

FINAL TERMS

PROHIBITION OF SALES TO EEA RETAIL INVESTORS:

THE NOTES ARE NOT INTENDED TO BE OFFERED, SOLD OR OTHERWISE MADE AVAILABLE TO AND SHOULD NOT BE OFFERED, SOLD OR OTHERWISE MADE AVAILABLE TO ANY RETAIL INVESTOR IN THE EUROPEAN ECONOMIC AREA. FOR THESE PURPOSES, A RETAIL INVESTOR MEANS A PERSON WHO IS ONE (OR MORE) OF:

- (A) A RETAIL CLIENT AS DEFINED IN POINT (11) OF ARTICLE 4(1) OF DIRECTIVE 2014/65/EU, AS AMENDED ("MIFID II"); OR
- (B) A CUSTOMER WITHIN THE MEANING OF DIRECTIVE (EU) 2016/97, WHERE THAT CUSTOMER WOULD NOT QUALIFY AS A PROFESSIONAL CLIENT AS DEFINED IN POINT (10) OF ARTICLE 4(1) OF MIFID II.

CONSEQUENTLY NO KEY INFORMATION DOCUMENT REQUIRED BY REGULATION (EU) NO 1286/2014, AS AMENDED (THE "PRIIPS REGULATION") FOR OFFERING OR SELLING THE NOTES OR OTHERWISE MAKING THEM AVAILABLE TO RETAIL INVESTORS IN THE EUROPEAN ECONOMIC AREA HAS BEEN PREPARED AND THEREFORE OFFERING OR SELLING THE NOTES OR OTHERWISE MAKING THEM AVAILABLE TO ANY RETAIL INVESTOR IN THE EUROPEAN ECONOMIC AREA MAY BE UNLAWFUL UNDER THE PRIIPS REGULATION.

MIFID II PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ECPS ONLY TARGET MARKET:

SOLELY FOR THE PURPOSES OF EACH MANUFACTURER'S PRODUCT APPROVAL PROCESS, THE TARGET MARKET ASSESSMENT IN RESPECT OF THE NOTES HAS LED TO THE CONCLUSION THAT:

- (A) THE TARGET MARKET FOR THE NOTES IS ELIGIBLE COUNTERPARTIES (ECPS) AND PROFESSIONAL CLIENTS ONLY, EACH AS DEFINED IN MIFID II; AND
- (B) ALL CHANNELS FOR DISTRIBUTION OF THE NOTES TO ELIGIBLE COUNTERPARTIES AND PROFESSIONAL CLIENTS ARE APPROPRIATE.

ANY PERSON SUBSEQUENTLY OFFERING, SELLING OR RECOMMENDING THE NOTES (A "DISTRIBUTOR") SHOULD TAKE INTO CONSIDERATION THE MANUFACTURERS' TARGET MARKET ASSESSMENT; HOWEVER, A DISTRIBUTOR SUBJECT TO MIFID II IS RESPONSIBLE FOR UNDERTAKING ITS OWN TARGET MARKET ASSESSMENT IN RESPECT OF THE NOTES (BY EITHER ADOPTING OR REFINING THE MANUFACTURERS' TARGET MARKET ASSESSMENT) AND DETERMINING APPROPRIATE DISTRIBUTION CHANNELS.

Singapore Securities and Futures Act Product Classification – Solely for the purposes of its obligations pursuant to sections 309B(1)(a) and 309B(1)(c) of the Securities and Futures Act (Chapter 289 of Singapore) (the "SFA"), the Issuer has determined, and hereby notifies all relevant persons (as defined in Section 309A of the SFA) that the Notes are "prescribed capital markets products" (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018)

Final Terms dated 30 August 2019

CYBG PLC

Legal Entity Identifier (LEI): 213800ZK9VGCYYR6O495

Issue of £400,000,000 4.00 per cent. Fixed Rate Reset Callable Senior Notes due 2027
under the £10,000,000,000 Global Medium Term Note Programme

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions of the Notes (the "**Conditions**") set forth in the base prospectus dated 1 July 2019 and the supplemental base prospectus dated 31 July 2019 which together constitute a base prospectus (the "**Base Prospectus**") for the purposes of Directive 2003/71/EC, as amended and as implemented by any relevant implementing measure in the relevant Member State (the "**Prospectus Directive**"). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the Base Prospectus.

Full information on the Issuer and the offer of the Notes described herein is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus and these Final Terms have been 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>.

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| 1. | Issuer: | CYBG PLC |
| 2. | (i) Series Number: | 4 |
| | (ii) Tranche Number: | 1 |
| 3. | Specified Currency or Currencies: | Pounds Sterling ("£") |
| 4. | Aggregate Principal Amount: | £400,000,000 |
| 5. | Issue Price: | 99.589 per cent. of the Aggregate Principal Amount |
| 6. | (i) Specified Denominations: | £100,000 and integral multiples of £1,000 in excess thereof up to (and including) £199,000. No Notes in definitive form will be issued with a denomination above £199,000. |
| | (ii) Calculation Amount: | £1,000 |
| 7. | (i) Issue Date: | 3 September 2019 |
| | (ii) Interest Commencement Date: | Issue Date |
| 8. | Maturity Date: | 3 September 2027 |

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| 9. | Interest Basis: | Reset Notes

(see paragraph 15 below) |
| 10. | Redemption/Payment Basis: | Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their principal amount. |
| 11. | Change of Interest or Redemption/Payment Basis: | Not Applicable |
| 12. | Put/Call Options: | Issuer Call

(see paragraph 18 below) |
| 13. | (i) Status of the Notes: | Senior |
| | (ii) Senior Notes Waiver of Set-off: | Condition 3(C) (<i>Status</i>): Applicable |
| | (iii) Senior Notes Events of Default: | Condition 13(B) (<i>Events of Default</i>): Applicable |
| | (iv) Date Board approval for issuance of Notes obtained: | 28 November 2018 |

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

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| 14. | Fixed Rate Note Provisions | Not Applicable |
| 15. | Reset Note Provisions | Applicable |
| | (i) Initial Rate of Interest: | 4.00 per cent. per annum payable semi-annually in arrear on each Interest Payment Date |
| | (ii) Reset Rate: | A fixed rate equal to the 1 year Benchmark Gilt Rate (as calculated by the Calculation Agent) |
| | (iii) First Margin: | +3.75 per cent. per annum |
| | (iv) Subsequent Margin: | Not Applicable |
| | (v) Interest Payment Date(s): | 3 March and 3 September in each year up to (and including) the Maturity Date, commencing on 3 March 2020 |
| | (vi) Fixed Coupon Amount up to (but excluding) the First Reset Date: | £20 per Calculation Amount |

- (vii) Broken Amount(s): Not Applicable
- (viii) First Reset Date: 3 September 2026
- (ix) Subsequent Reset Date(s): Not Applicable
- (x) Reference Banks: The provisions of the Conditions apply
- (xi) Day Count Fraction: Actual/Actual (ICMA)
- (xii) Reset Determination Dates: The provisions of the Conditions apply
- (xix) Party responsible for calculating the Rate(s) of Interest and/or Interest Amount(s) (if not the Principal Paying Agent): Not Applicable

16. Floating Rate Note Provisions Not Applicable

17. Zero Coupon Note Provisions Not Applicable

PROVISIONS RELATING TO REDEMPTION

- 18. Call Option Applicable
 - (i) Optional Redemption Date(s) (Call): 3 September 2026 or any Interest Payment Date thereafter
 - (ii) Optional Redemption Amount (Call): £1,000 per Calculation Amount
 - (iii) Series redeemable in part: No
 - (iv) If redeemable in part:
 - (a) Minimum Redemption Amount: Not Applicable
 - (b) Maximum Redemption Amount: Not Applicable
 - (v) Notice period:
 - Minimum period: as per the Conditions
 - Maximum period: as per the Conditions
 - (vi) Optional Redemption Amount (Regulatory Event): Not Applicable
 - (vii) Loss Absorption Disqualification Call: Applicable
 - (a) Optional Redemption Amount (Loss): £1,000 per Calculation Amount

Absorption
Disqualification
Event):

(b) Full exclusion or Partial exclusion sufficient
partial exclusion
sufficient:

(viii) Early Redemption Amount £1,000 per Calculation Amount
(Tax):

19. Put Option Not Applicable
20. Final Redemption Amount: Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at £1,000 per Calculation Amount
21. Early Termination Amount: £1,000 per Calculation Amount
22. Redemption Amount for Zero Coupon Notes: Not Applicable

GENERAL PROVISIONS APPLICABLE TO THE NOTES

23. Form of Notes: Bearer Notes:
Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances described in the Permanent Global Note
24. New Global Note: No
25. New Safekeeping Structure: Not Applicable
26. Additional Financial Centre(s) or other special provisions relating to payment dates: Not Applicable
27. Talons for future Coupons to be attached to Definitive Notes: No

SIGNED on behalf of
CYBG PLC

By:

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Duly authorised



PART B – OTHER INFORMATION

1. LISTING

- (i) Listing and admission to trading: Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the Regulated Market of the London Stock Exchange with effect from 3 September 2019.
- (ii) Estimate of total expenses related to admission to trading: £4,725

2. RATINGS

Ratings: The Notes to be issued have been rated:

S&P Global Ratings Limited ("**Standard & Poor's**"): BBB-

Moody's Investors Service Ltd. ("**Moody's**"): Baa3

Fitch Ratings Limited ("**Fitch**"): BBB+

Each of Standard & Poor's, Fitch and Moody's is established in the European Economic Area (the "**EEA**") and is registered under Regulation (EC) No. 1060/2009 (as amended) (the "**CRA Regulation**"). As such, each of Standard & Poor's, Fitch and Moody's is included in the list of credit rating agencies published by the European Securities and Markets Authority on its website in accordance with the CRA Regulation.

3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE/OFFER

Save for any fees payable to the Managers, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer. The Managers and their respective affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business.

4. USE OF PROCEEDS

It is the Issuer's intention to use the net proceeds of the issue of the Notes issued by it for general corporate purposes of the Issuer and its subsidiaries, including the down-streaming of funds to Clydesdale Bank PLC.

5. YIELD

Indication of yield: For the period from (and including) the Issue Date to (but excluding) 3 September 2026, 4.068 per cent.

The indicative yield is calculated on a semi-annual basis at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

6. OPERATIONAL INFORMATION

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| (i) | CUSIP Number | Not Applicable |
| (ii) | ISIN: | XS2049149821 |
| (iii) | Common Code: | 204914982 |
| (iv) | CFI: | See the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN |
| (v) | FISN: | See the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN |
| (vi) | Any clearing system(s) other than Euroclear, Clearstream Luxembourg or DTC and the relevant identification number(s): | Not Applicable |
| (vii) | Delivery: | Delivery against payment |
| (viii) | Names and addresses of additional Paying Agent(s) (if any): | Not Applicable |
| (ix) | Intended to be held in a manner which would allow Eurosystem eligibility: | No. Whilst the designation is specified as "no" at the date of these Final Terms, should the Eurosystem eligibility criteria be amended in the future such that the Notes are capable of meeting them the Notes may then be deposited with one of the ICSDs as |

common safekeeper. Note that this does not necessarily mean that the Notes will then be recognised as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem at any time during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.

DISTRIBUTION

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| (i) | U.S. Selling Restrictions: | Reg. S Compliance Category 2; TEFRA D – Not Rule 144A Eligible |
| (ii) | Prohibition of Sales to EEA Retail Investors: | Applicable |
| (iii) | Method of distribution: | Syndicated |
| (iv) | If syndicated | |
| | (a) Names of Managers and underwriting commitments: | Lloyds Bank Corporate Markets plc: £100,000,000
Merrill Lynch International: £100,000,000
Morgan Stanley & Co. International plc: £100,000,000
NatWest Markets Plc: £100,000,000 |
| | (b) Stabilisation Manager(s) (if any): | Morgan Stanley & Co. International plc |
| (v) | If non-syndicated, name and address of Dealer: | Not Applicable |
| 8. | BENCHMARK REGULATION | Not Applicable |