RNS Number : 7135C
Morgan Stanley & Co. Int'l plc
19 April 2017

AMENDMENT Section (2a, 2b)

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:	Morgan Stanley & Co. International plc
(b) Name of offeror/offeree in relation to whose relevant securities this form relates: *Use a separate form for each offeror/offeree*	Shawbrook Group Plc
(c) Name of the party to the offer with which exempt principal trader is connected:	Pollen Street Capital Limited and BC Partners LLP
(d) Date dealing undertaken:	12 APRIL 2017
(e) Has the EPT previously disclosed, or is it today disclosing, under the Code in respect of any other party to this offer?	Yes

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
1p ordinary	PURCHASES	105,134	3.4030 GBP	3.3710 GBP
1p ordinary	SALES	96,014	3.3850 GBP	3.3700 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
1p ordinary	CFD	LONG	482	3.3750 GBP
1p ordinary	CFD	LONG	70	3.3768 GBP
1p ordinary	CFD	LONG	19,392	3.3770 GBP
1p ordinary	CFD	LONG	2,659	3.3770 GBP
1p ordinary	CFD	LONG	29,957	3.3774 GBP
1p ordinary	CFD	LONG	877	3.3780 GBP
1p ordinary	CFD	LONG	9,242	3.3781 GBP
1p ordinary	CFD	LONG	15,361	3.3782 GBP
1p ordinary	CFD	SHORT	3,754	3.3758 GBP
1p ordinary	CFD	SHORT	25,807	3.3775 GBP
1p ordinary	CFD	SHORT	12,910	3.3776 GBP
1p ordinary	CFD	SHORT	5,458	3.3770 GBP

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

(i) Writing, selling, purchasing or varying

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

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

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

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

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.

3. OTHER INFORMATION

(a) Indemnity and other dealing arrangements

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: *If there are no such agreements, arrangements or understandings, state "none"*
None

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

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:** *If there are no such agreements, arrangements or understandings, state "none"*
None

Date of disclosure:	**19 APRIL 2017**
Contact name:	**Craig Horsley**
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Public disclosures under Rule 8 of the Code must be made to a Regulatory Information Service and must also be emailed to the Takeover Panel at monitoring@disclosure.org.uk. 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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