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Shawbrook Group plc (the "Company")

Stabilisation Notice

**01
April 2015**

Goldman Sachs International (contact: John Bentinck; telephone: +44 (0)20 7774 1000) hereby gives notice that the Stabilising Manager named below and its affiliates may stabilise the offer of the following securities in accordance with Commission Regulation (EC) No. 2273/2003 implementing the Market Abuse Directive (2003/6/EC).

The securities:	
Issuer:	Shawbrook Group plc
Securities:	Ordinary shares ("ORDs") of the Issuer (ISIN: GB00BWDPMF43)
Offering size:	86,250,000
Offer price:	290p
Stabilisation:	
Stabilising Manager:	Goldman Sachs International, Peterborough Court, 133 Fleet Street, London EC4A 2BB
Stabilisation period expected to start on:	1 st April 2015
Stabilisation period expected to end no later than:	30 th April 2015
Maximum size of over-allotment facility:	11,250,000
Over-allotment Option:	
Terms:	The Selling Shareholder has granted Goldman Sachs International, in its capacity as stabilisation manager and for the account of the underwriters, the option to acquire up to an additional 11,250,000 Shares at the Offer price.
Duration:	This option may be executed at any time during the stabilisation period.

Disclaimer

In connection with the offer of the above securities, the Stabilising Manager(s) may over-allot the securities or effect transactions with a view to supporting the market price of the securities at a level higher than that which might otherwise prevail. However, there is no assurance that the Stabilising Manager(s) will take any stabilisation action and any stabilisation action, if begun, may be ended at any time.

This announcement is for information purposes only and does not constitute an invitation or offer to underwrite, subscribe for or otherwise acquire or dispose of any securities of the Issuer in any jurisdiction.

This announcement and the offer of the securities to which it relates are only addressed to and directed at persons outside the United Kingdom and persons in the United Kingdom who have professional experience in matters related to investments or who are high net worth persons within article 12(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 and must not be acted on or relied on by other persons in the United Kingdom.

In addition, if and to the extent that this announcement is communicated in, or the offer of the securities to which it relates is made 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") before the publication of a prospectus in relation to the securities which has been approved by the competent authority in that Member State in accordance with the Prospectus Directive (or which has been approved by a competent authority in another Member State and notified to the competent authority in that Member State in accordance with the Prospectus Directive), this announcement and the offer are only addressed to and directed at persons in that Member State who are qualified investors within the meaning of the Prospectus Directive (or who are other persons to whom the offer may lawfully be addressed) and must not be acted on or relied on by other persons in that Member State.

This announcement is not an offer of securities for sale into the United States. The securities have not been, and will not be, registered under the United States Securities Act of 1933 and may not be offered or sold in the United States absent registration or an exemption from registration. There will be no public offer of securities in the United States.

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