FORM 8.5 (EPT/RI)
PUBLIC DEALING DISCLOSURE BY AN EXEMPT PRINCIPAL TRADER WITH RECOGNISED INTERMEDIARY STATUS
DEALING IN A CLIENT-SERVING CAPACITY
Rule 8.5 of the Takeover Code (the "Code")

1. KEY INFORMATION

(a) Name of exempt principal trader:	Morgan Stanley & Co. International plc
(b) Name of offeror/offeree in relation to whose relevant securities this form relates: *Use a separate form for each offeror/offeree*	Shawbrook Group Plc
(c) Name of the party to the offer with which exempt principal trader is connected:	Pollen Street Capital Limited and BC Partners LLP
(d) Date dealing undertaken:	24 MARCH 2017
(e) Has the EPT previously disclosed, or is it today disclosing, under the Code in respect of any other party to this offer?	Yes

2. DEALINGS BY THE EXEMPT PRINCIPAL TRADER

Where there have been dealings in more than one class of relevant securities of the offeror or offeree named in 1(b), copy table 2(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	Purchases/sales	Total number of securities	Highest price per unit paid/received	Lowest price per unit paid/received
1p ordinary	PURCHASES	151,388	3.1530 GBP	3.0410 GBP
1p ordinary	SALES	127,146	3.1550 GBP	3.0390 GBP

(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	LONG	256	3.0501 GBP
1p ordinary	CFD	LONG	258	3.0501 GBP
1p ordinary	CFD	LONG	742	3.0584 GBP
1p ordinary	CFD	LONG	744	3.0585 GBP
1p ordinary	CFD	LONG	7,870	3.1255 GBP
1p ordinary	CFD	LONG	17,200	3.1300 GBP
1p ordinary	CFD	LONG	1,372	3.1308 GBP
1p ordinary	CFD	LONG	15,643	3.1414 GBP
1p ordinary	CFD	LONG	260	3.1450 GBP
1p ordinary	CFD	LONG	2,096	3.1450 GBP
1p ordinary	CFD	LONG	341	3.1540 GBP
1p ordinary	CFD	SHORT	9,981	3.0782 GBP
1p ordinary	CFD	SHORT	455	3.0980 GBP

1p ordinary	CFD	SHORT	10,191	3.1072 GBP
1p ordinary	CFD	SHORT	151	3.1301 GBP
1p ordinary	CFD	SHORT	6,618	3.1350 GBP
1p ordinary	CFD	SHORT	669	3.1360 GBP
1p ordinary	CFD	SHORT	7,870	3.1360 GBP
1p ordinary	CFD	SHORT	61,600	3.1362 GBP
1p ordinary	CFD	SHORT	499	3.1390 GBP

(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
N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A

(ii)   Exercise

Class of relevant security	Product description *e.g. call option*	Number of securities	Exercise price per unit
N/A	N/A	N/A	N/A

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

Class of relevant security	Nature of dealing *e.g. subscription, conversion*	Details	Price per unit (if applicable)
N/A	N/A	N/A	N/A

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

Where there have been dealings in more than one class of relevant securities of the offeror or offeree named in 1(b), copy table 2(a), (b), (c) or (d) (as appropriate) for each additional class of relevant security dealt in.

3.   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 exempt principal trader making the disclosure and any party to the offer or any person acting in concert with a party to the offer: *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 exempt principal trader 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

Date of disclosure:	**27 MARCH 2017**
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