

**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 2017, the Strategic Report and the Reports of the Directors and the Auditors.	192,232,621	99.92	152,833	0.08	192,385,454	73.20	5,863,450
2. To consider and approve the Directors’ Remuneration Report for the year ended 30 September 2017.	194,583,324	98.36	3,234,726	1.64	197,818,050	75.27	430,854
3. To declare a final dividend of 11.0p per ordinary share.	198,248,596	100.00	308	0.00	198,248,904	75.43	0
4. To reappoint as a director of the Company Robert Dench.	196,000,767	99.40	1,184,489	0.60	197,185,256	75.03	1,063,648
5. To reappoint as a director of the Company Nigel Terrington.	195,290,087	98.51	2,958,702	1.49	198,248,789	75.43	115

6. To reappoint as a director of the Company Richard Woodman.	197,371,136	99.56	877,653	0.44	198,248,789	75.43	115
7. To reappoint as a director of the Company John Heron.	197,700,950	99.72	547,839	0.28	198,248,789	75.43	115
8. To reappoint as a director of the Company Alan Fletcher.	197,378,904	99.56	869,885	0.44	198,248,789	75.43	115
9. To reappoint as a director of the Company Peter Hartill.	197,734,671	99.75	502,885	0.25	198,237,556	75.43	11,348
10. To reappoint as a director of the Company Fiona Clutterbuck.	197,734,671	99.75	502,885	0.25	198,237,556	75.43	11,348
11. To reappoint as a director of the Company Hugo Tudor.	197,565,687	99.66	683,102	0.34	198,248,789	75.43	115
12. To reappoint as a director of the Company Patrick Newberry.	197,615,942	99.68	632,847	0.32	198,248,789	75.43	115
13. To reappoint as a director of the Company Barbara Ridpath.	197,894,386	99.82	354,403	0.18	198,248,789	75.43	115

14. To reappoint as a director of the Company Finlay Williamson.	197,887,933	99.82	360,856	0.18	198,248,789	75.43	115
15. To reappoint as a director of the Company Graeme Yorston.	197,894,386	99.82	354,403	0.18	198,248,789	75.43	115
16. To reappoint KPMG LLP as auditors of the Company.	198,245,839	100.00	2,565	0.00	198,248,404	75.43	500
17. To authorise the directors to fix the remuneration of the auditors.	198,247,108	100.00	1,673	0.00	198,248,781	75.43	123
18. THAT the Board is generally and unconditionally authorised to allot shares in the Company.	198,233,611	99.99	14,207	0.01	198,247,818	75.43	1,086
19. THAT, the Board be authorised to disapply pre-emption rights on up to five percent of the issued share capital (excluding treasury shares).	198,210,499	99.98	37,706	0.02	198,248,205	75.43	699

20. THAT, the Board be authorised to disapply pre-emption rights on an additional five percent of the issued share capital (excluding treasury shares).	176,706,284	89.13	21,541,921	10.87	198,248,205	75.43	699
21. THAT the Company be authorised to make market purchases.	196,587,198	99.59	816,416	0.41	197,403,614	75.11	845,290
22. 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.	197,483,827	99.62	761,797	0.38	198,245,624	75.43	3,280
23. THAT, the Board be authorised to disapply pre-emption rights in relation to the issue of Additional Tier 1 Securities.	197,284,100	99.51	964,105	0.49	198,248,205	75.43	699

24. THAT a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.	192,606,519	97.15	5,642,374	2.85	198,248,893	75.43	11
25. THAT the Articles of Association of the Company shall be amended.	197,169,898	99.46	1,074,414	0.54	198,244,312	75.43	4,592

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 3, 16 and 17 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 262,814,164. This is the figure as at 13 February 2018 and excludes the number of ordinary shares held in treasury on the Register of Members as at that date.
- (e) Resolutions 1 to 18 (inclusive) and 22 were ordinary resolutions. Resolutions 19, 20, 21, 23, 24 and 25 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 and at the Company's website, 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 18 – 25) will shortly be available for inspection at the National Storage Mechanism at www.morningstar.co.uk/uk/NSM.