



Lodge your voting instruction:



Online:

www.investorcentre.co.uk/eproxy



By Mail:

Computershare Investor Services PLC
The Pavilions
Bridgwater Road
Bristol BS99 6ZY
United Kingdom

For all enquiries call:

(within United Kingdom) 0370 707 1172

(outside United Kingdom) +44 (0)370 707 1172

Form of Proxy - Annual General Meeting to be held on 30 January 2019



Cast your Proxy online...It's fast, easy and secure!

www.investorcentre.co.uk/eproxy

You will be asked to enter the Control Number, Shareholder Reference Number (SRN) and PIN shown opposite and agree to certain terms and conditions.

Control Number: 915417

SRN:

PIN:



View the Annual Report and the Notice of Annual General Meeting online: www.cybg.com

To be effective, all proxy appointments must be lodged with CYBG PLC's Registrars at:

The Pavilions, Bridgwater Road, Bristol BS99 6ZY or online via www.investorcentre.co.uk/eproxy by 11.00pm (London time - GMT) on Friday, 25 January 2019.

Explanatory Notes:

- Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder, as his/her proxy to exercise all or any of his/her rights to attend, speak and vote on their behalf at the Meeting. If you wish to appoint a person other than the Chairman of the Meeting, please insert the name of your chosen proxy in the space provided (see reverse). If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. If returned without an indication as to how the proxy shall vote on any particular matter, the proxy will exercise his/her discretion as to whether, and if so how, he/she votes (or if this proxy form has been issued in respect of a designated account for a shareholder, the proxy will exercise his/her discretion as to whether, and if so how, he/she votes). Your proxy will vote (or abstain from voting) as he/she thinks fit in relation to any other matter which is put before the Meeting.
- To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the Registrar's helpline on +44(0) 0370 707 1172 or you may photocopy this form. Please indicate in the box next to the proxy's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by marking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
- Any electronic communication sent by a shareholder to CYBG PLC (the 'Company') or to the Registrar which is found to contain a computer virus will not be accepted.
- The 'Vote Withheld' option overleaf is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
- Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the Meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at 11.00pm (London time - GMT) on the date two business days before the Meeting being Friday 25 January 2019. Changes to entries on the Register of Members of the Company after that time shall be disregarded in determining the rights of any person to attend and vote at the Meeting.
- CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual (available via www.euroclear.com/CREST). To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID number 3RA50) not later than 48 hours (excluding non-business days) before the time appointed for holding the Meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
- The above is how your address appears on the Register of Members of the Company. If this information is incorrect please call the Registrar's helpline on +44(0) 0370 707 1172 to request a change of address form or go to www.investorcentre.co.uk to use the online Investor Centre service.
- Any alterations made to this form should be initialled.
- The completion and return of this form or any CREST proxy instruction (see note 5 above) will not preclude a member from attending the Meeting and voting in person.
- In the case of joint holders of a share the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority shall be determined by the order in which the names stand in the Register of Members of the Company.
- Any power of attorney or other authority under which this proxy form is signed (or a duly certified copy of such power of attorney) must be returned with this proxy form.

Kindly Note: This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different: (i) account holders; or (ii) uniquely designated accounts. The Company and Computershare Investor Services PLC accept no liability for any instruction that does not comply with these conditions.

All Named Holders

Form of Proxy

Please complete this box only if you wish to appoint a third party proxy other than the Chairman.
Please leave this box blank if you want to select the Chairman. Do not insert your own name(s).

I/We hereby appoint the Chairman of the Meeting OR the person indicated in the box above as my/our proxy to attend, speak and vote in respect of my/our full voting entitlement* on my/our behalf at the Annual General Meeting of CYBG PLC (the 'Meeting') to be held at the **Melbourne Convention and Exhibition Centre ('MCEC'), 1 Convention Centre Place, South Wharf, Melbourne, Victoria 3006, Australia** on Wednesday, 30 January 2019 at **10.00am (Melbourne time - AEDT)**, and at any adjourned Meeting.

* For the appointment of more than one proxy, please refer to Explanatory Note 2 (see front).

☐ Please mark here to indicate that this proxy appointment is one of multiple appointments being made.

Please use a **black** pen. Mark with an **X** inside the box as shown in this example.



Ordinary Resolutions

	For	Against	Vote Withheld
1. To receive the Annual Report and Financial Statements for the year ended 30 September 2018	☐	☐	☐
2. To approve the Directors' Annual Report on Remuneration for the year ended 30 September 2018	☐	☐	☐
3. To declare a final dividend of 3.1p per share in respect of the year ended 30 September 2018	☐	☐	☐
4. To elect Geeta Gopalan as a Director of the Company	☐	☐	☐
5. To elect Darren Pope as a Director of the Company	☐	☐	☐
6. To elect Amy Stirling as a Director of the Company	☐	☐	☐
7. To re-elect Clive Adamson as a Director of the Company	☐	☐	☐
8. To re-elect David Bennett as a Director of the Company	☐	☐	☐
9. To re-elect Paul Coby as a Director of the Company	☐	☐	☐
10. To re-elect David Duffy as a Director of the Company	☐	☐	☐
11. To re-elect Adrian Grace as a Director of the Company	☐	☐	☐
12. To re-elect Fiona MacLeod as a Director of the Company	☐	☐	☐
13. To re-elect Jim Pettigrew as a Director of the Company	☐	☐	☐
14. To re-elect Dr Teresa Robson-Capps as a Director of the Company	☐	☐	☐
15. To re-elect Ian Smith as a Director of the Company	☐	☐	☐
16. To re-elect Tim Wade as a Director of the Company	☐	☐	☐

	For	Against	Vote Withheld
17. To re-appoint Ernst & Young LLP as auditors	☐	☐	☐
18. To authorise the Audit Committee to determine the remuneration of auditors	☐	☐	☐
19. To authorise the Directors to allot shares	☐	☐	☐

Special Resolutions

20. To authorise the Directors to disapply statutory pre-emption rights in respect of 5% of the Company's issued share capital	☐	☐	☐
21. To authorise the Directors to disapply statutory pre-emption rights in respect of an additional 5% of the Company's issued share capital	☐	☐	☐

Ordinary Resolution

22. To authorise the Directors to allot equity securities in connection with AT1 Securities and issue further AT1 securities	☐	☐	☐
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Special Resolutions

23. To authorise the Directors to disapply statutory pre-emption rights in respect of the allotment of equity securities in connection with AT1 Securities and issue further AT1 securities	☐	☐	☐
24. To permit the Company to purchase its own shares	☐	☐	☐
25. To permit the Company to enter into a contingent purchase contract between the Company and Macquarie for the purchase by the Company of ordinary shares converted from CHES Depositary Interests (CDIs)	☐	☐	☐

Ordinary Resolution

26. To authorise the Company to make political donations and incur political expenditure	☐	☐	☐
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I/We instruct my/our proxy as indicated on this form. Unless otherwise instructed the proxy may vote as he or she sees fit or abstain in relation to any business of the meeting.

Signature

Date

DD / MM / YY

In the case of a shareholder which is a corporation, this proxy form must be given under its common seal or be signed on its behalf by an officer duly authorised, stating their capacity (e.g. director, secretary) or an attorney.