,000,000,000 Global Medium Term Note Programme of the Company and Clydesdale Bank PLC, as supplemented by the supplemental prospectus dated 31 July 2019 (the "**Base Prospectus**"), which comprises a prospectus for the purposes of the Prospectus Directive (Directive 2003/71/EC, as amended).

THE FINAL TERMS MAY NOT BE FORWARDED OR DISTRIBUTED OTHER THAN AS PROVIDED BELOW AND MAY NOT BE REPRODUCED IN ANY MANNER WHATSOEVER. THE

CYBG PLC is registered in England and Wales (company number: **09595911**) and as a foreign company in Australia (**ARBN 609 948 281**) and has its registered office at 20 Merrion Way, Leeds, West Yorkshire LS2 8NZ

FINAL TERMS MAY ONLY BE DISTRIBUTED OUTSIDE THE UNITED STATES TO PERSONS THAT ARE NOT U.S. PERSONS AS DEFINED IN, AND IN RELIANCE ON, REGULATION S UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE “**SECURITIES ACT**”) OR WITHIN THE UNITED STATES TO QIBs (AS DEFINED BELOW) IN ACCORDANCE WITH RULE 144A UNDER THE SECURITIES ACT (“**RULE 144A**”). ANY FORWARDING, DISTRIBUTION OR REPRODUCTION OF THE FINAL TERMS IN WHOLE OR IN PART IS PROHIBITED. FAILURE TO COMPLY WITH THIS NOTICE MAY RESULT IN A VIOLATION OF THE SECURITIES ACT OR THE APPLICABLE LAWS OF OTHER JURISDICTIONS.

NOTHING IN THIS ELECTRONIC PUBLICATION CONSTITUTES AN OFFER OF SECURITIES FOR SALE IN ANY JURISDICTION WHERE IT IS UNLAWFUL TO DO SO. ANY NOTES ISSUED OR TO BE ISSUED PURSUANT TO THE BASE PROSPECTUS HAVE NOT BEEN, AND WILL NOT BE, REGISTERED UNDER THE SECURITIES ACT OR THE SECURITIES LAWS OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES. ANY NOTES ISSUED OR TO BE ISSUED PURSUANT TO THE BASE PROSPECTUS MAY NOT BE OFFERED, SOLD, PLEDGED OR OTHERWISE TRANSFERRED EXCEPT (1) IN ACCORDANCE WITH RULE 144A UNDER THE SECURITIES ACT TO PERSONS REASONABLY BELIEVED TO BE QUALIFIED INSTITUTIONAL BUYERS (EACH A “**QIB**”) WITHIN THE MEANING OF RULE 144A OR (2) IN AN OFFSHORE TRANSACTION TO A PERSON THAT IS NOT A U.S. PERSON IN RELIANCE ON REGULATION S UNDER THE SECURITIES ACT.

Please note that the information contained in the Final Terms and the Base Prospectus may be addressed to and/or targeted at persons who are residents of particular countries (specified in the Base Prospectus) only and is not intended for use and should not be relied upon by any person outside these countries and/or to whom the offer contained in the Final Terms and the Base Prospectus is not addressed. Prior to relying on the information contained in the Final Terms and the Base Prospectus you must ascertain from the Final Terms and the Base Prospectus (as applicable) whether or not you are part of the intended addressees of the information contained therein.

**Confirmation of your Representation:** In order to be eligible to view the Final Terms or make an investment decision with respect to these Notes or any other Notes issued or to be issued pursuant to the Base Prospectus, you must be (A) a person other than a U.S. person (within the meaning of Regulation S under the Securities Act); or (B) a QIB that is acquiring the securities for its own account or for the account of another QIB. By accessing the Final Terms and the Base Prospectus, you shall be deemed to have represented that you and any customers you represent are not a U.S. person (as defined in Regulation S to the Securities Act) or that you are a QIB, and that you consent to delivery of the Base Prospectus and any Final Terms thereto via electronic publication.

You are reminded that the Final Terms have been made available to you on the basis that you are a person into whose possession the Final Terms may be lawfully delivered in accordance with the laws of the jurisdiction in which you are located and you may not, nor are you authorised to, deliver the Final Terms to any other person.

The Final Terms and the Base Prospectus do not constitute, and may not be used in connection with, an offer or solicitation in any place where offers or solicitations are not permitted by law. If a jurisdiction requires that the offering be made by a licensed broker or dealer and the underwriters or any affiliate of the underwriters is a licensed broker or dealer in that jurisdiction, the offering shall be deemed to be made by the underwriters or such affiliate on behalf of the Company in such jurisdiction. Under no circumstances shall the Final Terms or the Base Prospectus constitute an offer to sell, or the solicitation of an offer to buy, nor shall there be any sale of any Notes issued or to be issued pursuant to the Final Terms or the Base Prospectus, in any jurisdiction in which such offer, solicitation or sale would be unlawful.

The Final Terms have been made available to you in an electronic form. You are reminded that documents transmitted via this medium may be altered or changed during the process of electronic

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transmission and consequently none of the Company, its advisers or any person who controls the Company or any director, officer, employee or agent of the Company or affiliate of any such person accepts any liability or responsibility whatsoever in respect of any difference between the Final Terms made available to you in electronic format and the hard copy version available to you on request from the Company.

## FINAL TERMS

### PROHIBITION OF SALES TO EEA RETAIL INVESTORS:

THE NOTES ARE NOT INTENDED TO BE OFFERED, SOLD OR OTHERWISE MADE AVAILABLE TO AND SHOULD NOT BE OFFERED, SOLD OR OTHERWISE MADE AVAILABLE TO ANY RETAIL INVESTOR IN THE EUROPEAN ECONOMIC AREA. FOR THESE PURPOSES, A RETAIL INVESTOR MEANS A PERSON WHO IS ONE (OR MORE) OF:

- (A) A RETAIL CLIENT AS DEFINED IN POINT (11) OF ARTICLE 4(1) OF DIRECTIVE 2014/65/EU, AS AMENDED ("MIFID II"); OR
- (B) A CUSTOMER WITHIN THE MEANING OF DIRECTIVE (EU) 2016/97, WHERE THAT CUSTOMER WOULD NOT QUALIFY AS A PROFESSIONAL CLIENT AS DEFINED IN POINT (10) OF ARTICLE 4(1) OF MIFID II.

CONSEQUENTLY NO KEY INFORMATION DOCUMENT REQUIRED BY REGULATION (EU) NO 1286/2014, AS AMENDED (THE "PRIIPS REGULATION") FOR OFFERING OR SELLING THE NOTES OR OTHERWISE MAKING THEM AVAILABLE TO RETAIL INVESTORS IN THE EUROPEAN ECONOMIC AREA HAS BEEN PREPARED AND THEREFORE OFFERING OR SELLING THE NOTES OR OTHERWISE MAKING THEM AVAILABLE TO ANY RETAIL INVESTOR IN THE EUROPEAN ECONOMIC AREA MAY BE UNLAWFUL UNDER THE PRIIPS REGULATION.

### MIFID II PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ECPS ONLY TARGET MARKET:

SOLELY FOR THE PURPOSES OF EACH MANUFACTURER'S PRODUCT APPROVAL PROCESS, THE TARGET MARKET ASSESSMENT IN RESPECT OF THE NOTES HAS LED TO THE CONCLUSION THAT:

- (A) THE TARGET MARKET FOR THE NOTES IS ELIGIBLE COUNTERPARTIES (ECPS) AND PROFESSIONAL CLIENTS ONLY, EACH AS DEFINED IN MIFID II; AND
- (B) ALL CHANNELS FOR DISTRIBUTION OF THE NOTES TO ELIGIBLE COUNTERPARTIES AND PROFESSIONAL CLIENTS ARE APPROPRIATE.

ANY PERSON SUBSEQUENTLY OFFERING, SELLING OR RECOMMENDING THE NOTES (A "DISTRIBUTOR") SHOULD TAKE INTO CONSIDERATION THE MANUFACTURERS' TARGET MARKET ASSESSMENT; HOWEVER, A DISTRIBUTOR SUBJECT TO MIFID II IS RESPONSIBLE FOR UNDERTAKING ITS OWN TARGET MARKET ASSESSMENT IN RESPECT OF THE NOTES (BY EITHER ADOPTING OR REFINING THE MANUFACTURERS' TARGET MARKET ASSESSMENT) AND DETERMINING APPROPRIATE DISTRIBUTION CHANNELS.

Singapore Securities and Futures Act Product Classification – Solely for the purposes of its obligations pursuant to sections 309B(1)(a) and 309B(1)(c) of the Securities and Futures Act (Chapter 289 of Singapore) (the "SFA"), the Issuer has determined, and hereby notifies all relevant persons (as defined in Section 309A of the SFA) that the Notes are "prescribed capital markets products" (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018)

## Final Terms dated 30 August 2019

### CYBG PLC

Legal Entity Identifier (LEI): 213800ZK9VGCYYR6O495

Issue of £400,000,000 4.00 per cent. Fixed Rate Reset Callable Senior Notes due 2027  
under the £10,000,000,000 Global Medium Term Note Programme

#### PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions of the Notes (the "**Conditions**") set forth in the base prospectus dated 1 July 2019 and the supplemental base prospectus dated 31 July 2019 which together constitute a base prospectus (the "**Base Prospectus**") for the purposes of Directive 2003/71/EC, as amended and as implemented by any relevant implementing measure in the relevant Member State (the "**Prospectus Directive**"). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the Base Prospectus.

Full information on the Issuer and the offer of the Notes described herein is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus and these Final Terms have been published on the website of the Regulatory News Service operated by the London Stock Exchange at <http://www.londonstockexchange.com/exchange/news/market-news/market-news-home.html>.

- |    |                                   |  |
|----|-----------------------------------|--|
| 1. | Issuer:                           | CYBG PLC   |
| 2. | (i) Series Number:                | 4  |
|    | (ii) Tranche Number:              | 1  |
| 3. | Specified Currency or Currencies: | Pounds Sterling ("£")  |
| 4. | Aggregate Principal Amount:       | £400,000,000   |
| 5. | Issue Price:                      | 99.589 per cent. of the Aggregate Principal Amount   |
| 6. | (i) Specified Denominations:      | £100,000 and integral multiples of £1,000 in excess thereof up to (and including) £199,000. No Notes in definitive form will be issued with a denomination above £199,000. |
|    | (ii) Calculation Amount:          | £1,000   |
| 7. | (i) Issue Date:                   | 3 September 2019   |
|    | (ii) Interest Commencement Date:  | Issue Date   |
| 8. | Maturity Date:                    | 3 September 2027   |

- |     |  |   |
|-----|--|---|
| 9.  | Interest Basis:  | Reset Notes<br><br>(see paragraph 15 below)   |
| 10. | Redemption/Payment Basis:                                | Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their principal amount. |
| 11. | Change of Interest or Redemption/<br>Payment Basis:      | Not Applicable  |
| 12. | Put/Call Options:  | Issuer Call<br><br>(see paragraph 18 below)   |
| 13. | (i) Status of the Notes:                                 | Senior  |
|     | (ii) Senior Notes Waiver of Set-off:                     | Condition 3(C) ( <i>Status</i> ): Applicable  |
|     | (iii) Senior Notes Events of Default:                    | Condition 13(B) ( <i>Events of Default</i> ): Applicable  |
|     | (iv) Date Board approval for issuance of Notes obtained: | 28 November 2018  |

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

- |     |  |  |
|-----|--|--|
| 14. | Fixed Rate Note Provisions   | Not Applicable   |
| 15. | Reset Note Provisions  | Applicable   |
|     | (i) Initial Rate of Interest:  | 4.00 per cent. per annum payable semi-annually in arrear on each Interest Payment Date                   |
|     | (ii) Reset Rate:   | A fixed rate equal to the 1 year Benchmark Gilt Rate (as calculated by the Calculation Agent)            |
|     | (iii) First Margin:  | +3.75 per cent. per annum  |
|     | (iv) Subsequent Margin:  | Not Applicable   |
|     | (v) Interest Payment Date(s):  | 3 March and 3 September in each year up to (and including) the Maturity Date, commencing on 3 March 2020 |
|     | (vi) Fixed Coupon Amount up to (but excluding) the First Reset Date: | £20 per Calculation Amount   |

- (vii) Broken Amount(s): Not Applicable
- (viii) First Reset Date: 3 September 2026
- (ix) Subsequent Reset Date(s): Not Applicable
- (x) Reference Banks: The provisions of the Conditions apply
- (xi) Day Count Fraction: Actual/Actual (ICMA)
- (xii) Reset Determination Dates: The provisions of the Conditions apply
- (xix) Party responsible for calculating the Rate(s) of Interest and/or Interest Amount(s) (if not the Principal Paying Agent): Not Applicable

16. Floating Rate Note Provisions Not Applicable

17. Zero Coupon Note Provisions Not Applicable

#### PROVISIONS RELATING TO REDEMPTION

- 18. Call Option Applicable
  - (i) Optional Redemption Date(s) (Call): 3 September 2026 or any Interest Payment Date thereafter
  - (ii) Optional Redemption Amount (Call): £1,000 per Calculation Amount
  - (iii) Series redeemable in part: No
  - (iv) If redeemable in part:
    - (a) Minimum Redemption Amount: Not Applicable
    - (b) Maximum Redemption Amount: Not Applicable
  - (v) Notice period:
    - Minimum period: as per the Conditions
    - Maximum period: as per the Conditions
  - (vi) Optional Redemption Amount (Regulatory Event): Not Applicable
  - (vii) Loss Absorption Disqualification Call: Applicable
    - (a) Optional Redemption Amount (Loss): £1,000 per Calculation Amount

Absorption  
Disqualification  
Event):

- (b) Full exclusion or Partial exclusion sufficient  
partial exclusion  
sufficient:
- (viii) Early Redemption Amount £1,000 per Calculation Amount  
(Tax):
19. Put Option Not Applicable
20. Final Redemption Amount: Subject to any purchase and cancellation or  
early redemption, the Notes will be redeemed  
on the Maturity Date at £1,000 per  
Calculation Amount
21. Early Termination Amount: £1,000 per Calculation Amount
22. Redemption Amount for Zero Not Applicable  
Coupon Notes:

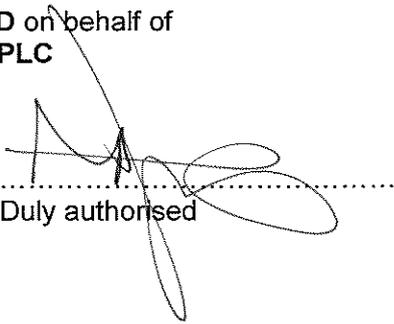
GENERAL PROVISIONS APPLICABLE TO THE NOTES

23. Form of Notes: Bearer Notes:  
Temporary Global Note exchangeable for a  
Permanent Global Note which is  
exchangeable for Definitive Notes in the  
limited circumstances described in the  
Permanent Global Note
24. New Global Note: No
25. New Safekeeping Structure: Not Applicable
26. Additional Financial Centre(s) or Not Applicable  
other special provisions relating to  
payment dates:
27. Talons for future Coupons to be No  
attached to Definitive Notes:

**SIGNED** on behalf of  
**CYBG PLC**

By:

.....  
Duly authorised



## PART B – OTHER INFORMATION

### 1. LISTING

- (i) Listing and admission to trading: Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the Regulated Market of the London Stock Exchange with effect from 3 September 2019.
- (ii) Estimate of total expenses related to admission to trading: £4,725

### 2. RATINGS

Ratings: The Notes to be issued have been rated:

S&P Global Ratings Limited ("**Standard & Poor's**"): BBB-

Moody's Investors Service Ltd. ("**Moody's**"): Baa3

Fitch Ratings Limited ("**Fitch**"): BBB+

Each of Standard & Poor's, Fitch and Moody's is established in the European Economic Area (the "**EEA**") and is registered under Regulation (EC) No. 1060/2009 (as amended) (the "**CRA Regulation**"). As such, each of Standard & Poor's, Fitch and Moody's is included in the list of credit rating agencies published by the European Securities and Markets Authority on its website in accordance with the CRA Regulation.

### 3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE/OFFER

Save for any fees payable to the Managers, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer. The Managers and their respective affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business.

### 4. USE OF PROCEEDS

It is the Issuer's intention to use the net proceeds of the issue of the Notes issued by it for general corporate purposes of the Issuer and its subsidiaries, including the down-streaming of funds to Clydesdale Bank PLC.

## 5. YIELD

Indication of yield: For the period from (and including) the Issue Date to (but excluding) 3 September 2026, 4.068 per cent.

The indicative yield is calculated on a semi-annual basis at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

## 6. OPERATIONAL INFORMATION

- |        |   |  |
|--------|---|--|
| (i)    | CUSIP Number  | Not Applicable   |
| (ii)   | ISIN:   | XS2049149821   |
| (iii)  | Common Code:  | 204914982  |
| (iv)   | CFI:  | See the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN  |
| (v)    | FISN:   | See the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN  |
| (vi)   | Any clearing system(s) other than Euroclear, Clearstream Luxembourg or DTC and the relevant identification number(s): | Not Applicable   |
| (vii)  | Delivery:   | Delivery against payment   |
| (viii) | Names and addresses of additional Paying Agent(s) (if any):   | Not Applicable   |
| (ix)   | Intended to be held in a manner which would allow Eurosystem eligibility:   | No. Whilst the designation is specified as "no" at the date of these Final Terms, should the Eurosystem eligibility criteria be amended in the future such that the Notes are capable of meeting them the Notes may then be deposited with one of the ICSDs as |

common safekeeper. Note that this does not necessarily mean that the Notes will then be recognised as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem at any time during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.

#### DISTRIBUTION

- |       |   |   |
|-------|---|---|
| (i)   | U.S. Selling Restrictions:                          | Reg. S Compliance Category 2; TEFRA D – Not Rule 144A Eligible  |
| (ii)  | Prohibition of Sales to EEA Retail Investors:       | Applicable  |
| (iii) | Method of distribution:                             | Syndicated  |
| (iv)  | If syndicated                                       |   |
|       | (a) Names of Managers and underwriting commitments: | Lloyds Bank Corporate Markets plc: £100,000,000<br>Merrill Lynch International: £100,000,000<br>Morgan Stanley & Co. International plc: £100,000,000<br>NatWest Markets Plc: £100,000,000 |
|       | (b) Stabilisation Manager(s) (if any):              | Morgan Stanley & Co. International plc  |
| (v)   | If non-syndicated, name and address of Dealer:      | Not Applicable  |
| 8.    | BENCHMARK REGULATION                                | Not Applicable  |