

**SECOND SUPPLEMENT DATED 18 SEPTEMBER 2019
TO THE BASE PROSPECTUS DATED 1 JULY 2019**



CYBG PLC

(incorporated with limited liability in England and Wales)

CLYDESDALE BANK PLC

(incorporated with limited liability in Scotland)

£10,000,000,000

Global Medium Term Note Programme

CYBG PLC (the "**Company**") and Clydesdale Bank PLC (the "**Bank**" and, together with the Company, the "**Issuers**" and each an "**Issuer**"), have prepared this supplement dated 18 September 2019 (the "**Supplement**") to the base prospectus dated 1 July 2019, as supplemented by the supplement dated 31 July 2019 (together, the "**Base Prospectus**") with respect to the £10,000,000,000 Global Medium Term Note Programme of the Issuers (the "**Programme**"). This Supplement constitutes a supplement to the Base Prospectus for the purposes of Section 87G of the Financial Services and Markets Act 2000 (the "**FSMA**").

This Supplement has been approved by the United Kingdom Financial Conduct Authority (the "**FCA**"), which is the United Kingdom competent authority for the purposes of Directive 2003/71/EC, as amended (the "**Prospectus Directive**") and relevant implementing measures in the United Kingdom, as a base prospectus supplement issued in compliance with the Prospectus Directive and relevant implementing measures in the United Kingdom.

Terms defined in the Base Prospectus have the same meaning when used in this Supplement. This Supplement is supplemental to, and should be read in conjunction with, the Base Prospectus. A copy of this Supplement will be made available for inspection at the offices of each Issuer for so long as the Programme remains in existence. This Supplement will be 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>. This Supplement will also be available for viewing on the UK National Storage Mechanism at www.morningstar.co.uk/uk/nsm.

Each of the Issuers accepts responsibility for the information contained in this Supplement. To the best of the knowledge of the Issuer, the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

Purpose of this Supplement

The purpose of this Supplement is to incorporate by reference the CYBG September 2019 Announcement (as defined below), which was published via the RNS on 4 September 2019, to update the statement regarding legal proceedings on page 163 of the Base Prospectus and to update the no significant change

statement of the Issuers on page 163 of the Base Prospectus.

Documents Incorporated by Reference

By virtue of this Supplement the announcement entitled "CYBG PLC - increase in legacy PPI costs" (RNS Number 2690L) (the "**CYBG September 2019 Announcement**"), which was published by CYBG PLC via the RNS on 4 September 2019, shall be deemed to be incorporated in, and form part of, the Base Prospectus. A copy of the CYBG September 2019 Announcement can be obtained from the registered office of each Issuer.

If the CYBG September 2019 Announcement itself incorporates any information or other documents therein, either expressly or implicitly, such information or other documents will not form part of the Base Prospectus for the purposes of the Prospectus Directive.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Base Prospectus by this Supplement and (b) any other statement in or incorporated by reference into the Base Prospectus, the statements referred to in (a) above will prevail.

Save as disclosed in this Supplement, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus since the publication of the Base Prospectus.

Legal Proceedings

With effect from the date of this Supplement, the statement in paragraph 3 in the section "*Legal Proceedings*" on page 163 of the Base Prospectus shall be deleted and replaced with the following:

"Save as disclosed in relation to historic sales of PPI and IRHP in the sections entitled "Risk Factors — Risks relating to the Group — The Group is subject to risks associated with compliance with a wide range of laws and regulations" and "Risk Factors — Risks relating to the Group — The Group faces risks relating to complaints and redress issues from sales of historic financial products, which may not be covered by existing provisions" on pages 21 to 22 and 31 to 32, respectively, of the Base Prospectus and in the CYBG September 2019 Announcement, there are no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Issuers are aware), which may have or have had during the 12 months preceding the date of this Base Prospectus, a significant effect on the financial position or profitability of the Group or each of the Issuers and its respective subsidiaries."

No Significant Change Statement

With effect from the date of this Supplement, the statement in paragraph 4 in the section "*Significant/Material Change*" on page 163 of the Base Prospectus shall be deleted and replaced with the following:

"Save as disclosed in the CYBG September 2019 Announcement, there has been no significant change in the financial or trading position of the Group since 30 June 2019, being the date of the Company's last published interim financial information."