

RNS Number : 8016D  
Shawbrook Group PLC  
02 May 2017

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FOR IMMEDIATE RELEASE  
2 May 2017

**Shawbrook Group Plc**  
**Posting of response circular recommending that Shawbrook shareholders should take no action in respect of the Offer by Marlin Bidco**

Shawbrook Group plc ("Shawbrook") is today sending a circular (the "Response Circular") to its shareholders in response to the offer made by Marlin Bidco Limited ("Marlin Bidco"), a company jointly owned by funds managed and/or advised by Pollen Street Capital Limited ("Pollen Street") and BC Partners LLP, which was announced on 31 March 2017 (the "Offer").

The Independent Directors have concluded that they are not able to recommend the Offer. The Response Circular sets out the Independent Directors' views on the Offer in more detail.

Accordingly the Independent Directors unanimously recommend that Shawbrook shareholders should take no action in relation to the Offer and should not sign any document sent by Marlin Bidco or its advisers.

Funds advised by Pollen Street currently hold approximately 38.8 per cent of the issued share capital of Shawbrook and Lindsey McMurray serves as the representative director of Pollen Street on the Board of Shawbrook. Accordingly, Lindsey McMurray has not been, and will not be, involved in the Board's consideration of the Offer. The Independent Directors of Shawbrook therefore comprise all of the directors of Shawbrook as at the date of this announcement, other than Lindsey McMurray.

In accordance with the requirements of Rule 25.1(b) of the City Code on Takeovers and Mergers (the "Code"), a copy of the Response Circular will shortly be made available at [www.shawbrook.co.uk](http://www.shawbrook.co.uk), together with an associated presentation.

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## Important Information

**This announcement is for information purposes only and is not intended to, and does not, constitute or form part of any offer or invitation, or the solicitation of an offer, to purchase, otherwise acquire, subscribe for, sell or otherwise dispose of, any securities, or the solicitation of any vote or approval in any jurisdiction.**

### Disclosure requirements of the Code

Under Rule 8.3(a) of the Code, any person who is interested in 1% or more of any class of relevant securities of an offeree company or of any securities exchange offeror (being any offeror other than an offeror in respect of which it has been announced that its offer is, or is likely to be, solely in cash) must make an Opening Position Disclosure following the commencement of the offer period and, if later, following the announcement in which any securities exchange offeror is first identified. An Opening Position Disclosure must contain details of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s). An Opening Position Disclosure by a person to whom Rule 8.3(a) applies must be made by no later than 3.30 pm (London time) on the 10th business day following the commencement of the offer period and, if appropriate, by no later than 3.30 pm (London time) on the 10th business day following the announcement in which any securities exchange offeror is first identified. Relevant persons who deal in the relevant securities of the offeree company or of a securities exchange offeror prior to the deadline for making an Opening Position Disclosure must instead make a Dealing Disclosure.

Under Rule 8.3(b) of the Code, any person who is, or becomes, interested in 1% or more of any class of relevant securities of the offeree company or of any securities exchange offeror must make a Dealing Disclosure if the person deals in any relevant securities of the offeree company or of any securities exchange offeror. A Dealing Disclosure must contain details of the dealing concerned and of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s), save to the extent that these details have previously been disclosed under Rule 8. A Dealing Disclosure by a person to whom Rule 8.3(b) applies must be made by no later than 3.30 pm (London time) on the business day following the date of the relevant dealing.

If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire or control an interest in relevant securities of an offeree company or a securities exchange offeror, they will be deemed to be a single person for the purpose of Rule 8.3.

Opening Position Disclosures must also be made by the offeree company and by any offeror and Dealing Disclosures must also be made by the offeree company, by any offeror and by any persons acting in concert with any of them (see Rules 8.1, 8.2 and 8.4).

Details of the offeree and offeror companies in respect of whose relevant securities Opening Position Disclosures and Dealing Disclosures must be made can be found in the Disclosure Table on the Takeover Panel's website at [www.thetakeoverpanel.org.uk](http://www.thetakeoverpanel.org.uk), including details of the number of relevant securities in issue, when the offer period commenced and when any offeror was first identified. You should contact the Panel's Market Surveillance Unit on +44 (0)20 7638 0129 if you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure.

### Additional information

Goldman Sachs International, which is authorised by the Prudential Regulation Authority and regulated in the United Kingdom by the Financial Conduct Authority and the Prudential Regulation Authority, is acting exclusively for Shawbrook and no one else in connection with the matters referred to in this announcement and will not be responsible to anyone other than Shawbrook for providing the protections

afforded to clients of Goldman Sachs International, or for providing advice in connection with the contents of this announcement or any other matter referred to in this announcement.

Merrill Lynch International ("BofA Merrill Lynch"), a subsidiary of Bank of America Corporation, which is authorised by the Prudential Regulation Authority and regulated by the FCA and the Prudential Regulation Authority in the United Kingdom, is acting exclusively for Shawbrook in connection with the matters set out in this announcement and for no one else and will not be responsible to anyone other than Shawbrook for providing the protections afforded to its clients or for providing advice in relation to the matters set out in this announcement.

#### Publication on Website

A copy of this announcement will be made available at [www.shawbrook.co.uk](http://www.shawbrook.co.uk) no later than 12.00 noon (London time) on 3 May 2017 (being the business day following the date of this announcement) in accordance with Rule 26.1(a) of the Code. The content of the website referred to in this announcement is not incorporated into and does not form part of this announcement.

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The company news service from the London Stock Exchange

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