

**Paragon Banking Group PLC:  
Result of Annual General Meeting**

The Annual General Meeting (“AGM”) of Paragon Banking Group PLC (the “Company”) was held today at 9.00am at the offices of Jefferies International Limited, Vintners Place, 68 Upper Thames Street, London, EC4V 3BJ.

All resolutions were passed on a poll and the polling results for each resolution are set out below:

Resolutions	Votes For	% of Votes Cast For	Votes Against	% of Votes Cast Against	Votes Total	% of ISC Voted	Votes Withheld
1. To receive and consider the Company’s Annual Report and Accounts for the year ended 30 September 2018, the Strategic Report and the Reports of the Directors and the Auditors.	204,257,955	99.99	25,364	0.01	204,283,319	78.29	136,832
2. To consider and approve the Directors’ Remuneration Report for the year ended 30 September 2018.	170,875,932	86.36	26,986,282	13.64	197,862,214	75.83	6,557,937
3. To declare a final dividend of 13.9p per ordinary share.	204,419,111	100.00	0	0.00	204,419,111	78.34	1,040
4. To reappoint as a director of the Company Fiona Clutterbuck.	196,471,808	99.17	1,638,627	0.83	198,110,435	75.92	6,309,716
5. To reappoint as a director of the Company Nigel Terrington.	203,356,976	99.48	1,062,860	0.52	204,419,836	78.34	315

6. To reappoint as a director of the Company Richard Woodman.	202,795,416	99.21	1,622,794	0.79	204,418,210	78.34	1,941
7. To reappoint as a director of the Company John Heron.	202,762,561	99.19	1,657,275	0.81	204,419,836	78.34	315
8. To reappoint as a director of the Company Peter Hartill.	203,501,845	99.56	906,628	0.44	204,408,473	78.34	11,678
9. To reappoint as a director of the Company Hugo Tudor.	202,302,456	99.43	1,165,326	0.57	203,467,782	77.98	952,369
10. To reappoint as a director of the Company Barbara Ridpath.	203,437,544	99.52	982,407	0.48	204,419,951	78.34	200
11. To reappoint as a director of the Company Finlay Williamson.	203,734,854	99.67	684,057	0.33	204,418,911	78.34	1,240
12. To reappoint as a director of the Company Graeme Yorston.	203,735,894	99.67	684,057	0.33	204,419,951	78.34	200
13. To reappoint KPMG LLP as auditors of the Company.	204,417,292	100.00	446	0.00	204,417,738	78.34	2,413
14. To authorise the directors to fix the remuneration of the auditors.	204,418,458	100.00	200	0.00	204,418,658	78.34	1,493

15. THAT the Board is generally and unconditionally authorised to allot shares in the Company.	204,382,850	99.99	14,255	0.01	204,397,105	78.33	23,046
16. THAT, the Board be authorised to disapply pre-emption rights on up to five percent of the issued share capital (excluding treasury shares).	204,379,372	99.98	38,813	0.02	204,418,185	78.34	1,966
17. THAT, the Board be authorised to disapply pre-emption rights on an additional five percent of the issued share capital (excluding treasury shares).	185,350,142	90.67	19,068,040	9.33	204,418,182	78.34	1,969
18. THAT the Company be authorised to make market purchases.	203,354,532	99.85	310,755	0.15	203,665,287	78.05	754,864
19. THAT, the Board be authorised to allot shares and grant rights to subscribe for or to convert any security into shares in connection with the issue of Additional Tier 1 Securities.	204,108,096	99.85	310,453	0.15	204,418,549	78.34	1,602

20. THAT, the Board be authorised to disapply pre-emption rights in relation to the issue of Additional Tier 1 Securities.	204,061,412	99.84	334,396	0.16	204,395,808	78.33	24,343
21. THAT, the rules of the Paragon Sharesave Plan 2019 and the principal terms be approved.	203,864,125	99.73	552,750	0.27	204,416,875	78.34	3,276
22. THAT a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.	199,049,988	97.37	5,368,310	2.63	204,418,298	78.34	1,853

Notes:

- (a) The votes "For" include those votes giving the Chairman discretion.
- (b) A vote "Withheld" is not counted towards the votes cast "For" or "Against" a resolution.
- (c) For resolutions 13 and 14 as the results are reported to two decimal places the percentage of votes "For" is shown as 100.00% and "Against" as 0.00% as there were insufficient votes lodged "Against" to register.
- (d) The issued share capital figure used to calculate the percentage voted is 260,930,767. This is the figure as at 12 February 2019 and excludes the number of ordinary shares held in treasury on the Register of Members as at that date.
- (e) Resolutions 1 to 15 (inclusive) and Resolutions 19 and 21 were ordinary resolutions. Resolutions 16, 17, 18, 20 and 22 were special resolutions.

The full text of all of the resolutions can be found in the Notice of Annual General Meeting which is available for viewing at the National Storage Mechanism at [www.morningstar.co.uk/uk/NSM](http://www.morningstar.co.uk/uk/NSM) and at the Company's website, [www.paragonbankinggroup.co.uk](http://www.paragonbankinggroup.co.uk).

In accordance with paragraph 9.6.2 of the Listing Rules, a copy of the resolutions passed at the meeting concerning special business (being resolutions numbered 15 – 22) will shortly be available for inspection at the National Storage Mechanism at [www.morningstar.co.uk/uk/NSM](http://www.morningstar.co.uk/uk/NSM).