

1 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 an advertisement for the purposes of the Prospectus Rules of the UK and is not a prospectus. Investors should not purchase or subscribe for any ordinary shares referred to in this announcement except on the basis of information in the prospectus (the "Prospectus") published by Shawbrook Group plc (the "Company" and, together with the other members of its group, "Shawbrook" or the "Group") in connection with the proposed offer and the proposed admission of its ordinary shares (the "Ordinary Shares") to the premium listing segment of the Official List of the Financial Conduct Authority and to trading on the London Stock Exchange plc's (the "London Stock Exchange") main market for listed securities. This announcement is not an offer to sell, or a solicitation of an offer to acquire, securities in the United States or in any other jurisdiction.

Following its publication the prospectus will (subject to certain access restrictions) be available at the Company's registered office at Lutea House, Warley Hill Business Park, The Drive, Great Warley, Brentwood, Essex CM13 3BE and online at www.shawbrook.co.uk. This announcement is not an offer to sell, or a solicitation of an offer to acquire, securities in the United States or in any other jurisdiction.

Shawbrook Group plc Initial Public Offering - Announcement of Offer Price

Shawbrook, a rapidly growing UK specialist lending and savings bank, today announces the successful pricing of its initial public offering (the "**Offer**") of 75,000,000 Ordinary Shares (the "**Offer Shares**") at 290 pence per Ordinary Share (the "**Offer Price**").

- Based on the Offer Price, the market capitalisation of the Company will be approximately £725 million on Admission (as defined below).
- The Offer comprises 75,000,000 Ordinary Shares (the "**Offer Shares**") (prior to any exercise of the Over-allotment Option), representing 30 per cent. of the Company's Ordinary Shares that will be in issue at Admission.
- The Offer is expected to raise gross proceeds of approximately £90.0 million for the Company.
- Immediately following Admission, Special Opportunities Fund (Guernsey) LP (acting through its general partner and manager, SOF General Partner (Guernsey) Limited) (the "**Major Shareholder**") will continue to hold 59 per cent. of the Company's Ordinary Shares (prior to any exercise of the Over-allotment Option (as defined below)), which are subject to a 180 day lock-up.
- As Stabilising Manager on behalf of the underwriting syndicate, Goldman Sachs International ("**Goldman Sachs**") has been granted an over-allotment option, exercisable no later than 30 calendar days from today, by the Major Shareholder of up to 11,250,000 Ordinary Shares (the "**Over-allotment Option**"), representing up to 15 per cent. of the Offer Shares.

- Merrill Lynch International and Goldman Sachs International are acting as Joint Sponsors, Joint Global Co-ordinators and Joint Bookrunners to the Offer, with Macquarie Capital acting as a Joint Bookrunner and Keefe, Bruyette & Woods, a Stifel Company, acting as Co-lead Manager.

Admissions and dealings

- Conditional dealings will commence on the London Stock Exchange at 8.00 a.m. today under the ticker "SHAW".
- Admission to the premium listing segment of the Official List, admission of the Shares to trading on the main market for listed securities of the London Stock Exchange and the commencement of unconditional dealings in the Ordinary Shares (together "**Admission**") is expected to take place at 8.00 a.m. on 8 April 2015.

Commenting on today's announcement, Richard Pyman, Chief Executive Officer of Shawbrook, said:

"We are delighted that our initial public offering has been successfully received by investors and we welcome them to our business. Our focus remains on providing UK customers with a fresh, pragmatic approach to lending and savings whilst driving further growth by maximising opportunities in existing markets, capitalising on the embedded growth in our current loan book and developing a range of products to facilitate expansion into adjacent segments. We look forward to the next stage of our journey as Shawbrook continues to deliver on its strategy to become an increasingly well-known name in the specialist world of British banking."

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	Goldman Sachs International
Arif Vohra / James Fleming /	Anthony Gutman / William Smiley /
Matt Blawat / Pete Nicholls	John Brennan / Ken Hayahara
020 7174 4000	020 7774 1000

Joint Bookrunners

Macquarie Capital
Jonny Allison / Kavita Choitram / Nick Stamp
020 3037 2000

Co-Lead Manager

Keefe, Bruyette & Woods, a Stifel Company
Charles Lucas
020 7663 5400

Disclaimer / Forward looking statements

Important notice

This announcement has been prepared by and is the responsibility of the Company, and has been approved by Goldman Sachs International and Merrill Lynch International solely for the purposes of section 21(2)(b) of the Financial Services and Markets Act 2000 ("FSMA").

The information contained 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 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 was 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.

In connection with the Offer, a stabilising manager or any of its agents or affiliates, may (but will be under no obligation to), to the extent permitted by applicable law, over-allot Ordinary Shares or effect other stabilisation transactions to support the market price of the Ordinary Shares, in each case at a higher level than that which might otherwise prevail in the open market. The stabilising manager is not required to enter into such stabilisation transactions and such transactions may be effected on any securities market, over-the-counter market, stock exchange or otherwise and may be undertaken at any time during the period from the date of the commencement of conditional dealings of the Ordinary Shares on the London Stock Exchange and ending no later than 30 calendar days thereafter. However, there is no obligation on the stabilising manager or any other person (or any of their agents or affiliates) to effect stabilising transactions and there is no assurance that stabilising transactions will be undertaken. Such stabilisation, if commenced, may be discontinued at any time without prior notice. In no event will measures be taken to stabilise the market price of the Ordinary Shares above the offer price. Except as required by law or regulation, neither the stabilising manager nor any of its agents or affiliates intends to disclose the extent of any over-allotments made and/or stabilisation transactions conducted in relation to the Offer.

In connection with the Offer, the stabilising manager may, for stabilisation purposes, over-allot Ordinary Shares up to a maximum of 15% of the total number of Offer Shares. To allow the stabilising manager to cover short positions resulting from any such over-allotments and/or from sales of Ordinary Shares effected by it during the stabilising period, the stabilising manager may purchase (or procure purchasers for) additional Ordinary Shares (the "**Over-allotment Shares**"). The number of Over-allotment Shares is to be determined but shall be subject to a maximum of 15% of the total number of Offer Shares. These stabilisation measures are exercisable, in whole or in part, upon notice by the stabilising manager, at any time on or before the 30th calendar day after the

commencement of conditional dealings of the Ordinary Shares on the London Stock Exchange. Any Over-allotment Shares made available pursuant to the above will rank equally in all respects with the other Ordinary Shares, including for all dividends and other distributions declared, made or paid on the Ordinary Shares, will be sold on the same terms and conditions as the Ordinary Shares being offered pursuant to the Offer and will form a single class for all purposes with the other Ordinary Shares. Save as required by law or regulation, neither the stabilising manager nor any of its agents intends to disclose the extent of any over-allotments made and/or stabilisation transactions conducted in relation to the Offer.

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 Group's strategy, market position, plans or future financial or operating performance, constitutes "forward-looking statements". Such forward-looking statements are made based upon the expectations and beliefs of the Group's directors 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 announcement 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

MSCSSLSIFFISELL