

**PUBLIC DEALING DISCLOSURE BY A PARTY TO AN OFFER OR PERSON ACTING IN CONCERT (INCLUDING DEALINGS FOR THE ACCOUNT OF DISCRETIONARY INVESTMENT CLIENTS)**  
**Rules 8.1, 8.2 and 8.4 of the Takeover Code (the "Code")**

**1. KEY INFORMATION**

<b>(a) Full name of discloser:</b>	Stephen Pateman
<b>(b) Owner or controller of interests and short positions disclosed, if different from 1(a):</b> <i>The naming of nominee or vehicle companies is insufficient. For a trust, the trustee(s), settlor and beneficiaries must be named.</i>	N/A
<b>(c) Name of offeror/offeree in relation to whose relevant securities this form relates:</b> <i>Use a separate form for each offeror/offeree</i>	Shawbrook Group plc
<b>(d) Status of person making the disclosure:</b> <i>e.g. offeror, offeree, person acting in concert with the offeror/offeree (specify name of offeror/offeree)</i>	Person acting in concert with Shawbrook Group plc
<b>(e) Date dealing undertaken:</b>	8 March 2017
<b>(f) In addition to the company in 1(c) above, is the discloser making disclosures in respect of any other party to the offer?</b> <i>If it is a cash offer or possible cash offer, state "N/A"</i>	N/A

**2. POSITIONS OF THE PERSON MAKING THE DISCLOSURE**

*If there are positions or rights to subscribe to disclose in more than one class of relevant securities of the offeror or offeree named in 1(c), copy table 2(a) or (b) (as appropriate) for each additional class of relevant security.*

**(a) Interests and short positions in the relevant securities of the offeror or offeree to which the disclosure relates following the dealing**

<b>Class of relevant security:</b>	1p ordinary shares			
	<b>Interests</b>		<b>Short positions</b>	
	<b>Number</b>	<b>%</b>	<b>Number</b>	<b>%</b>
<b>(1) Relevant securities owned and/or controlled:</b>	286,697	0.11	None	N/A
<b>(2) Cash-settled derivatives:</b>	None	N/A	None	N/A
<b>(3) Stock-settled derivatives (including options) and agreements to purchase/sell:</b>	None	N/A	None	N/A
<b>TOTAL:</b>	286,697	0.11	None	N/A

*All interests and all short positions should be disclosed.*

*Details of any open stock-settled derivative positions (including traded options), or agreements to purchase or sell relevant securities, should be given on a Supplemental Form 8 (Open Positions).*

*Details of any securities borrowing and lending positions or financial collateral arrangements should be disclosed on a Supplemental Form 8 (SBL).*

**(b) Rights to subscribe for new securities (including directors' and other employee options)**

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<b>Class of relevant security in relation to which subscription right exists:</b>	1p ordinary shares
<b>Details, including nature of the rights concerned and relevant percentages:</b>	Nil cost options over 114,116 1p ordinary shares (representing 0.045% of Shawbrook Group plc's issued share capital) granted on 8 March 2017 under the Deferred Share Bonus Plan and vesting in equal tranches on 8 March 2018, 8 March 2019 and 8 March 2020.

<b>Class of relevant security in relation to which subscription right exists:</b>	1p ordinary shares
<b>Details, including nature of the rights concerned and relevant percentages:</b>	Nil cost options over 197,347 1p ordinary shares (representing 0.078% of Shawbrook Group plc's issued share capital) granted on 8 March 2017 under Performance Share Plan 2017 and vesting, subject to performance conditions, on 8 March 2020.

<b>Class of relevant security in relation to which subscription right exists:</b>	1p ordinary shares
<b>Details, including nature of the rights concerned and relevant percentages:</b>	Nil cost options over 204,135 1p ordinary shares (representing 0.08% of Shawbrook Group plc's issued share capital) granted on 9 March 2016 under Performance Share Plan 2016 and vesting, subject to performance conditions, on 9 March 2019.

<b>Class of relevant security in relation to which subscription right exists:</b>	1p ordinary shares
<b>Details, including nature of the rights concerned and relevant percentages:</b>	Nil cost options granted by SOF General Partner (Guernsey) Limited, acting in its capacity as general partner and manager of the Special Opportunities Fund (Guernsey) LP, over 82,044 1p ordinary shares (representing 0.03% of Shawbrook Group plc's issued share capital) granted on 31 December 2015 (with effect from 1 January 2016) and vesting on 18 February 2018.

### 3. DEALINGS BY THE PERSON MAKING THE DISCLOSURE

Where there have been dealings in more than one class of relevant securities of the offeror or offeree named in 1(c), copy table 3(a), (b), (c) or (d) (as appropriate) for each additional class of relevant security dealt in.

The currency of all prices and other monetary amounts should be stated.

#### (a) Purchases and sales

##### (i) Party to an offer or person acting in concert (except for a principal trader in the same group as a connected adviser)

Class of relevant security	Purchase/sale	Number of securities	Price per unit
N/A	N/A	N/A	N/A

##### (ii) Principal trader where the sole reason for the connection is that the principal trader is in the same group as a connected adviser

Class of relevant security	Purchases/sales	Total number of securities	Highest price per unit paid/received	Lowest price per unit paid/received
N/A	N/A	N/A	N/A	N/A

#### (b) Cash-settled derivative transactions

Class of relevant security	Product description e.g. CFD	Nature of dealing e.g. opening/closing a long/short position,	Number of reference securities	Price per unit
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		increasing/reducing a long/short position		
N/A	N/A	N/A	N/A	N/A

(c) **Stock-settled derivative transactions (including options)**

(i) **Writing, selling, purchasing or varying**

<b>Class of relevant security</b>	<b>Product description</b> <i>e.g. call option</i>	<b>Writing, purchasing, selling, varying etc.</b>	<b>Number of securities to which option relates</b>	<b>Exercise price per unit</b>	<b>Type</b> <i>e.g. American, European etc.</i>	<b>Expiry date</b>	<b>Option money paid/received per unit</b>
N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A

(ii) **Exercise**

<b>Class of relevant security</b>	<b>Product description</b> <i>e.g. call option</i>	<b>Exercising/ exercised against</b>	<b>Number of securities</b>	<b>Exercise price per unit</b>
N/A	N/A	N/A	N/A	N/A

(d) **Other dealings (including subscribing for new securities)**

<b>Class of relevant security</b>	<b>Nature of dealing</b> <i>e.g. subscription, conversion</i>	<b>Details</b>	<b>Price per unit (if applicable)</b>
1p ordinary	Award of nil cost options	Nil cost options over 197,347 1p ordinary shares (representing 0.078% of Shawbrook Group plc's issued share capital) granted on 8 March 2017 under Performance Share Plan 2017 and vesting, subject to performance conditions, on 8 March 2020.	N/A

<b>Class of relevant security</b>	<b>Nature of dealing</b> <i>e.g. subscription, conversion</i>	<b>Details</b>	<b>Price per unit (if applicable)</b>
1p ordinary shares	Award of nil cost options	Nil cost options over 114,116 1p ordinary shares (representing 0.045% of Shawbrook Group plc's issued share capital) granted on 8 March 2017 under the Deferred Share Bonus Plan and vesting in equal tranches on 8 March 2018, 8 March 2019 and 8 March 2020.	N/A

**4. OTHER INFORMATION**

(a) **Indemnity and other dealing arrangements**

**Details of any indemnity or option arrangement, or any agreement or understanding, formal or informal, relating to relevant securities which may be an inducement to deal or refrain from dealing entered into by the party to the offer or person acting in concert making the disclosure and any other person:**

*Irrevocable commitments and letters of intent should not be included. If there are no such agreements, arrangements or understandings, state "none"*

None.

**(b) Agreements, arrangements or understandings relating to options or derivatives**

**Details of any agreement, arrangement or understanding, formal or informal, between the party to the offer or person acting in concert making the disclosure and any other person relating to:**

- (i) the voting rights of any relevant securities under any option; or**
- (ii) the voting rights or future acquisition or disposal of any relevant securities to which any derivative is referenced:**

*If there are no such agreements, arrangements or understandings, state "none"*

None.

**(c) Attachments**

**Are any Supplemental Forms attached?**

<b>Supplemental Form 8 (Open Positions)</b>	NO
<b>Supplemental Form 8 (SBL)</b>	NO

<b>Date of disclosure:</b>	9 March 2017
<b>Contact name:</b>	Daniel Rushbrook
<b>Telephone number:</b>	+44 (0)1277 358184

*Public disclosures under Rule 8 of the Code must be made to a Regulatory Information Service.*

*The Panel's Market Surveillance Unit is available for consultation in relation to the Code's dealing disclosure requirements on +44 (0)20 7638 0129.*

*The Code can be viewed on the Panel's website at [www.thetakeoverpanel.org.uk](http://www.thetakeoverpanel.org.uk).*

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