

Information Form and Checklist

(ASX Foreign Exempt Listing)

Name of entity

ABN/ARBN/ARSN

CYBG PLC

ARBN 609 948 281

We (the entity named above) supply the following information and documents to support our application for admission to the official list of ASX Limited (ASX) as an ASX Foreign Exempt Listing.

***Note:** the entity warrants in its Appendix 1C ASX Foreign Exempt Listing Application and Agreement that the information and documents referred to in this Information Form and Checklist are (or will be) true and complete and indemnifies ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from, or connected with, any breach of that warranty.*

Terms used in this Information Form and Checklist have the same meaning as in the ASX Listing Rules.

Part 1 – Information to be supplied with Appendix 1C

Instructions: please complete each applicable item below. If an item is not applicable, please mark it as "N/A".

All entities – corporate details

Place of incorporation or establishment	England and Wales
Date of incorporation or establishment	18 May 2015
Legislation under which incorporated or established	Companies Act 2006 (UK)
Address of registered office in place of incorporation or establishment	20 Merrion Way, Leeds, LS2 8NZ
Address of registered office in Australia (if any)	Level 61, Governor Phillip Tower, 1 Farrer Place, Sydney 2000
Main business activity	CYBG PLC is a holding company of a group of entities which offer a wide range of banking products and services to retail and business customers that includes mortgages, current accounts, deposits, term lending, working capital solutions, asset finance and clearing services
Home exchange and listing category ¹	London Stock Exchange
Any other exchanges on which the entity is listed	N/A
Street address of principal administrative office	30 St Vincent Place, Glasgow G1 2HL
Postal address of principal administrative office	30 St Vincent Place, Glasgow G1 2HL
Telephone number of principal administrative office	0044 141 232 4763

¹ Examples: NZX Main Board, Toronto Stock Exchange, NASDAQ

E-mail address for investor enquiries	investorrelationsenquiries@cybg.com
Website URL	https://cybg.com

All entities – management details²

Full name and title of CEO/managing director	Mr David Duffy – Chief Executive Officer
Full name and title of chairperson of directors	Mr James Pettigrew – Chairman
Full names of all existing directors	Mr James Pettigrew Mr David Duffy Mr Ian Smith Ms Debbie Crosbie Mr David Bennett Mr Richard Gregory OBE Mr David Allvey Mr David Browne Mr Adrian Grace Ms Barbara Ridpath Dr Teresa Robson-Capps Mr Alexander Shapland
Full names of any persons proposed to be appointed as additional or replacement directors	N/A
Full name and title of company secretary	Ms Lorna McMillan and Mr James Peirson – Joint Company Secretaries
Name and address of the entity's Australian agent for service of process ³	Dabserv Corporate Services Pty Limited (ABN 73 001 824 111) Level 61, Governor Phillip Tower, 1 Farrer Place, Sydney 2000

All entities – ASX contact details⁴

Full name and title of ASX contact(s)	Ms Lorna McMillan (Company Secretary)
Business address of ASX contact(s)	GM Floor, Head Office 40 St Vincent Place Glasgow, G1 2HL Scotland

² If the entity applying for admission to the official list is a trust, enter the management details for the responsible entity of the trust.

³ If the entity is a trust, it must appoint an agent for service of process in Australia (Listing Rule 1.11 Condition 10(a)). If the entity is a company, it must be registered as a foreign company in Australia (Listing Rule 1.11 Condition 9), which in turn requires it to appoint an agent for service of process (section 601CF(2) of the Corporations Act 2001 (Cth)).

⁴ Under Listing Rule 1.11 Condition 11, a listed entity must appoint a person responsible for communication with ASX. You can appoint more than one person to cater for situations where the primary nominated contact is not available.

Business phone number of ASX contact(s)	+44 (0) 141 242 3730
Mobile phone number of ASX contact(s)	+44 (0) 7834 585436
Email address of ASX contact(s)	lorna.mcmillan@cybg.com

All entities – auditor details

Full name of auditor	Ernst & Young LLP
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All entities – registry details⁵

Name of securities registry	Computershare Investor Services Pty Ltd
Address of securities registry	Yarra Falls 452 Johnston Street Abbotsford, Vic. 3067 GPO Box 2975 Melbourne, Vic. 3001 Australia
Phone number of securities registry	1800 764 308 (within Australia) +61 3 9415 4142 (outside Australia)
Fax number of securities registry	+61 3 9473 2500
Email address of securities registry	Web.queries@computershare.com.au
Type of subregisters the entity will operate ⁶	CHESS and issuer sponsored subregisters
If the entity has or intends to have a certificated subregister for quoted securities, the location of the Australian subregister	The Australian branch register and CDI subregister will be held in Australia and will be uncertificated

All entities – key dates

Annual balance date	30 September
Month in which annual meeting is usually held (or intended to be held) ⁷	January
Months in which dividends or distributions are usually paid (or are intended to be paid)	N/A

⁵ If the entity has different registries for different classes of securities, please indicate clearly which registry details apply to which class of securities.

⁶ Example: CHESS and issuer sponsored subregisters.

⁷ May not apply to some trusts.

Part 2 – Checklist Confirming Compliance with Admission Requirements

Instructions: please indicate in the “Location/Confirmation” column for each item below where the information or document referred to in that item is to be found (eg in the case of information, the specific page reference in the entity’s most recent annual report or any subsequent interim report where that information is located or, in the case of a document, the folder tab number where that document is located). If the item asks for confirmation of a matter, you may simply enter “Confirmed” in the “Location/Confirmation” column. If an item is not applicable, please mark it as “N/A”.

In this regard, it will greatly assist ASX and speed up its review of the application if the various documents referred to in this Checklist (other than the 25 copies of the entity’s most recent annual report and any subsequent interim report referred to in item 4) are provided in a folder separated by numbered tabs.

Note that completion of this Checklist is not to be taken to represent that the entity is necessarily in full or substantial compliance with the ASX Listing Rules or that ASX will admit the entity to its official list. Admission to the official list is in ASX’s absolute discretion and ASX may refuse admission without giving any reasons (see Listing Rule 1.19).

All entities – key supporting documents

Nº	Item	Location/Confirmation
1.	A copy of the entity’s certificate of incorporation, certificate of registration or other evidence of status (including any change of name)	See Tab 1 of the documents attached to this application.
2.	A copy of the entity’s constitution	See Tab 2 of the documents attached to this application for a current version of the Articles of Association of CYBG PLC. A copy of the Articles of Association to be adopted upon demerger will be provided to ASX on or before 4 February 2016.
3.	Details of any waiver or all or part of any listing rule (or the equivalent) provided by home exchange that will be in effect upon admission (Listing Rule 1.11 Condition 3A) ⁸	CYBG PLC has been granted a customary waiver by the UK Listing Authority under Prospectus Rule 2.5.2 that provides relief from the requirement that CYBG PLC provide audited historical financial information for CYBG PLC’s operating history (given that it has not been incorporated for at least 3 full financial years) on the basis that the CYBG PLC prospectus will contain the audited consolidated financial information for CYB Investments Limited (formerly National Australia Group Europe Limited) for the four financial years ended 30 September 2012, 2013, 2014 and 2015.
4.	25 copies of the entity’s most recent annual report and any subsequent interim report (Listing Rule 1.11 Condition 4)	As confirmed by ASX in its letter dated 3 December 2015, the most recent annual report (and any subsequent report) of CYB Investments Limited (formerly National Australia Group Europe Limited) may be provided. See Tab 3 of the documents attached to this application.

⁸ ASX may require details of waivers to be released to the market (see the note to Listing Rule 1.11 Condition 3A).

Nº	Item	Location/Confirmation
5.	If the entity is a company, evidence that it is registered as a foreign company in Australia (Listing Rule 1.11 Condition 9)	A copy of the Certificate of Registration of a Foreign Company for CYBG PLC was provided to ASX on 18 January 2016.
6.	Original executed agreement with ASX that documents may be given to ASX and authenticated electronically (Listing Rule 1.11 Condition 12) ⁹	Original executed agreement provided to ASX on 15 December 2015.
7.	A specimen certificate/holding statement for each class of securities to be quoted or a specimen holding statement for CDIs (as applicable)	See Tab 5 of the documents attached to this application.
8.	Payment for the initial listing fee. ¹⁰	Payment of the initial listing fee will be made separately.

All entities – capital structure

9.	A table showing the existing and proposed capital structure of the entity, broken down as follows: (a) the number and class of each equity security and each debt security currently on issue; and (b) the number and class of each equity security and each debt security proposed to be issued between the date of this application and the date the entity is admitted to the official list; and (c) the resulting total number of each class of equity security and debt security proposed to be on issue at the date the entity is admitted to the official list. Note: This applies whether the securities are quoted or not. If the entity is proposing to issue a minimum, maximum or oversubscription number of securities, the table should be presented to disclose each scenario.	See Tab 6 of the documents attached to this application (see Annexure G, Part 8, Subparts 2 and section 4.10.2.3 of the Scheme Booklet). Table to be provided to ASX on or before 4 February 2016.
10.	For each class of securities referred to in the table mentioned in item 9, the terms applicable to those securities Note: This applies whether the securities are quoted or not. For equity securities (other than options to acquire unissued securities or convertible debt securities), this should state whether they are fully paid or partly paid; if they are partly paid, the amount paid up and the amount owing per security; voting rights; rights to dividends or distributions; and conversion terms (if applicable). For options to acquire unissued securities, this should state the number outstanding, exercise prices and expiry dates For debt securities or convertible debt securities, this should state their nominal or face value; rate of interest; dates of payment of interest; date and terms of redemption; and conversion terms (if applicable).	See Tab 6 of the documents attached to this application (see Annexure G, Part 8, Subpart 3.1.3 and section 4.10.2.3 of the Scheme Booklet). Details of terms applicable to securities to be provided to ASX on or before 4 February 2016.

All entities – other information

11.	A brief history of the entity	The entity is a newly incorporated entity. See Tab 6 of the documents attached to this application (see Section 3.1 and Annexure G, Part 2, Subpart 2 (History) of the Scheme Booklet).
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⁹ An electronic copy of the *ASX Online Agreement* is available from the ASX Compliance Downloads page on ASX's website.

¹⁰ See Guidance Notes 15 and 15A for the fees payable on the application. Payment can be made either by cheque made payable to ASX Operations Pty Ltd or by electronic funds transfer to the following account:

Bank: National Australia Bank
Account Name: ASX Operations Pty Ltd
BSB: 082 057
A/C: 494728375
Swift Code (Overseas Customers): NATAAU3202S

If payment is made by electronic funds transfer, please email your remittance advice to ar@asx.com.au or fax it to (612) 9227-0553, describing the payment as the "initial listing fee" and including the name of the entity applying for admission, the ASX home branch where the entity has lodged its application (ie Sydney, Melbourne or Perth) and the amount paid.

Nº Item	Location/Confirmation
12. Details of the entity's existing activities and level of operations	See Tab 6 of the documents attached to this application (see sections 3.1 to 3.3 and Annexure G, Part 2 (Information on CYBG Group) of the Scheme Booklet).
13. A concise summary¹¹ of the rights and obligations of security holders under the law of its home jurisdiction and/or the rules of its home exchange covering: • what types of transactions require security holder approval; • whether security holders have a right to request or requisition a meeting of security holders; • whether security holders have a right to appoint proxies to attend and vote at meetings on their behalf; • how changes in the rights attaching to securities are regulated; • what rights do security holders have to seek relief for oppressive conduct; • what rights do security holders have to bring or intervene in legal proceedings on behalf of the entity; and • whether there is any equivalent to the "two strikes" rule in relation to remuneration reports in Part 2G.2 Division 9 of the Corporations Act (Guidance Note 4 section 2.3)	See Tab 6 of the documents attached to this application (see sections 9.8.1.2 to 9.8.1.4 of the Scheme Booklet). A copy of this summary will be provided to ASX on or before 4 February 2016.
14. A concise summary¹² of the obligations of the entity under the law of its home jurisdiction and/or the rules of its home exchange regarding: • the disclosure of material information; • the disclosure of periodic financial information and the accounting and auditing standards that apply; • requirements for information to be sent to security holders; and • regulation of dealings with directors and controlling holders of equity securities (Guidance Note 4 section 2.3)	See Tab 6 of the documents attached to this application (see sections 9.8.1 to 9.8.4 of the Scheme Booklet). See also Tab 7 of the documents attached to this application. A copy of this summary will be provided to ASX on or before 4 February 2016.
15. A concise summary¹³ of how the disclosure of substantial holdings and takeovers are regulated under the law of its home jurisdiction (Guidance Note 4 section 2.3)	See Tab 6 of the documents attached to this application (see sections 9.8.3 and 9.8.4 of the Scheme Booklet). A copy of this summary will be provided to ASX on or before 4 February 2016.
16. Confirmation that the entity complies with the listing rules (or their equivalent) of its overseas home exchange (Listing Rule 1.11 Conditions 2 and 3)	Confirmed
17. Confirmation that there is no information not already disclosed to the entity's home exchange that should have been disclosed under the rules of that exchange	Confirmed

¹¹ The concise summary is not intended to be a legal treatise on the laws of the entity's home jurisdiction or a detailed comparative analysis of those laws with the laws of Australia. For those matters where the entity's home jurisdiction has broadly comparable laws to Australia, a statement to that effect will generally suffice.

¹² See note 11 above.

¹³ See note 11 above.

Nº Item

Location/Confirmation

Entities that do not have a primary listing on NZX Main Board

18. A completed Appendix 1C Information Form and Checklist Annexure I (Entities that do not have a Primary Listing on the NZX Main Board)¹⁴

Please see Information Form and Checklist Annexure I (Entities that do not have a Primary Listing on the NZX Main Board) that is accompanying this application.

Entities that have a primary listing on NZX Main Board

19. A completed Appendix 1C Information Form and Checklist Annexure II (Entities that have a Primary Listing on the NZX Main Board)¹⁵

N/A

Further documents to be provided before admission to the official list

Please note that in addition to the information and documents mentioned above, an entity may be required to provide additional information to ASX under Listing Rule 1.17.

¹⁴ An electronic copy of this Appendix is available from the ASX Compliance Downloads page on ASX's website.

¹⁵ An electronic copy of this Appendix is available from the ASX Compliance Downloads page on ASX's website.