

**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

<b>1</b>	<b>Details of the person discharging managerial responsibilities / person closely associated</b>	
a)	Name	Dylan Minto
<b>2</b>	<b>Reason for the notification</b>	
a)	Position/status	PDMR - Chief Financial Officer
b)	Initial notification /Amendment	Initial notification
<b>3</b>	<b>Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor</b>	
a)	Name	Shawbrook Group plc
b)	LEI	21380071539WSMTM4410
<b>4</b>	<b>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</b>	

	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						

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				

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

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				

1	<b>Details of the person discharging managerial responsibilities / person closely</b>
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	<b>associated</b>					
a)	Name	Debbie Griffin				
<b>2</b>	<b>Reason for the notification</b>					
a)	Position/status	PDMR - Group HR Director				
b)	Initial notification /Amendment	Initial notification				
<b>3</b>	<b>Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor</b>					
a)	Name	Shawbrook Group plc				
b)	LEI	21380071539WSMTM4410				
<b>4</b>	<b>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</b>					
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>63,328</td></tr> </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				

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						
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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						
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>88,203</td></tr></table>		Price(s)	Volume(s)	340p	88,203
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					

<b>1</b>	<b>Details of the person discharging managerial responsibilities / person closely associated</b>						
a)	Name	Hugh Fitzpatrick					
<b>2</b>	<b>Reason for the notification</b>						
a)	Position/status	PDMR - Chief Risk Officer					
b)	Initial notification /Amendment	Initial notification					
<b>3</b>	<b>Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor</b>						
a)	Name	Shawbrook Group plc					
b)	LEI	21380071539WSMTM4410					
<b>4</b>	<b>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</b>						
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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					

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 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					
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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				
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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				

f)	Place of the transaction	Outside a trading venue
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