

Shawbrook Group PLC

(the "Company")

25 July 2017

PDMR Dealing - Exercise of Options and Acceptance of the Offer on Shawbrook Share Schemes.

Further to the announcement on 7 July 2017 that Marlin Bidco Limited's cash offer for the entire issued and to be issued share capital of Shawbrook of 340 pence per Share (the "Offer") has been declared wholly unconditional, the following persons discharging managerial responsibilities have exercised their options under Share Schemes in which they participate and for which they have subsequently accepted the Offer - in each case in respect of their entire option.

Awards made under the Performance Share Plan and Deferred Share Bonus Plan were granted in the form of nil cost options. The Sharesave scheme option price for the 2016 invitation is £1.868.

This notification is made in accordance with the Market Abuse Regulation.

For further information please contact:

Kevin Taylor
Head of Secretariat
01277 751110
Kevin.taylor@shawbrook.co.uk

| | | |
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| 1 | Details of the person discharging managerial responsibilities / person closely associated | |
| a) | Name | Dylan Minto |
| 2 | Reason for the notification | |
| a) | Position/status | PDMR - Chief Financial Officer |
| b) | Initial notification /Amendment | Initial notification |
| 3 | Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor | |
| a) | Name | Shawbrook Group plc |
| b) | LEI | 21380071539WSMTM4410 |
| 4 | Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where | |

| | | | | | | |
|----------|---|---|----------|-----------|-----|--------|
| | transactions have been conducted | | | | | |
| a) | Description of the financial instrument, type of instrument Identification code | Ordinary shares in Shawbrook Group plc of 1p each GB00BWDPMF43 | | | | |
| b) | Nature of the transaction | Exercise of options held under Performance Share Plan. | | | | |
| c) | Price(s) and volume(s) | <table><tr><td>Price(s)</td><td>Volume(s)</td></tr><tr><td>nil</td><td>77,493</td></tr></table> | Price(s) | Volume(s) | nil | 77,493 |
| Price(s) | Volume(s) | | | | | |
| nil | 77,493 | | | | | |
| d) | Aggregated information - Aggregated volume - Price | N/A | | | | |
| e) | Date of the transaction | 21 July 2017 | | | | |
| f) | Place of the transaction | Outside a trading venue | | | | |
| 4 | Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted | | | | | |
| a) | Description of the financial instrument, type of instrument Identification code | Ordinary shares in Shawbrook Group plc of 1p each GB00BWDPMF43 | | | | |
| b) | Nature of the transaction | Exercise of options held under Deferred Share Bonus Plan. | | | | |
| c) | Price(s) and volume(s) | <table><tr><td>Price(s)</td><td>Volume(s)</td></tr><tr><td>nil</td><td>44,205</td></tr></table> | Price(s) | Volume(s) | nil | 44,205 |
| Price(s) | Volume(s) | | | | | |
| nil | 44,205 | | | | | |

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|----------|---|---|--|----------|-----------|--------|-------|
| d) | Aggregated information - Aggregated volume - Price | N/A | | | | | |
| e) | Date of the transaction | 21 July 2017 | | | | | |
| f) | Place of the transaction | Outside a trading venue | | | | | |
| 4 | Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted | | | | | | |
| a) | Description of the financial instrument, type of instrument Identification code | Ordinary shares in Shawbrook Group plc of 1p each GB00BWDPMF43 | | | | | |
| b) | Nature of the transaction | Exercise of options held under 2016 Sharesave scheme | | | | | |
| c) | Price(s) and volume(s) | <table><tr><td>Price(s)</td><td>Volume(s)</td></tr><tr><td>186.8p</td><td>2,141</td></tr></table> | | Price(s) | Volume(s) | 186.8p | 2,141 |
| Price(s) | Volume(s) | | | | | | |
| 186.8p | 2,141 | | | | | | |
| d) | Aggregated information - Aggregated volume - Price | N/A | | | | | |
| e) | Date of the transaction | 21 July 2017 | | | | | |
| f) | Place of the transaction | Outside a trading venue | | | | | |
| 4 | Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted | | | | | | |

| | | | | | | |
|----------|--|---|----------|-----------|------|---------|
| a) | Description of the financial instrument, type of instrument Identification code | Ordinary shares in Shawbrook Group plc of 1p each GB00BWDPMF43 | | | | |
| b) | Nature of the transaction | Acceptance of Takeover Offer - disposal of ordinary shares. | | | | |
| c) | Price(s) and volume(s) | <table><tr><td>Price(s)</td><td>Volume(s)</td></tr><tr><td>340p</td><td>123,839</td></tr></table> | Price(s) | Volume(s) | 340p | 123,839 |
| Price(s) | Volume(s) | | | | | |
| 340p | 123,839 | | | | | |
| d) | Aggregated information - Aggregated volume - Price | N/A | | | | |
| e) | Date of the transaction | 21 July 2017 | | | | |
| f) | Place of the transaction | Outside a trading venue | | | | |

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| 1 | Details of the person discharging managerial responsibilities / person closely associated | |
| a) | Name | Daniel Rushbrook |
| 2 | Reason for the notification | |
| a) | Position/status | PDMR - General Counsel and Company Secretary |
| b) | Initial notification /Amendment | Initial notification |
| 3 | Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor | |
| a) | Name | Shawbrook Group plc |
| b) | LEI | 21380071539WSMTM4410 |

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|----------|---|---|--|----------|-----------|--------|--------|
| | | | | | | | |
| 4 | Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted | | | | | | |
| a) | Description of the financial instrument, type of instrument Identification code | Ordinary shares in Shawbrook Group plc of 1p each GB00BWDPMF43 | | | | | |
| b) | Nature of the transaction | Exercise of options held under Performance Share Plan | | | | | |
| c) | Price(s) and volume(s) | <table><tr><td>Price(s)</td><td>Volume(s)</td></tr><tr><td>nil</td><td>35,230</td></tr></table> | | Price(s) | Volume(s) | nil | 35,230 |
| Price(s) | Volume(s) | | | | | | |
| nil | 35,230 | | | | | | |
| d) | Aggregated information - Aggregated volume - Price | N/A | | | | | |
| e) | Date of the transaction | 21 July 2017 | | | | | |
| f) | Place of the transaction | Outside a trading venue | | | | | |
| 4 | Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted | | | | | | |
| a) | Description of the financial instrument, type of instrument Identification code | Ordinary shares in Shawbrook Group plc of 1p each GB00BWDPMF43 | | | | | |
| b) | Nature of the transaction | Exercise of options held under 2016 Sharesave scheme. | | | | | |
| c) | Price(s) and volume(s) | <table><tr><td>Price(s)</td><td>Volume(s)</td></tr><tr><td>186.8p</td><td>800</td></tr></table> | | Price(s) | Volume(s) | 186.8p | 800 |
| Price(s) | Volume(s) | | | | | | |
| 186.8p | 800 | | | | | | |

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|----------|---|--|----------|-----------|------|--------|
| | | | | | | |
| d) | Aggregated information - Aggregated volume - Price | N/A | | | | |
| e) | Date of the transaction | 21 July 2017 | | | | |
| f) | Place of the transaction | Outside a trading venue | | | | |
| 4 | Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted | | | | | |
| a) | Description of the financial instrument, type of instrument Identification code | Ordinary shares in Shawbrook Group plc of 1p each GB00BWDPMF43 | | | | |
| b) | Nature of the transaction | Acceptance of Takeover Offer - disposal of ordinary shares. | | | | |
| c) | Price(s) and volume(s) | <table><tr><td>Price(s)</td><td>Volume(s)</td></tr><tr><td>340p</td><td>36,030</td></tr></table> | Price(s) | Volume(s) | 340p | 36,030 |
| Price(s) | Volume(s) | | | | | |
| 340p | 36,030 | | | | | |
| d) | Aggregated information - Aggregated volume - Price | N/A | | | | |
| e) | Date of the transaction | 21 July 2017 | | | | |
| f) | Place of the transaction | Outside a trading venue | | | | |

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|----------|---|
| 1 | Details of the person discharging managerial responsibilities / person closely |
|----------|---|

| | associated | | | | | |
|----------|--|---|----------|-----------|-----|--------|
| a) | Name | Debbie Griffin | | | | |
| 2 | Reason for the notification | | | | | |
| a) | Position/status | PDMR - Group HR Director | | | | |
| b) | Initial notification /Amendment | Initial notification | | | | |
| 3 | Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor | | | | | |
| a) | Name | Shawbrook Group plc | | | | |
| b) | LEI | 21380071539WSMTM4410 | | | | |
| 4 | Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted | | | | | |
| a) | Description of the financial instrument, type of instrument Identification code | Ordinary shares in Shawbrook Group plc of 1p each GB00BWDPMF43 | | | | |
| b) | Nature of the transaction | Exercise of options held under Performance Share Plan | | | | |
| c) | Price(s) and volume(s) | <table border="1"> <thead> <tr> <th>Price(s)</th><th>Volume(s)</th></tr> </thead> <tbody> <tr> <td>nil</td><td>63,328</td></tr> </tbody> </table> | Price(s) | Volume(s) | nil | 63,328 |
| Price(s) | Volume(s) | | | | | |
| nil | 63,328 | | | | | |
| d) | Aggregated information - Aggregated volume - Price | N/A | | | | |
| e) | Date of the transaction | 24 July 2017 | | | | |

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|----------|---|---|--|----------|-----------|-----|--------|
| f) | Place of the transaction | Outside a trading venue | | | | | |
| 4 | Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted | | | | | | |
| a) | Description of the financial instrument, type of instrument Identification code | Ordinary shares in Shawbrook Group plc of 1p each GB00BWDPMF43 | | | | | |
| b) | Nature of the transaction | Exercise of options held under Deferred Share Bonus Plan. | | | | | |
| c) | Price(s) and volume(s) | <table><tr><td>Price(s)</td><td>Volume(s)</td></tr><tr><td>nil</td><td>22,734</td></tr></table> | | Price(s) | Volume(s) | nil | 22,734 |
| Price(s) | Volume(s) | | | | | | |
| nil | 22,734 | | | | | | |
| d) | Aggregated information - Aggregated volume - Price | N/A | | | | | |
| e) | Date of the transaction | 24 July 2017 | | | | | |
| f) | Place of the transaction | Outside a trading venue | | | | | |
| 4 | Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted | | | | | | |
| a) | Description of the financial instrument, type of instrument Identification code | Ordinary shares in Shawbrook Group plc of 1p each GB00BWDPMF43 | | | | | |
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| Price(s) | Volume(s) | | | | | | |

| | | | | | | | |
|----------|---|--|-------|----------|-----------|------|--------|
| | | 186.8p | 2,141 | | | | |
| d) | Aggregated information - Aggregated volume - Price | N/A | | | | | |
| e) | Date of the transaction | 24 July 2017 | | | | | |
| f) | Place of the transaction | Outside a trading venue | | | | | |
| 4 | Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted | | | | | | |
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| Price(s) | Volume(s) | | | | | | |
| 340p | 88,203 | | | | | | |
| d) | Aggregated information - Aggregated volume - Price | N/A | | | | | |
| e) | Date of the transaction | 24 July 2017 | | | | | |
| f) | Place of the transaction | Outside a trading venue | | | | | |

| | | | | | | | |
|----------|--|---|--|----------|-----------|-----|--------|
| 1 | Details of the person discharging managerial responsibilities / person closely associated | | | | | | |
| a) | Name | Hugh Fitzpatrick | | | | | |
| 2 | Reason for the notification | | | | | | |
| a) | Position/status | PDMR - Chief Risk Officer | | | | | |
| b) | Initial notification /Amendment | Initial notification | | | | | |
| 3 | Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor | | | | | | |
| a) | Name | Shawbrook Group plc | | | | | |
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| a) | Description of the financial instrument, type of instrument Identification code | Ordinary shares in Shawbrook Group plc of 1p each GB00BWDPMF43 | | | | | |
| b) | Nature of the transaction | Exercise of options held under Performance Share Plan | | | | | |
| c) | Price(s) and volume(s) | <table border="1"> <tr> <td>Price(s)</td> <td>Volume(s)</td> </tr> <tr> <td>nil</td> <td>71,784</td> </tr> </table> | | Price(s) | Volume(s) | nil | 71,784 |
| Price(s) | Volume(s) | | | | | | |
| nil | 71,784 | | | | | | |
| d) | Aggregated information - Aggregated volume - Price | N/A | | | | | |

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|----------|---|---|--|----------|-----------|-----|--------|
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| a) | Description of the financial instrument, type of instrument Identification code | Ordinary shares in Shawbrook Group plc of 1p each GB00BWDPMF43 | | | | | |
| b) | Nature of the transaction | Exercise of options held under Deferred Share Bonus Plan. | | | | | |
| c) | Price(s) and volume(s) | <table><tr><td>Price(s)</td><td>Volume(s)</td></tr><tr><td>nil</td><td>26,523</td></tr></table> | | Price(s) | Volume(s) | nil | 26,523 |
| Price(s) | Volume(s) | | | | | | |
| nil | 26,523 | | | | | | |
| d) | Aggregated information - Aggregated volume - Price | N/A | | | | | |
| e) | Date of the transaction | 24 July 2017 | | | | | |
| f) | Place of the transaction | Outside a trading venue | | | | | |
| 4 | Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted | | | | | | |
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| b) | Nature of the transaction | Exercise of options held under 2016 Sharesave scheme. | | | | | |

| | | | | | | |
|----------|---|---|----------|-----------|--------|---------|
| c) | Price(s) and volume(s) | <table><tr><td>Price(s)</td><td>Volume(s)</td></tr><tr><td>186.8p</td><td>2,141</td></tr></table> | Price(s) | Volume(s) | 186.8p | 2,141 |
| Price(s) | Volume(s) | | | | | |
| 186.8p | 2,141 | | | | | |
| d) | Aggregated information - Aggregated volume - Price | N/A | | | | |
| e) | Date of the transaction | 24 July 2017 | | | | |
| f) | Place of the transaction | Outside a trading venue | | | | |
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| b) | Nature of the transaction | Acceptance of Takeover Offer - disposal of ordinary shares. | | | | |
| c) | Price(s) and volume(s) | <table><tr><td>Price(s)</td><td>Volume(s)</td></tr><tr><td>340p</td><td>100,448</td></tr></table> | Price(s) | Volume(s) | 340p | 100,448 |
| Price(s) | Volume(s) | | | | | |
| 340p | 100,448 | | | | | |
| d) | Aggregated information - Aggregated volume - Price | N/A | | | | |
| e) | Date of the transaction | 24 July 2017 | | | | |

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| f) | Place of the transaction | Outside a trading venue |
|----|--------------------------|-------------------------|

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