

CYBG PLC
(Company)

LEI: 213800ZK9VGCYYR6O495

18 May 2018

FORM 8 (OPD)

PUBLIC OPENING POSITION DISCLOSURE BY A PARTY TO AN OFFER
Rules 8.1 and 8.2 of the Takeover Code (the “Code”)

1. KEY INFORMATION

(a) Full name of discloser:	CYBG PLC
(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>	
(c) Name of offeror/offeree in relation to whose relevant securities this form relates: <i>Use a separate form for each offeror/offeree</i>	CYBG PLC
(d) Is the discloser the offeror or the offeree?	OFFEROR
(e) Date position held: <i>The latest practicable date prior to the disclosure</i>	17 May 2018
(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>	YES/NO <i>If YES, specify which:</i>

2. POSITIONS OF THE PARTY TO THE OFFER 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

Class of relevant securities:				
	Interests		Short positions	
	Number	%	Number	%
(1) Relevant securities owned and/or controlled:	Nil	0	Nil	0
(2) Cash-settled derivatives:	Nil	0	Nil	0
(3) Stock-settled derivatives (including options) and agreements to purchase/sell:	Nil	0	Nil	0
TOTAL:	Nil	0	Nil	0

CYBG PLC is registered in England and Wales (company number: **09595911**) and as a foreign company in Australia (**ARBN 609 948 281**) and has its registered office at 20 Merrion Way, Leeds, West Yorkshire LS2 8NZ

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

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

3. POSITIONS OF PERSONS ACTING IN CONCERT WITH THE PARTY TO THE OFFER MAKING THE DISCLOSURE

Details of any interests, short positions and rights to subscribe (including directors' and other employee options) of any person acting in concert with the party to the offer making the disclosure:

(a) Interests in CYBG PLC securities held by the directors of CYBG PLC and their close relatives and related trusts

Class of relevant securities:	Ordinary shares of 10 pence each (unless otherwise indicated)	
Name	Number of CYBG PLC securities held	Percentage of issued share capital
Jim Pettigrew	50,000	0.006
David Bennett	16,386	0.002
David Duffy	144,590*	0.016
Ian Smith	106,433**	0.012
Debbie Crosbie	110,219***	0.012
David Browne	5,000	0.001
Adrian Grace	16,220	0.002
Fiona MacLeod	7,000	0.001
Clive Adamson	0	0.000
Paul Coby	0	0.000
Teresa Robson-Capps	0	0.000
Tim Wade	20,000	0.002

* This includes 415 shares held via the CYBG PLC Share Incentive Plan, and CHESS Depositary Interests which represent interests in 4,080 ordinary shares beneficially owned.

** This includes 1,120 shares held via the CYBG PLC Share Incentive Plan, and CHESS Depositary Interests which represent interests in 4,502 ordinary shares beneficially owned.

*** This includes 415 shares held via the CYBG PLC Share Incentive Plan.

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(b) Awards over CYBG PLC shares held by the directors of CYBG PLC and their close relatives and related trusts

Class of relevant securities:	Ordinary shares of 10 pence each (unless otherwise indicated)			
Name	Scheme	Number of CYBG PLC shares under award	Percentage of issued share capital	Vesting date
David Duffy	Long Term Incentive Plan ("LTIP")	375,897	0.042	09/03/2020
David Duffy	LTIP	319,285	0.036	01/12/2020
David Duffy	Deferred Equity Plan ("DEP")	768,560	0.087	11/02/2019
David Duffy	DEP	210,285	0.024	20/06/2018
Ian Smith	LTIP	172,912	0.020	09/03/2020
Ian Smith	LTIP	146,871	0.017	01/12/2020
Ian Smith	DEP	230,568	0.026	11/02/2019
Ian Smith	DEP	96,714	0.011	20/06/2018
Debbie Crosbie	LTIP	169,153	0.019	09/03/2020
Debbie Crosbie	LTIP	143,678	0.016	01/12/2020
Debbie Crosbie	DEP	230,568	0.026	11/02/2019
Debbie Crosbie	DEP	94,658	0.011	20/06/2018

(c) Interests in CYBG PLC's securities held by connected advisers of CYBG PLC

Class of relevant securities:	Ordinary shares of 10 pence each (unless otherwise indicated)		
Name of connected adviser	Name of entity	Number of CYBG PLC securities held	Percentage of issued share capital
Deutsche Bank AG	Wilsons Holding Company Pty Ltd	3,797*	0.0004

*This includes CHESS Depositary Interests which represent interests in 3,797 ordinary shares beneficially owned.

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).

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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 making the disclosure or any person acting in concert with it:

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 making the disclosure, or any person acting in concert with it, 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?

Supplemental Form 8 (Open Positions)	NO
Supplemental Form 8 (SBL)	NO

Date of disclosure:	18 May 2018
Contact name:	Andrew Downey
Telephone number:	+44 7823 443150

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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