

RNS Number : 5508J
Shawbrook Group PLC
08 April 2015

8 April 2015

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN OR INTO AUSTRALIA, CANADA, JAPAN, SOUTH AFRICA, THE UNITED STATES OR ANY OTHER JURISDICTION WHERE IT IS UNLAWFUL TO DISTRIBUTE THIS ANNOUNCEMENT.

This announcement is not for distribution, directly or indirectly, in or into the United States, Australia, Canada, Japan or South Africa. This announcement does not constitute, or form part of, an offer to sell, or a solicitation of an offer to purchase, any securities in the United States, Australia, Canada, Japan or South Africa. The ordinary shares of £0.01 each in the capital of the Company (the "**Ordinary Shares**") offered by Shawbrook Group plc ("**Shawbrook**" or the "**Company**") have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "**Securities Act**") or with any regulating authority or under any applicable securities laws of any state or other jurisdiction of the United States, and may not be offered or sold within the United States unless registered under the Securities Act or pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable state law. There will be no public offer of the securities in the United States. The securities referred to herein have not been registered under the applicable securities laws of Australia, Canada or Japan and, subject to certain exceptions, may not be offered or sold within Australia, Canada or Japan or to any national, resident or citizen of Australia, Canada, South Africa or Japan. The distribution of this document in certain jurisdictions may be restricted by law and therefore persons into whose possession this document comes should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions could result in a violation of the laws of such jurisdiction. In particular, save for certain exceptions, this document is not for distribution in or into Australia, Canada, Japan, Dubai, Switzerland, South Africa, Hong Kong, Singapore or the United Arab Emirates.

Shawbrook Group PLC

Admission to Trading on the London Stock Exchange

Further to the announcement on 1 April 2015 regarding pricing of its initial public offering (the "**Offer**"), Shawbrook is pleased to announce that its entire issued share capital of 250,000,000 Ordinary Shares has today been admitted to the premium listing segment of the Official List of the UK Listing Authority and to trading on London Stock Exchange's main market for listed securities under the ticker "SHAW".

ENQUIRIES

Instinctif Partners

Mike Davies / Nick Woods / Ross Gillam

020 7457 2051 / 020 7866 7904 / 020 7457 2035

mike.davies@instinctif.com / nick.woods@instinctif.com / ross.gillam@instinctif.com

Shawbrook

Fiona Cornes

07769 220 292 Fiona.Cornes@shawbrook.co.uk

Joint Sponsors, Joint Global Co-ordinators and Joint Bookrunners

BofA Merrill Lynch

Arif Vohra / James Fleming /

Matt Blawat / Pete Nicholls

020 7174 4000

Goldman Sachs International

Anthony Gutman / William Smiley /

John Brennan / Ken Hayahara

020 7774 1000

Joint Bookrunners Macquarie Capital

Jonny Allison / Kavita Choitram / Nick Stamp

020 3037 2000

Co-Lead Manager

IMPORTANT NOTICE

The information contained in this announcement is for information purposes only and does not purport to be full or complete. No reliance may be placed for any purpose on the information contained in this announcement or its completeness, accuracy or fairness.

Neither this announcement nor any copy of it may be made or transmitted into the United States, or distributed, directly or indirectly, in the United States. Neither this announcement nor any copy of it may be taken or transmitted directly or indirectly into Australia, Canada, South Africa or Japan or to any persons in any of those jurisdictions, except in compliance with applicable securities laws. Any failure to comply with this restriction may constitute a violation of United States, Australian, Canadian, South African or Japanese securities laws. The Offer and the distribution of this announcement in other jurisdictions may be restricted by law and persons into whose possession this announcement or other information referred to herein comes should inform themselves about, and observe, any such restrictions. This announcement is not an offer of securities for sale, or a solicitation of an offer to purchase securities in the United States, Australia, Canada, South Africa or Japan or in any jurisdiction to whom or in which such offer or solicitation is unlawful.

The securities to which this announcement relates have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "Securities Act") or with any regulating authority or under any applicable securities laws of any state or other jurisdiction of the United States, and may not be offered or sold within the United States unless registered under the Securities Act or pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable state law. There will be no public offer of the securities in the United States.

The securities referred to herein have not been registered under the applicable securities laws of Australia, Canada or Japan and, subject to certain exceptions, may not be offered or sold within Australia, Canada or Japan or to any national, resident or citizen of Australia, Canada, South Africa or Japan.

In any EEA Member State that has implemented Directive 2003/71/EC (together with any applicable implementing measures in any Member State, the "Prospectus Directive") other than the United Kingdom, this announcement is only addressed to and is only directed at qualified investors in that Member State within the meaning of the Prospectus Directive. In addition, in the United Kingdom, this announcement is addressed and directed only at Qualified Investors who (i) are persons who have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "Order"), (ii) are persons who are high net worth entities falling within Article 49(2)(a) to (d) of the Order and (iii) to persons to whom it may otherwise be lawful to communicate it to (all such persons being referred to as "relevant persons"). Any investment or investment activity to which this announcement relates is available only to relevant persons in the United Kingdom and Qualified Investors in any member state of the EEA other than the United Kingdom and will be engaged in only with such persons. Other persons should not rely or act upon this announcement or any of its contents.

This announcement is an advertisement and not a prospectus. Investors should not subscribe for or purchase any transferable securities referred to in this announcement except on the basis of information in the Prospectus intended to be published by the Company in due course in connection with the proposed admission of its Ordinary Shares to the premium listing segment of the Official List and to trading on the Main Market of the London Stock Exchange. Copies of the Prospectus will, following publication, be available from <http://www.shawbrook.co.uk/>, subject to applicable securities laws, and at the Company's registered office. Any purchase of Ordinary Shares in the proposed Offer should be made solely on the basis of the information contained in the final Prospectus to be issued by the Company in connection with the Offer. Before purchasing any Ordinary Shares, persons viewing this announcement should ensure that they fully understand and accept the risks which will be set out in the Prospectus when published. The information in this announcement is for background purposes only and does not purport to be full or complete. No reliance may be placed for any purpose on the information contained in this announcement or its accuracy or completeness. This announcement does not constitute or form part of any offer or invitation to sell or issue, or any solicitation of any offer to purchase or subscribe for any Ordinary Shares or any other securities nor shall it (or any part of it) or the fact of its distribution, form the basis of, or be relied on in connection with, any contract therefor.

This announcement does not constitute a recommendation concerning the Offer. The price and value of securities and any income from them can go down as well as up. Past performance is not a guide to future performance. Before purchasing any Ordinary Shares, persons viewing this announcement should ensure that they fully understand and accept the risks that will be set out in the Prospectus, when published. Information in this announcement or any of the documents relating to the Offer cannot be relied upon as a guide to future performance. There is no guarantee that Admission will occur and you should not base your financial decisions on the Company's intentions in relation to Admission at this stage. Acquiring Ordinary Shares to

which this announcement relates may expose an investor to a significant risk of losing all of the amount invested. Potential investors should consult a professional advisor as to the suitability of the Offer for the entity or person concerned.

Goldman Sachs International and Merrill Lynch International are each in the UK are authorised by the Prudential Regulatory Authority ("PRA") and regulated in the UK by the FCA and the PRA. Macquarie Capital (Europe) Limited and Stifel Nicolaus Europe Limited (trading as Keefe, Bruyette & Woods) are each in the UK are authorised and regulated by the FCA. Goldman Sachs International, Merrill Lynch International, Macquarie Capital (Europe) Limited and Stifel Nicolaus Europe Limited (trading as Keefe, Bruyette & Woods) (together, the "Banks") are acting exclusively for the Company and no-one else in connection with the Offer. They will not regard any other person as their respective clients in relation to the Offer and will not be responsible to anyone other than the Company for providing the protections afforded to their respective clients, nor for providing advice in relation to the Offer, the contents of this announcement or any transaction, arrangement or other matter referred to herein.

In connection with the Offer, each of the Banks and any of their respective affiliates, acting as an investor for its or their own account(s), may acquire Ordinary Shares, and in that capacity may retain, purchase, sell, offer to sell or otherwise deal for its or their own account(s) in Ordinary Shares and other securities of the Company or related investments in connection with the Offer or otherwise. Accordingly, references in the Prospectus, once published, to the Ordinary Shares being offered, acquired, placed or otherwise dealt in should be read as including any issue or offer to, or subscription, acquisition, dealing or placing by, each of the Banks and any of their respective affiliates acting as an investor for its or their own account(s). In addition, in connection with the Offer, certain of the Banks (or their affiliates) may enter into financing arrangements with investors, such as share swap arrangements or lending arrangements with investors in connection with which such Banks (or their affiliates) may from time to time acquire, hold or dispose of Ordinary Shares. None of the Banks intends to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligations to do so.

Apart from the responsibilities and liabilities, if any, which may be imposed on any of the Banks by the FSMA or the regulatory regime established thereunder, or under the regulatory regime of any jurisdiction where exclusion of liability under the relevant regulatory regime would be illegal, void or unenforceable, none of the Banks or any of their respective affiliates, directors, officers, employees, advisers or agents accepts any responsibility whatsoever for, or makes any representation or warranty, express or implied, as to the contents of this document or for any other statement made or purported to be made by it, or on its behalf, in connection with the Company, the Ordinary Shares or the Offer and nothing in this announcement will be relied upon as a promise or representation in this respect, whether or not to the past or future. Each of the Banks and their respective affiliates accordingly disclaims all and any responsibility or liability, whether arising in tort, contract or otherwise (save as referred to above), which it might otherwise have in respect of this announcement or any such statement.

Certain figures contained in this document, including financial information, have been subject to rounding adjustments. Accordingly, in certain instances, the sum or percentage change of the numbers contained in this document may not conform exactly with the total figure given.

Certain information contained in this announcement, including any information as to the Company's strategy, market position, plans or future financial or operating performance, constitutes "forward-looking statements". All statements, other than statements of historical fact, are forward-looking statements. In some cases, these forward-looking statements can be identified by the use of forward-looking terminology, including the terms "believes", "estimates", "forecasts", "plans", "prepares", "anticipates", "expects", "intends", "may", "will" or "should" or, in each case, their negative or other variations or comparable terminology. Such forward-looking statements are made based upon the Directors' expectations and beliefs concerning future events impacting the Group, including numerous assumptions regarding the Group's present and future business strategies and the environment in which it will operate going forward, which may prove to be inaccurate. As such, the forward-looking statements contained in this Prospectus involve known and unknown risks and uncertainties, which may cause the actual results, performance or achievements of the Group or industry results to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements.

Certain factors that may affect the Group's results include, but are not limited to: general economic and business conditions in the UK and internationally; inflation, deflation, interest rates and policies of the Bank of England, the European Central Bank and other G8 central banks; fluctuations in exchange rates, stock markets and currencies; changes to the Group's credit ratings; changing demographic developments, including consumer spending, saving and borrowing habits; changes in customer preferences; lack of historical operational data and growth management; the inability to hedge certain risks economically; legal and reputational risk with respect to the Group's Business Partners and lending clients; adequacy of the Group's internal risk management framework, systems and processes; the adequacy of loss reserves and access to liquidity; the ability to attract and retain senior management and other employees; changes to borrower or counterparty credit quality; dependency on IT systems and changing technological requirements; changes in laws, regulations, taxation, accounting standards or practices; adequacy of the Group's insurance coverage; the continued influence of existing shareholders over the Group, its management and its operations; regulatory capital or liquidity requirements and similar contingencies outside the Group's control; the policies and actions of governmental or regulatory authorities in the UK, the European Union, or elsewhere; exposure to regulatory scrutiny, legal proceedings, regulatory investigations or complaints; changes in tax legislation; and risks related to the Offer and to the Ordinary Shares.

In light of these risks, uncertainties and assumptions, the forward-looking events described in this announcement may not occur. The forward looking statements referred to above speak only as at the date of this announcement. Subject to any obligations under applicable law, including the Prospectus Rules, the Listing Rules and the Disclosure and Transparency rules, the Company undertakes no obligation to release publicly any revisions or updates to these forward-looking statements to reflect events, circumstances or unanticipated events occurring after the date of this document. All of the forward-looking statements made in this announcement are qualified by these cautionary statements.

This information is provided by RNS
The company news service from the London Stock Exchange

END

MSCEAELXEAPSEAF