

Shawbrook Group plc (LEI: 21380071539WSMTM4410) Announces Results of its Tender Offer for its £75,000,000 8.50 per cent. Fixed Rate Reset Callable Subordinated Notes due 2025

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8 July 2020. Shawbrook Group plc (the **Offeror**) announces today the results of its invitation to holders of its £75,000,000 8.50 per cent. Fixed Rate Reset Callable Subordinated Notes due 2025 (ISIN: XS1303933573) (the **Notes**) to tender such Notes for purchase by the Offeror for cash (such invitation, the **Offer**).

The Offer was announced on 1 July 2020 and was made on the terms and subject to the conditions contained in the tender offer memorandum dated 1 July 2020 (the **Tender Offer Memorandum**) prepared by the Offeror. Capitalised terms used in this announcement but not defined have the meanings given to them in the Tender Offer Memorandum.

The Expiration Deadline for the Offer was 4.00 p.m. (London time) on 7 July 2020. As at the Expiration Deadline, £74,800,000 in aggregate principal amount of the Notes were validly tendered for purchase pursuant to the Offer.

The Offeror announces that, subject to satisfaction (or waiver) of the New Issue Condition on or prior to the Settlement Date, it has decided to accept for purchase all Notes validly tendered pursuant to the Offer, at a cash purchase price equal to 100.00 per cent. of the principal amount of the relevant Notes, together with an Accrued Interest Payment.

A summary of the final results of the Offer appears below:

Description of the Notes	ISIN / Common Code	Purchase Price	Principal Amount of Notes accepted for purchase*
£75,000,000 8.50 per cent. Fixed Rate Reset Callable Subordinated Notes due 2025	XS1303933573 / 130393357	100.00 per cent.	£74,800,000

* Subject to satisfaction or waiver of the New Issue Condition on or prior to the Settlement Date.

Subject to satisfaction (or waiver) of the New Issue Condition on or prior to such date, settlement of the purchase of the relevant Notes pursuant to the Offer is expected to take place on 10 July 2020. Notes purchased by the Offeror pursuant to the Offer will be cancelled and will not be re-issued or re-sold. Following settlement of the Offer, £200,000 in aggregate principal amount of the Notes will remain outstanding.

The offering of the New Notes was announced on 1 July 2020 and priced on 2 July 2020. The New Notes are expected to be issued on or about 10 July 2020 and, provided that is the case, the New Issue Condition would be satisfied on the issue date upon receipt by the Offeror of the net proceeds of issue of the New Notes.

ABN AMRO Bank N.V. (Telephone: +31 20 3836928; Email: liabilitymanagement@nl.abnamro.com; Attention: Debt Capital Markets) and **Deutsche Bank AG, London Branch** (Telephone: +44 20 7545 8011; Attention: Liability Management Group) are acting as Dealer Managers for the Offer and **Deutsche Bank AG, London Branch** (Telephone: +44 20 7547 5000; Attention: CT - Trust & Agency Services; Email: xchange.offer@db.com) is acting as Tender Agent.

This announcement is released by Shawbrook Group plc and contains information that qualified or may have qualified as inside information for the purposes of Article 7 of the Market Abuse Regulation (EU) 596/2014 (**MAR**), encompassing information relating to the Offer described above. For the purposes of MAR and Article 2 of Commission Implementing Regulation (EU) 2016/1055, this announcement is made by Daniel Rushbrook, General Counsel and Company Secretary at Shawbrook Group plc.

DISCLAIMER This announcement must be read in conjunction with the Tender Offer Memorandum. No offer or invitation to acquire any securities is being made pursuant to this announcement. The distribution of this announcement and the Tender Offer Memorandum in certain jurisdictions may be restricted by law. Persons into whose possession this announcement and/or the Tender Offer Memorandum come(s) are required by each of the Offeror, the Dealer Managers and the Tender Agent to inform themselves about, and to observe, any such restrictions.

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