#### 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

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 auctioneer or auction monitor	n allowance market participant, auction platform,	
a)	Name	Shawbrook Group plc	
b)	LEI	21380071539WSMTM4410	
4		section to be repeated for (i) each type of ransaction; (iii) each date; and (iv) each place where	

	transactions have been cond	nducted		
a)	Description of the financial instrument, type of instrument	Ordinary shares in Sh each	Ordinary shares in Shawbrook Group plc of 1p each	
	Identification code	GB00BWDPMF43		
b)	Nature of the transaction	Exercise of options h Plan.	eld under Performance Share	
c)	Price(s) and volume(s)	Price(s) nil		
d)	Aggregated information			
	- Aggregated volume	N/A		
	- Price			
e)	Date of the transaction	21 July 2017		
f)	Place of the transaction	Outside a trading ven	ue	
4	Details of the transaction(s): instrument; (ii) each type of t transactions have been cond	ransaction; (iii) each da	for (i) each type of ate; and (iv) each place where	
a)	Description of the financial instrument, type of instrument	Ordinary shares in Sh each	awbrook Group plc of 1p	
	Identification code	GB00BWDPMF43		
b)	Nature of the transaction	Exercise of options held under Deferred Share Bonus Plan.		
c)	Price(s) and volume(s)	Price(s) nil	Volume(s) 44,205	

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

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

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	

4		ransaction; (iii) each da	ection to be repeated for (i) each type of insaction; (iii) each date; and (iv) each place where ited	
a)	Description of the financial instrument, type of instrument	Ordinary shares in Sh each	Ordinary shares in Shawbrook Group plc of 1p each	
	Identification code	GB00BWDPMF43	GB00BWDPMF43	
b)	Nature of the transaction	Exercise of options h Plan	Exercise of options held under Performance Share Plan	
c)	Price(s) and volume(s)			
		Price(s)	Volume(s)	
		nil	35,230	
d)	Aggregated information			
	- Aggregated volume	N/A		
	- Price			
e)	Date of the transaction	21 July 2017		
f)	Place of the transaction	Outside a trading ven	ue	
4		ransaction; (iii) each da	ection to be repeated for (i) each type of ansaction; (iii) each date; and (iv) each place where cted	
a)	Description of the financial instrument, type of instrument	Ordinary shares in Sh each	awbrook Group plc of 1p	
	Identification code	GB00BWDPMF43		
b)	Nature of the transaction	Exercise of options held under 2016 Sharesave scheme.		
c)	Price(s) and volume(s)			
		Price(s)	Volume(s)	1

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d)	Aggregated information		
		N/A	
	- Aggregated volume		
	- Price		
e)	Date of the transaction	21 July 2017	
f)	Place of the transaction	Outside a trading venue	
4	Details of the transaction(s):		
	instrument; (ii) each type of tr transactions have been condu		(iv) each place where
a)	Description of the financial	Ordinary shares in Shawbroo	ok Group plc of 1p
-)	instrument, type of	each	
	instrument		
	Identification code	GB00BWDPMF43	
b)	Nature of the transaction	Acceptance of Takeover Off	er - disposal of
		ordinary shares.	
c)	Price(s) and volume(s)		
		Price(s)	Volume(s)
		340p	36,030
d)	Aggregated information		
		N/A	
	- Aggregated volume		
	5.		
	- Price		
e)	Date of the transaction	21 July 2017	
f)	Place of the transaction	Outside a trading venue	

	ssociated		
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 auctioneer or auction monitor	l n allowance market participan	t, auction platform,
a)	Name	Shawbrook Group plc	
b)	LEI	21380071539WSMTM4410	
4		ection to be repeated for (i) each type of ransaction; (iii) each date; and (iv) each place where acted	
a)	Description of the financial instrument, type of instrument	Ordinary shares in Shawbroc each	ok Group plc of 1p
	Identification code	GB00BWDPMF43	
b)	Nature of the transaction	Exercise of options held und Plan	ler Performance Share
c)	Price(s) and volume(s)	Price(s) nil	Volume(s) 63,328
d)	Aggregated information		
	- Aggregated volume	N/A	
	- Price		
e)	Date of the transaction	24 July 2017	
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f)	Place of the transaction	Outside a trading venue	
4		ction(s): section to be repeated for (i) each type of type of transaction; (iii) each date; and (iv) each place where een conducted	
a)	Description of the financial instrument, type of instrument	Ordinary shares in Shawbrook Group plc of 1p each	
	Identification code	GB00BWDPMF43	
b)	Nature of the transaction	Exercise of options held und Bonus Plan.	der Deferred Share
c)	Price(s) and volume(s)		
		Price(s)	Volume(s)
		nil	22,734
d)	Aggregated information		
	- Aggregated volume	N/A	
	- Price		
e)	Date of the transaction	24 July 2017	
f)	Place of the transaction	Outside a trading venue	
4	instrument; (ii) each type of ti	tails of the transaction(s): section to be repeated for (i) each type of trument; (ii) each type of transaction; (iii) each date; and (iv) each place where nsactions have been conducted	
a)	Description of the financial instrument, type of instrument	Ordinary shares in Shawbrook Group plc of 1p each	
	Identification code	GB00BWDPMF43	
b)	Nature of the transaction	Exercise of options held under 2016 Sharesave scheme.	
c)	Price(s) and volume(s)	Price(s)	Volume(s)

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		186.8p	2,141
d)	Aggregated information		
u)	Aggregated information		
	- Aggregated volume	N/A	
	- Price		
e)	Date of the transaction	24 July 2017	
f)	Place of the transaction	Outside a trading venue	
4	Details of the transaction(s): instrument; (ii) each type of t		
	transactions have been condu		.,
a)	Description of the financial instrument, type of	Ordinary shares in Shawbroo each	ok Group plc of 1p
	instrument		
	Identification code	GB00BWDPMF43	
b)	Nature of the transaction	Acceptance of Takeover Off	er - disposal of
Ĺ		ordinary shares.	
c)	Price(s) and volume(s)		
		Price(s)	Volume(s)
		340p	88,203
d)	Aggregated information		
		N/A	
1	- Aggregated volume		
	Drico		
	- Price		
e)	Date of the transaction	24 July 2017	
f)	Place of the transaction	Outside a trading venue	
		l	

1	Details of the person discharging managerial responsibilities / person closely associated		
a)	Name	Hugh Fitzpatrick	
2	Reason for the notification	I	
a)	Position/status	PDMR - Chief Risk Officer	
b)	Initial notification /Amendment	Initial notification	
3	Details of the issuer, emission auctioneer or auction monitor	n allowance market participant, auction platform,	
a)	Name	Shawbrook Group plc	
b)	LEI	21380071539WSMTM4410	
4		section to be repeated for (i) each type of ransaction; (iii) each date; and (iv) each place where ucted	
a)	Description of the financial instrument, type of instrument	Ordinary shares in Shawbrook Group plc of 1p each	
	Identification code	GB00BWDPMF43	
b)	Nature of the transaction	Exercise of options held under Performance Share Plan	
c)	Price(s) and volume(s)	Price(s)Volume(s)nil71,784	
d)	Aggregated information - Aggregated volume	N/A	
	- Price		

e)	Date of the transaction	24 July 2017	
f)	Place of the transaction	Outside a trading venue	
4		ection to be repeated for (i) each type of ansaction; (iii) each date; and (iv) each place where cted	
a)	Description of the financial instrument, type of instrument	Ordinary shares in Shawbrook Group plc of 1p each	
	Identification code	GB00BWDPMF43	
b)	Nature of the transaction	Exercise of options held under Deferred Share Bonus Plan.	
c)	Price(s) and volume(s)		
		Price(s)	Volume(s)
		nil	26,523
d)	Aggregated information		
	- Aggregated volume	N/A	
	- Price		
e)	Date of the transaction	24 July 2017	
f)	Place of the transaction	Outside a trading venue	
4		l section to be repeated for (i) e ransaction; (iii) each date; and ucted	
a)	Description of the financial instrument, type of instrument	Ordinary shares in Shawbroc each	ok Group plc of 1p
	Identification code	GB00BWDPMF43	
b)	Nature of the transaction	Exercise of options held und scheme.	ler 2016 Sharesave

c)	Price(s) and volume(s)	Price(s)	Volume(s)	
		186.8p	2,141	
d)	Aggregated information			
	- Aggregated volume	N/A		
	- Price			
e)	Date of the transaction	24 July 2017		
f)	Place of the transaction	Outside a trading venue		
4		section to be repeated for (i) each type of transaction; (iii) each date; and (iv) each place where ucted		
a)	Description of the financial instrument, type of instrument	Ordinary shares in Shawbrook Group plc of 1p each		
	Identification code	GB00BWDPMF43		
b)	Nature of the transaction	Acceptance of Takeover Offer - disposal of ordinary shares.		
c)	Price(s) and volume(s)	Price(s)	Volume(s)	
		340p	100,448	
d)	Aggregated information			
,	55 5	N/A		
	- Aggregated volume			
	- Price			
e)	Date of the transaction	24 July 2017		
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