

FORM 8.5 (EPT/RI)

**PUBLIC DEALING DISCLOSURE BY AN EXEMPT PRINCIPAL TRADER WITH RECOGNISED
INTERMEDIARY STATUS DEALING IN A CLIENT-SERVING CAPACITY
Rule 8.5 of the Takeover Code (the "Code")**

1. KEY INFORMATION

(a) Name of exempt principal trader:	Bank of America Merrill Lynch
(b) Name of offeror/offeree in relation to whose relevant securities this form relates: <i>Use a separate form for each offeror/offeree</i>	Shawbrook Group PLC
(c) Name of the party to the offer with which exempt principal trader is connected:	Shawbrook Group PLC
(d) Date dealing undertaken:	07/04/2017
(e) In addition to the company in 1(b) above, is the exempt principal trader making disclosures in respect of any other party to this offer? <i>If it is a cash offer or possible cash offer, state "N/A"</i>	NO

2. DEALINGS BY THE EXEMPT PRINCIPAL TRADER

Where there have been dealings in more than one class of relevant securities of the offeror or offeree named in 1(b), copy table 2(a), (b), (c) or (d) (as appropriate) for each additional class of relevant security dealt in.

The currency of all prices and other monetary amounts should be stated.

(a) Purchases and sales

Class of relevant security	Purchases/ sales	Total number of securities	Highest price per unit paid/received	Lowest price per unit paid/received
Common - ISIN GB00BWDPMF43	Purchase	360,987	3.4 GBP	3.365 GBP
Common - ISIN GB00BWDPMF43	Sale	141,148	3.389 GBP	3.361 GBP

(b) Cash-settled derivative transactions

Class of relevant security	Product description e.g. CFD	Nature of dealing e.g. opening/closing a long/short position, increasing/reducing a long/short position	Number of reference securities	Price per unit
Common - ISIN GB00BWDPMF43	Swaps	Long	1,691	3.382 GBP
Common - ISIN	Swaps	Long	388	3.382

GB00BWDPMF43				GBP
Common - ISIN GB00BWDPMF43	Swaps	Short	3,529	3.375 GBP
Common - ISIN GB00BWDPMF43	Swaps	Long	3,529	3.382 GBP
Common - ISIN GB00BWDPMF43	Swaps	Long	535	3.376 GBP
Common - ISIN GB00BWDPMF43	Swaps	Short	535	3.382 GBP
Common - ISIN GB00BWDPMF43	Swaps	Long	3,410	3.378 GBP
Common - ISIN GB00BWDPMF43	Swaps	Long	3,870	3.377 GBP
Common - ISIN GB00BWDPMF43	Swaps	Long	24,359	3.376 GBP
Common - ISIN GB00BWDPMF43	Swaps	Long	1,516	3.378 GBP
Common - ISIN GB00BWDPMF43	Swaps	Long	14,044	3.378 GBP
Common - ISIN GB00BWDPMF43	Swaps	Short	228,199	3.38 GBP
Common - ISIN GB00BWDPMF43	Swaps	Short	40,831	3.374 GBP
Common - ISIN GB00BWDPMF43	Swaps	Long	320	3.38 GBP
Common - ISIN GB00BWDPMF43	Swaps	Long	4,615	3.38 GBP
Common - ISIN GB00BWDPMF43	Swaps	Short	100	3.386 GBP
Common - ISIN GB00BWDPMF43	Swaps	Short	700	3.386 GBP
Common - ISIN GB00BWDPMF43	Swaps	Short	200	3.386 GBP
Common - ISIN GB00BWDPMF43	Swaps	Short	43	3.38 GBP
Common - ISIN GB00BWDPMF43	Swaps	Short	1,338	3.38 GBP
Common - ISIN GB00BWDPMF43	Swaps	Short	15	3.38 GBP
Common - ISIN GB00BWDPMF43	Swaps	Short	2,361	3.38 GBP
Common - ISIN GB00BWDPMF43	Swaps	Short	265	3.38 GBP
Common - ISIN GB00BWDPMF43	Swaps	Short	1,632	3.399 GBP
Common - ISIN GB00BWDPMF43	Swaps	Long	1,632	3.376 GBP

(c) Stock-settled derivative transactions (including options)

(i) Writing, selling, purchasing or varying

Class of	Product description e.g. call option	Writing, purchasing,	Number of securities to	Exercise price per unit	Type e.g. American,	Expiry date	Option money paid/
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relevant security		selling, varying etc.	which option relates		European etc.		received per unit
N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A

(ii) Exercise

Class of relevant security	Product description <i>e.g. call option</i>	Exercising/ exercised against	Number of securities	Exercise Price per unit
N/A	N/A	N/A	N/A	N/A

(d) Other dealings (including subscribing for new securities)

Class of relevant security	Nature of dealing <i>e.g. subscription, conversion</i>	Details	Price per unit (if applicable)
N/A	N/A	N/A	N/A

3. OTHER INFORMATION

(a) Indemnity and other dealing arrangements

<p>Details of any indemnity or option arrangement, or any agreement or understanding, formal or informal, relating to relevant securities which may be an inducement to deal or refrain from dealing entered into by the exempt principal trader making the disclosure and any party to the offer or any person acting in concert with a party to the offer: <i>Irrevocable commitments and letters of intent should not be included. If there are no such agreements, arrangements or understandings, state "none"</i></p>
None

(b) Agreements, arrangements or understandings relating to options or derivatives

<p>Details of any agreement, arrangement or understanding, formal or informal, between the exempt principal trader making the disclosure and any other person relating to: (i) the voting rights of any relevant securities under any option; or (ii) The voting rights or future acquisition or disposal of any relevant securities to which any derivative is referenced: <i>If there are no such agreements, arrangements or understandings, state "none"</i></p>
None

Date of disclosure:	10/04/2017
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Public disclosures under Rule 8 of the Code must be made to a Regulatory Information Service.

The Panel's Market Surveillance Unit is available for consultation in relation to the Code's dealing disclosure requirements on +44 (0)20 7638 0129.

The Code can be viewed on the Panel's website at www.thetakeoverpanel.org.uk.

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