

25 May 2016

SHAWBROOK GROUP PLC (the Company)

**NOTIFICATION OF TRANSACTIONS OF PERSON DISCHARGING  
MANAGERIAL RESPONSIBILITIES (PDMR)**

**Award to new Joiner**

On 25 May 2016 Debbie Griffin, a PDMR of the Company was, under the terms of her appointment with the Company, granted the following options over ordinary shares of £0.01 of the Company in accordance with the terms of the Shawbrook Group Performance Share Plan (the Plan) in order to compensate her for forfeited awards from previous employment.

The first award is a buyout of annual and deferred bonus awards and the second a buyout of outstanding LTIP awards. The vesting date for these awards replicate those of the forfeited awards. No consideration was paid for the grant of these awards.

The awards (which are over 23,154 shares in total) will vest, subject to the rules of the Plan, any malus or clawback provisions and to Ms Griffin's on-going employment with the Company, in the following tranches on the dates set out below.

The shares will not be subject to further performance conditions. The awards may be subject to malus and clawback in exceptional circumstances in line with the Plan rules, and this may include, in respect of the second award, where, if she had remained in employment with her previous employer, the original awards would have been subject to forfeiture or clawback.

<b>Award 1</b>			
<b>Performance Share Plan</b>	<b>Total number of options granted</b>	<b>Unvested (vesting on 31 March 2017)</b>	<b>Unvested (vesting on 31 March 2018)</b>
	14,237	7,119	7,118

<b>Award 2</b>				
<b>Performance Share Plan</b>	<b>Total number of options granted</b>	<b>Vesting date of grant</b>	<b>Unvested (vesting on 31 March 2017)</b>	<b>Unvested (vesting on 31 March 2018)</b>
	8,917	215	2,993	5,709

**2016 Performance Share Plan Award**

In addition to the above awards on 25 May 2016 Ms Griffin was also granted options over 52,667 ordinary shares of £0.01 in the capital of the Company in accordance with the terms of the Plan.

This award will vest on 9 March 2019, subject to the achievement of performance targets over the period 1 January 2016 to 31 December 2018, in accordance with the Plan rules.

The award may be subject to malus and clawback in exceptional circumstances in line with the Plan rules.

The award was made for nil consideration.

The price used to calculate the number of shares under award was £ 3.0617 being the average of the mid-market closing price of an ordinary share of the Company on the three consecutive business days immediately preceding 9 March 2016. This was the same price that was used when calculating performance awards granted previously to other directors and PDMRs on 9 March 2016.

This announcement is made pursuant to Disclosure and Transparency Rule 3.1.4

**For further information please contact**

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