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**THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION  
FOR IMMEDIATE RELEASE**

**12 SEPTEMBER 2017**

**FINAL OFFER**

**for**

**Shawbrook Group plc ("Shawbrook")**

**by**

**Marlin Bidco Limited ("Marlin Bidco")**

**CLOSING OF FINAL OFFER**

**1 Introduction**

On 5 June 2017, Marlin Bidco, a company jointly owned by funds managed and/or advised by Pollen Street Capital Limited ("**Pollen Street Capital**") and funds advised by BC Partners LLP ("**BC Partners**"), announced an increased and final cash offer pursuant to which Marlin Bidco would offer to acquire the entire issued and to be issued ordinary share capital of Shawbrook not already directly or indirectly owned by it or its concert parties (the "**Final Offer**").

The Final Offer was declared unconditional in all respects on 7 July 2017.

On 24 August 2017, the UK Listing Authority cancelled the listing of Shawbrook's shares on the premium listing segment of the Official List and the London Stock Exchange cancelled the trading of Shawbrook's shares on the London Stock Exchange's main market for listed securities.

On 31 August 2017, Marlin Bidco completed the exercise its rights pursuant to the provisions of Chapter 3 of Part 28 of the Companies Act to acquire compulsorily the remaining Shawbrook shares in respect of which the Final Offer had not been accepted on the same terms as the Final Offer.

**2 Closing of Final Offer**

Marlin Bidco announces that it has acquired the entire issued share capital of Shawbrook.

The Final Offer is therefore closed to further acceptances with effect from 26 September 2017.

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Linklaters LLP is retained as legal adviser to Pollen Street Capital, BC Partners and Marlin Bidco in connection with the Final Offer.

#### ***Important Notices relating to financial advisers***

*Unless expressly defined in this announcement, terms defined in the Final Offer Document have the same meaning when used in this announcement. All references to time in this announcement are to London time.*

*Morgan Stanley & Co International plc ("**Morgan Stanley**"), which is authorised by the Prudential Regulation Authority and regulated by the Financial Conduct Authority and the Prudential Regulation Authority in the United Kingdom, is acting exclusively as financial adviser to Marlin Bidco and no one else in connection with the Final Offer. In connection with such matters, Morgan Stanley, its affiliates and their respective directors, officers, employees and agents will not regard any other person as their client, nor will they be responsible to anyone other than Marlin Bidco for providing the protections afforded to clients of Morgan Stanley nor for providing advice in connection with the Final Offer, the contents of this announcement or any matter referred to herein.*

*Quayle Munro Limited, which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting exclusively as financial adviser to Marlin Bidco, Pollen Street Capital and BC Partners and no one else in connection with the Final Offer and shall not be responsible to anyone other than Marlin Bidco, Pollen Street Capital and BC Partners for providing the protections afforded to clients of Quayle Munro Limited nor for providing advice in connection with the Final Offer or any matter referred to herein.*

*Macquarie Capital (Europe) Limited, which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting exclusively as financial adviser to Marlin Bidco, Pollen Street Capital and BC Partners and no one else in connection with the Final Offer and shall not be responsible to anyone other than Marlin Bidco, Pollen Street Capital and BC Partners for providing the protections afforded to clients of Macquarie Capital (Europe) Limited nor for providing advice in connection with the Final Offer or any matter referred to herein.*

#### ***Further information***

*This announcement is for information purposes only and is not intended to and does not constitute or form part of any offer, invitation or the solicitation of an offer to buy, otherwise acquire, subscribe for, sell or otherwise dispose of any securities, or the solicitation of any vote or approval in any jurisdiction, pursuant to the Final Offer or otherwise nor shall there be any sale, issuance or transfer of securities of Shawbrook in any jurisdiction in contravention of applicable law.*

*This announcement has been prepared for the purpose of complying with English law and the Takeover Code and the information disclosed may not be the same as that which would have been disclosed if this announcement had been prepared in accordance with the laws of jurisdictions outside the United Kingdom.*

*This announcement does not constitute a prospectus or prospectus equivalent document.*

### **Forward looking statements**

*This announcement contains statements that are, or may be deemed to be, forward looking statements. All statements other than statements of historical facts included in this announcement may be forward looking statements. Forward looking statements are prospective in nature and are not based on historical facts, but rather on current expectations, assumptions and projections about future events, and are therefore subject to risks and uncertainties that could cause actual results, performance or events to differ materially from those expressed or implied by such forward looking statements. Without limitation, any statements preceded or followed by or that include the words "target", "plans", "believes", "expects", "is expected to", "is subject to", "aims", "intends", "will", "may", "should", "anticipates", "estimates", "projects", "budget", "scheduled", "forecasts" or words or terms of similar substance or the negative thereof, are forward looking statements. Forward looking statements include statements relating to the following: (i) future capital expenditures, expenses, revenues, earnings, synergies, economic performance, indebtedness, financial condition, dividend policy, losses and future prospects; (ii) business and management strategies and the expansion and growth of Marlin Bidco's or the Shawbrook Group's operations and potential synergies resulting from the Final Offer; and (iii) the effects of government regulation or the macroeconomic environment on Marlin Bidco's or the Shawbrook Group's business.*

*Such forward looking statements involve risks and uncertainties that could significantly affect expected results and are based on certain key assumptions. Many factors could cause actual results to differ materially from those projected or implied in any forward looking statements. Due to such uncertainties and risks, readers are cautioned not to place undue reliance on such forward looking statements, which speak only as of the date hereof. All forward looking statements contained in this announcement speak only at the date of this announcement and are expressly qualified in their entirety by the cautionary statements contained or referred to in this section.*

*Neither Marlin Bidco nor its Affiliates, nor any of their respective directors, officers, employees, advisers or associates, provides any representation, assurance or guarantee that the occurrence of the events expressed or implied in any forward looking statements contained in this announcement will actually occur. Each of Marlin Bidco and its Affiliates, and their respective directors, officers, employees, advisers and associates, disclaims any intention or obligation to update or revise any forward looking or other statements contained herein, except as required by applicable law.*

### **No profit forecasts or profit estimates**

*No statement in this announcement is intended as a profit forecast or profit estimate and no statement in this announcement should be interpreted to mean that earnings or earnings per Shawbrook Share, for the current or future financial years, would necessarily match or exceed the historical published earnings or earnings per Shawbrook Share.*

### **Time**

*All times shown in this announcement are London times, unless otherwise stated.*

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