

**SECOND SUPPLEMENT DATED 30 NOVEMBER 2018  
TO THE BASE PROSPECTUS DATED 7 SEPTEMBER 2018**



**CYBG PLC**  
(incorporated with limited liability in England and Wales)

**£10,000,000,000**  
**Global Medium Term Note Programme**

CYBG PLC (the “Issuer”) has prepared this supplement (the “Supplement”) dated 30 November 2018 to the base prospectus dated 7 September 2018 relating to the Programme as supplemented by the first supplement to such base prospectus dated 11 September 2018 (as so supplemented, the “Base Prospectus”), which constitutes a supplement to the Base Prospectus for the purposes of Section 87G of the Financial Services and Markets Act 2000 (the “FSMA”) and is prepared in connection with the £10,000,000,000 Global Medium Term Note Programme (the “Programme”).

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 the 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>.

The Issuer 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.

The purpose of this Supplement is to:

- (1) incorporate by reference into the Base Prospectus the following (the “Information”):
  - a) the Issuer’s audited consolidated financial statements and the independent auditor’s audit report in respect of the year ended 30 September 2018, as set out on pages 172 to 243 (inclusive) of the Issuer’s Annual Report and Accounts 2018 (the “Annual Report and Accounts 2018”);
  - b) the following financial performance measures: (i) net interest margin (NIM) (ii) underlying return on tangible equity (RoTE) (iii) underlying cost to income ratio (CIR), and (iv) impairment charge to average customer loans (cost of risk), as set out on pages 36 and 246-247 (inclusive) of the Annual Report and Accounts 2018;

- c) the reconciliation of statutory to underlying results as set out on pages 34 and 42 of the Annual Report and Accounts 2018;
- d) the reconciliation of gross cost of risk and net cost of risk as set out on page 40 of the Annual Report and Accounts 2018;
- e) the Issuer's Announcement of its Preliminary Results 2018 released on 20 November 2018 (the "Preliminary Results Announcement 2018"); and
- f) the Issuer's Preliminary Financial Results presentation of 20 November 2018 (the "Preliminary Results Presentation 2018").

Copies of the Issuer's Annual Report and Accounts 2018, its Preliminary Results Announcement 2018 and its Preliminary Results Presentation 2018 can be viewed on the website of the Issuer at: <https://www.cybg.com/investor-centre/financial-results/>;

- (2) update the risk factor under clause 3.2 on page 65 of the Base Prospectus;
- (3) update the section entitled "Information on the Group" on page 149 of the Base Prospectus;
- (4) update the no significant/material change statement of the Issuer on page 172 of the Base Prospectus.

Any documents themselves incorporated by reference in the documents incorporated by reference in this Supplement shall not form part of this Supplement.

Copies of the documents incorporated by reference in this Supplement can be obtained from the registered office of the Issuer. In addition, copies of this document will be published on the website of the Regulatory News Service operated by the London Stock Exchange at [www.londonstockexchange.com/exchange/news/market-news/market-news-home.html](http://www.londonstockexchange.com/exchange/news/market-news/market-news-home.html). This document will also be available for viewing on the UK National Storage Mechanism ([www.morningstar.co.uk/uk/nsm](http://www.morningstar.co.uk/uk/nsm)).

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

## **SUPPLEMENT TO THE BASE PROSPECTUS**

With effect from the date of this Supplement, the Information shall be incorporated by reference in this Supplement and into the Base Prospectus.

With effect from the date of this Supplement, the second paragraph under the section "The prospect of Completion could cause disruptions in the businesses of the Group and/or the Virgin Money Group, which could have material adverse effects on their business, financial condition, results of operations and prospects, as well as on the business, financial condition, results of operations and prospects of the Combined Group" on page 65 of the Base Prospectus shall be supplemented with the following:

"On 15 October 2018, the Proposed Acquisition by the Issuer of Virgin Money was completed in accordance with its terms. No assurance can be given at this stage as to the impact of the combination

of the Issuer and Virgin Money on the Issuer and/or the Group and on their respective businesses, results of operations, credit ratings and/or financial condition more generally.”.

With effect from the date of this Supplement, the following paragraph shall be added to the section entitled “Information on the Group” on page 149 of the Base Prospectus after the paragraph on “Proposed Acquisition of Virgin Money”:

**“Completion of the Proposed Acquisition of Virgin Money**

On 15 October 2018, the Proposed Acquisition of Virgin Money by the Issuer was completed in accordance with its terms.”.

With effect from the date of this Supplement, the statement under the section “Significant/Material Change” on page 172 of the Base Prospectus shall be deleted and replaced with the following:

“There has been no material adverse change in the prospects of the Issuer or the Group since 30 September 2018, nor any significant change in the financial or trading position of the Issuer or the Group since 30 September 2018.”