

**The Paragon Group of Companies PLC:
Result of Annual General Meeting – 9 February 2017**

The Annual General Meeting (“AGM”) of The Paragon Group of Companies PLC 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 2016, the Strategic Report and the Reports of the Directors and the Auditors.	198,542,356	97.40	5,294,551	2.60	203,836,907	73.59	1,403,082
2. To consider and approve the Directors’ Remuneration Report for the year ended 30 September 2016, excluding the Directors’ Remuneration Policy.	202,523,512	99.13	1,772,831	0.87	204,296,343	73.75	943,646
3. To consider and approve the Directors’ Remuneration Policy, to take effect from the date of this AGM.	195,090,537	95.06	10,145,210	4.94	205,235,747	74.09	4,242

4. To declare a final dividend of 9.2p per share.	205,234,408	100.00	4,581	0.00	205,238,989	74.10	1,000
5. To reappoint as a director of the Company Mr R G Dench.	196,003,873	96.15	7,844,152	3.85	203,848,025	73.59	1,391,964
6. To reappoint as a director of the Company Mr N S Terrington.	194,839,883	94.93	10,397,353	5.07	205,237,236	74.09	2,753
7. To reappoint as a director of the Company Mr R J Woodman.	202,476,925	98.66	2,760,311	1.34	205,237,236	74.09	2,753
8. To reappoint as a director of the Company Mr J A Heron.	202,467,934	98.65	2,768,262	1.35	205,236,196	74.09	3,793
9. To reappoint as a director of the Company Mr A K Fletcher.	200,194,597	97.54	5,042,754	2.46	205,237,351	74.09	2,638
10. To reappoint as a director of the Company Mr P J N Hartill.	204,779,933	99.78	458,016	0.22	205,237,949	74.09	2,040
11. To reappoint as a director of the Company Ms F J Clutterbuck.	204,939,627	99.85	299,362	0.15	205,238,989	74.10	1,000
12. To reappoint as a director of the Company Mr H R Tudor.	203,600,163	99.20	1,638,826	0.80	205,238,989	74.10	1,000

13. To reappoint KPMG LLP as auditors.	205,231,504	100.00	6,985	0.00	205,238,489	74.10	1,500
14. To authorise the directors to fix the remuneration of the auditors.	205,182,245	99.97	56,642	0.03	205,238,887	74.10	1,102
15. THAT the amendments to the rules of the Paragon Performance Share Plan 2013 be approved and the Board be authorised to adopt those amendments.	205,129,910	99.97	65,363	0.03	205,195,273	74.08	44,716
16. THAT the Board is generally and unconditionally authorised to allot shares in the Company.	203,519,541	99.16	1,718,833	0.84	205,238,374	74.10	1,615
17. THAT, the Board be authorised to disapply pre-emption rights on up to five percent of the issued share capital (excluding treasury shares).	205,162,918	99.97	67,298	0.03	205,230,216	74.09	9,773

18. THAT, the Board be authorised to disapply pre-emption rights on an additional five percent of the issued share capital (excluding treasury shares).	183,664,823	89.49	21,564,093	10.51	205,228,916	74.09	11,073
19. THAT the Company is generally and unconditionally authorised to make market purchases.	203,570,555	99.20	1,645,224	0.80	205,215,779	74.09	24,210
20. 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.	203,930,361	99.37	1,301,955	0.63	205,232,316	74.09	7,673
21. THAT, the Board be authorised to disapply pre-emption rights in relation to the issue of Additional Tier 1 Securities.	203,875,992	99.34	1,357,260	0.66	205,233,252	74.09	6,737

22. THAT a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.	199,829,546	97.36	5,408,296	2.64	205,237,842	74.09	2,147
23. THAT Paragon Bank PLC be authorised to remove the ratio to the fixed and variable components of remuneration for those individuals classified as Material Risk Takers.	202,600,894	98.73	2,608,139	1.27	205,209,033	74.08	30,956

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) The issued share capital figure used to calculate the percentage voted is 276,993,241. This is the figure as at 7 February 2017 and excludes the number of ordinary shares held in treasury on the Register of Members as at that date.
- (d) Resolutions 1 to 16 (inclusive) and 20 were ordinary resolutions. Resolutions 17, 18, 19, 21 and 22 were special resolutions and resolution 23 was a 'shareholders' resolution. Resolution 23 was subject to special procedural rules. Shares representing (in person or by proxy) more than 50% of the total voting rights were cast at the AGM and in this circumstances the resolution required 66% or more of the represented shareholders voting in favour.