



CYBG

**CYBG PLC**

**ANNUAL GENERAL MEETING**

**30 January 2019**

**LORNA  
MCMILLAN**

Company Secretary



**JIM  
PETTIGREW**

Chairman

**INTRODUCTION**





## BOARD OF DIRECTORS



**JIM  
PETTIGREW**

Chairman

**INTRODUCTION**



**DAVID  
DUFFY**

Chief Executive Officer

**STRATEGIC UPDATE**



# CONSISTENT STRATEGIC EXECUTION...

**We have executed our strategy...**

**...with consistent delivery of our targets enabling...**

**...the creation of the first true national competitor to the status quo**



**Sustainable customer growth**

Mortgage growth

c6% CAGR (15-18)



Core SME growth

c6% CAGR (15-18)



**Efficiency**

<£640m costs in FY18<sup>(1)</sup>

£635m in FY18<sup>(1)</sup>



55-58% CIR by FY19

63% in FY18<sup>(1)</sup>  
down 12% pts vs. 2015



**Capital optimisation**

Double-digit RoTE

10.6% in FY18<sup>(1)</sup>



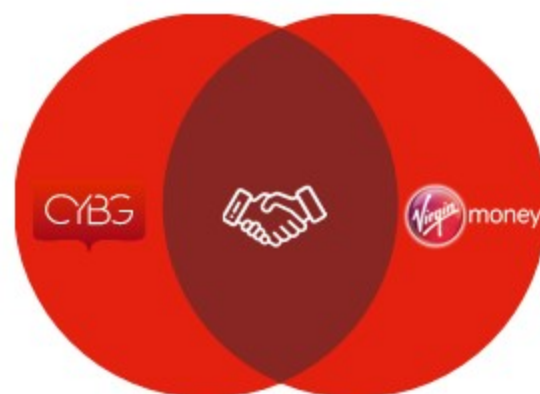
Dividend

2017 - inaugural of 1p  
2018 - increased to 3.1p



IRB accreditation

Mortgages & SME





## ...WITH UNIQUE FUTURE GROWTH OPPORTUNITIES





# FORMAL BUSINESS



# QUESTIONS & ANSWERS



# RESOLUTIONS





## RESOLUTIONS

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





## RESOLUTIONS

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
17. To re-appoint Ernst & Young LLP as auditors
18. To authorise the Audit Committee to determine the remuneration of auditors



## RESOLUTIONS

- 19. To authorise the Directors to allot shares
- 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
- 22. To authorise the Directors to allot equity securities in connection with AT1 Securities and issue further AT1 securities
- 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 CHESS Depositary Interests (CDIs)
- 26. To authorise the Company to make political donations and incur political expenditure



## PROXY RESULTS

	Resolution	For		Against		Withheld
		No. of Votes	% Votes Cast	No. of Votes	% Votes Cast	No. of Votes
1.	To receive the Annual Report and Financial Statements for the year ended 30 September 2018	1,066,770,012	99.98	242,474	0.02	14,913,119
2.	To approve the Directors' Annual Report on Remuneration for the year ended 30 September 2018	706,899,778	65.81	367,239,136	34.19	7,799,858
3.	To declare a final dividend of 3.1p per share in respect of the year ended 30 September 2018	1,081,561,616	99.99	76,259	0.01	306,445
4.	To elect Geeta Gopalan as a Director of the Company	1,080,045,343	99.94	662,212	0.06	952,676
5.	To elect Darren Pope as a Director of the Company	1,079,058,267	99.83	1,805,525	0.17	992,561
6.	To elect Amy Stirling as a Director of the Company	1,080,169,026	99.93	743,238	0.07	941,976
7.	To re-elect Clive Adamson as a Director of the Company	1,019,439,823	94.30	61,634,099	5.70	782,272
8.	To re-elect David Bennett as a Director of the Company	1,015,356,663	93.92	65,709,878	6.08	789,653
9.	To re-elect Paul Coby as a Director of the Company	1,016,626,712	94.04	64,433,258	5.96	796,225



## PROXY RESULTS

	Resolution	For		Against		Withheld
		No. of Votes	% Votes Cast	No. of Votes	% Votes Cast	No. of Votes
10.	To re-elect David Duffy as a Director of the Company	1,020,596,149	94.41	60,414,354	5.59	745,577
11.	To re-elect Adrian Grace as a Director of the Company	996,499,759	92.18	84,563,132	7.82	793,137
12.	To re-elect Fiona MacLeod as a Director of the Company	1,015,360,350	93.92	65,751,722	6.08	744,287
13.	To re-elect Jim Pettigrew as a Director of the Company	1,013,302,622	94.08	63,767,542	5.92	4,784,979
14.	To re-elect Dr Teresa Robson-Capps as a Director of the Company	1,019,406,317	94.29	61,688,399	5.71	758,642
15.	To re-elect Ian Smith as a Director of the Company	1,020,133,908	94.36	60,962,830	5.64	759,625
16.	To re-elect Tim Wade as a Director of the Company	1,017,679,452	94.14	63,355,001	5.86	815,710
17.	To re-appoint Ernst & Young LLP as auditors	1,078,078,383	99.72	3,054,179	0.28	787,521
18.	To authorise the Audit Committee to determine the remuneration of auditors	1,076,885,271	99.61	4,174,119	0.39	831,824





## PROXY RESULTS

	Resolution	For		Against		Withheld
		No. of Votes	% Votes Cast	No. of Votes	% Votes Cast	No. of Votes
19.	To authorise the Directors to allot shares	1,044,581,035	96.63	36,453,102	3.37	868,423
20.	To authorise the Directors to disapply statutory pre-emption rights in respect of 5% of the Company's issued share capital	1,079,243,315	99.84	1,726,074	0.16	921,710
21.	To authorise the Directors to disapply statutory pre-emption rights in respect of an additional 5% of the Company's issued share capital	979,839,340	90.65	101,055,861	9.35	994,775
22.	To authorise the Directors to allot equity securities in connection with AT1 Securities and issue further AT1 securities	864,799,357	80.00	216,223,399	20.00	858,477
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	861,414,048	79.69	219,579,107	20.31	900,574
24.	To permit the Company to purchase its own shares	1,076,472,235	99.55	4,855,066	0.45	568,654
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 CHESS Depositary Interests (CDIs)	1,076,109,816	99.53	5,048,401	0.47	740,695
26.	To authorise the Company to make political donations and incur political expenditure	1,075,899,989	99.60	4,340,807	0.40	821,218



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