

**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. 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 2020, the Strategic Report and the Reports of the Directors and the Auditor.	210,735,021	99.99	30,241	0.01	210,765,262	82.09	380,628
2. To consider and approve the Directors’ Remuneration Report for the year ended 30 September 2020, excluding the Directors’ Remuneration Policy.	202,448,059	98.01	4,110,792	1.99	206,558,851	80.46	4,587,039
3. To declare a final dividend of 14.4 pence per ordinary share payable to holders of ordinary shares registered at the close of business on 29 January 2021.	211,145,420	100.00	0	0.00	211,145,420	82.24	471
4. To appoint Peter Hill as a director of the Company.	211,134,324	100.00	7,710	0.00	211,142,034	82.24	3,857

5. To appoint Alison Morris as a director of the Company.	211,134,824	100.00	7,210	0.00	211,142,034	82.24	3,857
6. To reappoint Fiona Clutterbuck as a director of the Company.	210,806,872	99.86	299,011	0.14	211,105,883	82.23	40,008
7. To reappoint Nigel Terrington as a director of the Company.	210,837,890	99.91	198,789	0.09	211,036,679	82.20	109,212
8. To reappoint Richard Woodman as a director of the Company.	210,225,974	99.57	916,080	0.43	211,142,054	82.24	3,837
9. To reappoint Barbara Ridpath as a director of the Company.	210,843,705	99.86	298,249	0.14	211,141,954	82.24	3,937
10. To reappoint Hugo Tudor as a director of the Company.	210,844,455	99.86	297,599	0.14	211,142,054	82.24	3,837
11. To reappoint Graeme Yorston as a director of the Company.	210,843,175	99.86	298,879	0.14	211,142,054	82.24	3,837
12. To reappoint KPMG LLP as auditor of the Company, to hold office from the conclusion of this meeting until the conclusion of the next general meeting at which Accounts are laid before the members.	211,134,320	100.00	9,806	0.00	211,144,126	82.24	1,765

13. To authorise the directors to fix the remuneration of the auditor.	211,135,398	100.00	8,426	0.00	211,143,824	82.24	2,067
14. To authorise political donations and political expenditure.	208,492,835	99.69	642,046	0.31	209,134,881	81.46	2,008,010
15. THAT the Board is generally and unconditionally authorised to allot shares in the Company.	210,348,001	99.63	788,270	0.37	211,136,271	82.24	5,970
16. THAT, the Board be authorised to disapply pre-emption rights on up to five percent of the issued share capital (excluding treasury shares).	211,044,884	99.96	93,276	0.04	211,138,160	82.24	4,731
17. THAT, the Board be authorised to disapply pre-emption rights on an additional five percent of the issued share capital (excluding treasury shares).	194,485,014	92.11	16,650,355	7.89	211,135,369	82.24	7,521
18. THAT the Company is generally and unconditionally authorised to make market purchases.	210,762,138	99.94	116,052	0.06	210,878,190	82.14	267,700

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.	211,050,222	99.96	87,233	0.04	211,137,455	82.24	5,435
20. THAT, the Board be authorised to disapply pre-emption rights in relation to the issue of Additional Tier 1 Securities.	210,979,561	99.93	143,659	0.07	211,123,220	82.23	19,670
21. THAT a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.	206,680,942	97.89	4,463,874	2.11	211,144,816	82.24	1,075
22. THAT the articles of association be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association.	210,491,581	99.71	610,036	0.29	211,101,617	82.23	41,274

23. THAT the Company and its subsidiaries be authorised to apply a ratio of the variable to fixed components of remuneration for those individuals who are classified as Remuneration Code Staff of up to 2:1.	210,822,471	99.88	256,434	0.12	211,078,905	82.22	66,985
--	-------------	-------	---------	------	-------------	-------	--------

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 Company's website, www.paragonbankinggroup.co.uk and at the National Storage Mechanism, <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>.

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 14 – 23) will shortly be available for inspection at the National Storage Mechanism, <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>.

Enquiries:

Carolyn Sharpe – Senior Assistant Company Secretary
07984 810427

24 February 2021

Notes:

- (a) The votes "For" include those votes giving the Chair of the Board discretion.
- (b) A vote "Withheld" is not counted towards the votes cast "For" or "Against" a resolution.
- (c) For resolutions 4, 5, 12 and 13 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 256,735,396. This is the figure as at 22 February 2021 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) were ordinary resolutions. Resolutions 16 to 22 (inclusive) were special resolutions. Resolution 23 was subject to special procedural rules.