

**CYBG PLC
(Company)**

LEI: 213800ZK9VGCYYR6O495

11 September 2018

Publication of Supplement to the Base Prospectus (the “Supplement”)

The following Supplement has been approved by the UK Listing Authority and is available for viewing:

First Supplement dated 11 September 2018 to the Base Prospectus dated 7 September 2018 for the CYBG PLC £10,000,000,000 Global Medium Term Note Programme.

Please read the disclaimer below “*Disclaimer — Intended Addressees*” before attempting to access this service, as your right to do so is conditional upon complying with the requirements set out below.

The full document is attached.

A copy of the above document has been submitted to the National Storage Mechanism and will shortly be available for inspection at: <http://www.morningstar.co.uk/uk/NSM>.

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DISCLAIMER - INTENDED ADDRESSEES

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Confirmation of your Representation: In order to be eligible to view the Supplement or make an investment decision with respect to any Notes issued or to be issued pursuant to the Base Prospectus, you must be (A) a person other than a U.S. person (within the meaning of Regulation S under the Securities Act); or (B) a QIB that is acquiring the securities for its own account or for the account of another QIB. By accessing the Supplement and the Base Prospectus, you shall be deemed to have represented that you and any customers you represent are not a U.S. person (as defined in Regulation S to the Securities Act) or that you are a QIB, and that you consent to delivery of the Base Prospectus and any supplements thereto via electronic publication.

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The Supplement and the Base Prospectus does not constitute, and may not be used in connection with, an offer or solicitation in any place where offers or solicitations are not permitted by law. If a jurisdiction requires that the offering be made by a licensed broker or dealer and the underwriters or any affiliate of the underwriters is a licensed broker or dealer in that jurisdiction, the offering shall be deemed to be made by the underwriters or such affiliate on behalf of CYBG PLC in such jurisdiction. Under no circumstances shall the Supplement and the Base Prospectus constitute an offer to sell, or the solicitation of an offer to buy, nor shall there be any sale of any Notes issued or to be issued pursuant to the Supplement or the Base Prospectus, in any jurisdiction in which such offer, solicitation or sale would be unlawful.

The Supplement has been made available to you in an electronic form. You are reminded that documents transmitted via this medium may be altered or changed during the process of electronic transmission and consequently none of CYBG PLC, its advisers or any person who controls CYBG PLC or any director, officer, employee or agent of CYBG PLC or affiliate of any such person accepts any liability or responsibility whatsoever in respect of any difference between the Supplement made available to you in electronic format and the hard copy version available to you on request from CYBG PLC.

**FIRST SUPPLEMENT DATED 11 SEPTEMBER 2018
TO THE BASE PROSPECTUS DATED 7 SEPTEMBER 2018**



CYBG PLC
(incorporated with limited liability in England and Wales)

**£10,000,000,000
Global Medium Term Note Programme**

CYBG PLC (the “Issuer”) has prepared this supplement (the “Supplement”) dated 11 September 2018 to the base prospectus (the “Base Prospectus”) dated 7 September 2018, which constitutes a supplement to the Base Prospectus for the purposes of Section 87G of the Financial Services and Markets Act 2000 (the “FSMA”) and is prepared in connection with the £10,000,000,000 Global Medium Term Note Programme (the “Programme”).

This Supplement has been approved by the United Kingdom Financial Conduct Authority (the “FCA”), which is the United Kingdom competent authority for the purposes of Directive 2003/71/EC, as amended (the “Prospectus Directive”) and relevant implementing measures in the United Kingdom, as a base prospectus supplement issued in compliance with the Prospectus Directive and relevant implementing measures in the United Kingdom.

The purpose of this Supplement is to incorporate by reference into the Base Prospectus the Issuer’s results of the General Meeting dated 10 September 2018 (the “CYBG General Meeting Results”) and Virgin Money’s results of the Court Meeting (as defined in the 2018 Virgin Money Proposed Acquisition and Share Prospectus) and the General Meeting, each dated 10 September 2018 (the “Virgin Money Shareholder Meetings Results”) in relation to the approval of the Offer.

Terms defined in the Base Prospectus have the same meaning when used in this Supplement. This Supplement is supplemental to, and should be read in conjunction with, the Base Prospectus. A copy of this Supplement will be made available for inspection at the offices of the Issuer for so long as the Programme remains in existence. This Supplement will be published on the website of the Regulatory News Service operated by the London Stock Exchange at <http://www.londonstockexchange.com/exchange/news/market-news/market-news-home.html>.

The Issuer accepts responsibility for the information contained in this Supplement. To the best of the knowledge of the Issuer, the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

Copies of the documents incorporated by reference in this Supplement can be obtained from the registered office of the Issuer. In addition, copies of this document will be published on the website of the Regulatory News Service operated by the London Stock Exchange at www.londonstockexchange.com/exchange/news/market-news/market-news-home.html. This document will also be available for viewing on the UK National Storage Mechanism (www.morningstar.co.uk/uk/nsm).

To the extent that there is any inconsistency between (a) any statement in this Supplement and (b) any other statement in or incorporated by reference into the Base Prospectus, the statement in this Supplement will prevail.

Save as disclosed in this Supplement, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus since the publication of the Base Prospectus.

SUPPLEMENT TO THE BASE PROSPECTUS

With effect from the date of this Supplement the information appearing in, or incorporated by reference into, the Base Prospectus shall be supplemented in the manner described below.

On 10 September 2018, the Issuer published the CYBG General Meeting Results confirming the passing of all resolutions proposed in connection with the Offer, as described in the circular to the Issuer's shareholders dated 31 July 2018. The CYBG General Meeting Results are hereby incorporated by reference in this Supplement and into the Base Prospectus.

Separately, on 10 September 2018, Virgin Money published the Virgin Money Shareholder Meetings Results confirming (i) approval of a scheme of arrangement under Part 26 of the Companies Act 2006 by the requisite majority on a poll vote at the Court Meeting held on 10 September 2018 and (ii) Virgin Money's shareholders' approval of the resolutions proposed at the General Meeting of Virgin Money on 10 September 2018, in each case in relation to the Offer. The Virgin Money Shareholder Meetings Results are also hereby incorporated by reference in this Supplement and into the Base Prospectus.

The CYBG General Meeting Results published by the Issuer have been filed with Morningstar plc (appointed by the FCA to act as the National Storage Mechanism) and are available for viewing at <http://www.morningstar.co.uk/uk/NSM> and has been announced by the Issuer via the Regulatory News Service operated by the London Stock Exchange plc.

The Virgin Money Shareholder Meetings Results published by Virgin Money have been filed with Morningstar plc (appointed by the FCA to act as the National Storage Mechanism) and are available for viewing at <http://www.morningstar.co.uk/uk/NSM> and has been announced by Virgin Money via the Regulatory News Service operated by the London Stock Exchange plc.

Copies of the CYBG General Meeting Results incorporated by reference in this Supplement and the Base Prospectus may be inspected, free of charge, at 20 Merrion Way, Leeds, LS2 8NZ or on the Issuer's website at <http://www.cybg.com/investor-centre/>.

Copies of the Virgin Money Shareholder Meetings Results incorporated by reference in this Supplement and the Base Prospectus may be inspected on Virgin Money's website at <https://uk.virginmoney.com/virgin/investor-relations/>.

Any documents themselves incorporated by reference in the documents incorporated by reference in this Supplement shall not form part of this Supplement.