

**PUBLIC OPENING POSITION DISCLOSURE/DEALING DISCLOSURE BY
A PERSON WITH INTERESTS IN RELEVANT SECURITIES REPRESENTING 1% OR MORE
Rule 8.3 of the Takeover Code (the "Code")**

1. KEY INFORMATION

(a) Full name of discloser:	BlackRock, Inc.
(b) Owner or controller of interests and short positions disclosed, if different from 1(a): <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
(c) Name of offeror/offeree in relation to whose relevant securities this form relates: <i>Use a separate form for each offeror/offeree</i>	Shawbrook Group Plc
(d) If an exempt fund manager connected with an offeror/offeree, state this and specify identity of offeror/offeree:	
(e) Date position held/dealing undertaken: <i>For an opening position disclosure, state the latest practicable date prior to the disclosure</i>	13 March 2017
(f) In addition to the company in 1(c) above, is the discloser making disclosures in respect of any other party to the offer? <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 (if any)

Class of relevant security:	1p ordinary			
	Interests		Short positions	
	Number	%	Number	%
(1) Relevant securities owned and/or controlled:	3,752,008	1.49%	0	0.00%
(2) Cash-settled derivatives:	516,120	0.20%	2,085	0.00%
(3) Stock-settled derivatives (including options) and agreements to purchase/sell:	0	0.00%	0	0.00%
TOTAL:	4,268,128	1.70%	2,085	0.00%

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).

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

Class of relevant security in relation to	
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which subscription right exists:	
Details, including nature of the rights concerned and relevant percentages:	

3. DEALINGS (IF ANY) 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

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

(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, increasing/reducing a long/short position	Number of reference securities	Price per unit
1p ordinary	CFD	Increasing short	293	GBP 3.0777
1p ordinary	CFD	Increasing short	158	GBP 3.0797
1p ordinary	CFD	Increasing short	99	GBP 3.0797
1p ordinary	CFD	Increasing short	274	GBP 3.0812
1p ordinary	CFD	Increasing short	76	GBP 3.0822
1p ordinary	CFD	Reducing long	1,602	GBP 3.0909
1p ordinary	CFD	Increasing short	49	GBP 3.0927
1p ordinary	CFD	Increasing short	69	GBP 3.0941
1p ordinary	CFD	Increasing short	60	GBP 3.0959
1p ordinary	CFD	Increasing short	85	GBP 3.0987
1p ordinary	CFD	Increasing short	64	GBP 3.0996
1p ordinary	CFD	Increasing short	52	GBP 3.1075
1p ordinary	CFD	Increasing short	31	GBP 3.1086
1p ordinary	CFD	Increasing short	53	GBP 3.1086
1p ordinary	CFD	Increasing short	26	GBP 3.1100
1p ordinary	CFD	Increasing short	115	GBP 3.1177
1p ordinary	CFD	Increasing short	137	GBP 3.1227
1p ordinary	CFD	Increasing short	168	GBP 3.1237
1p ordinary	CFD	Increasing short	25	GBP 3.1248
1p ordinary	CFD	Increasing short	33	GBP 3.1265
1p ordinary	CFD	Increasing short	27	GBP 3.1271
1p ordinary	CFD	Increasing short	38	GBP 3.1292
1p ordinary	CFD	Increasing short	26	GBP 3.1292
1p ordinary	CFD	Increasing short	14	GBP 3.1297
1p ordinary	CFD	Increasing short	111	GBP 3.1327
1p ordinary	CFD	Increasing short	2	GBP 3.1397

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

(i) Writing, selling, purchasing or varying

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

(ii) Exercise

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

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

Class of relevant security	Nature of dealing <i>e.g. subscription, conversion</i>	Details	Price per unit (if applicable)

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 person making the disclosure and any party to the offer or any person acting in concert with a party to the offer: <i>Irrevocable commitments and letters of intent should not be included. If there are no such agreements, arrangements or understandings, state "none"</i>
None.

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

Details of any agreement, arrangement or understanding, formal or informal, between the person 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: <i>If there are no such agreements, arrangements or understandings, state "none"</i>
None.

(c) Attachments

Is a Supplemental Form 8 (Open Positions) attached?	No
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Date of disclosure:	14 March 2017
Contact name:	Marc-Oliver Lesch
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Public disclosures under Rule 8 of the Code must be made to a Regulatory Information Service and must also be emailed to the Takeover Panel at monitoring@disclosure.org.uk.

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

The Code can be viewed on the Panel's website at www.thetakeoverpanel.org.uk.

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