

Form of Proxy - Annual General Meeting to be held on 14 February 2019



Cast your Proxy online...It's fast, easy and secure!
www.investorcentre.co.uk/eproxy

You will be asked to enter the Control Number, Shareholder Reference Number (SRN) and PIN shown opposite and agree to certain terms and conditions.

Control Number: 915421

SRN:

PIN:



View the Annual Report and Notice of Meeting online: **www.paragonbankinggroup.co.uk**

Register at **www.investorcentre.co.uk** - elect for electronic communications & manage your shareholding online!

**To be effective, all proxy appointments must be lodged with the Company's Registrars at:
Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY by 12 February 2019 at 9.00am.**

Explanatory Notes:

- Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder, as his/her proxy to exercise all or any of his/her rights, to attend, speak and vote on their behalf at the meeting. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided (see reverse). If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. If returned without an indication as to how the proxy shall vote on any particular matter, the proxy will exercise his/her discretion as to whether, and if so how, he/she votes (or if this proxy form has been issued in respect of a designated account for a shareholder, the proxy will exercise his/her discretion as to whether, and if so how, he/she votes).
- To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the Registrars' helpline on 0370 707 1244 or you may photocopy this form. Please indicate in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by marking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
- The 'Vote Withheld' option overleaf is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
- Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at close of business on the day which is two days before the day of the meeting. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
- To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID number 3RA50) not later than 48 hours before the time appointed for holding the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
- The above is how your address appears on the Register of Members. If this information is incorrect please ring the Registrars' helpline on 0370 707 1244 to request a change of address form or go to www.investorcentre.co.uk to use the online Investor Centre service.
- Any alterations made to this form should be initialled.
- The completion and return of this form will not preclude a member from attending the meeting and voting in person.

Kindly Note: This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different: (i) account holders; or (ii) uniquely designated accounts. The Company and Computershare Investor Services PLC accept no liability for any instruction that does not comply with these conditions.

All Named Holders

Form of Proxy

Please complete this box only if you wish to appoint a third party proxy other than the Chairman.
Please leave this box blank if you want to select the Chairman. Do not insert your own name(s).

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I/we hereby appoint the Chairman of the Meeting OR the person indicated in the box above as my/our proxy to attend, speak and vote in respect of my/our full voting entitlement* on my/our behalf at the Annual General Meeting of Paragon Banking Group PLC to be held at **the offices of Jefferies International Limited at Vintners Place, 68 Upper Thames Street, London, EC4V 3BJ** on **14 February 2019** at **9.00am**, and at any adjourned meeting.

* For the appointment of more than one proxy, please refer to Explanatory Note 2 (see front).

☐ Please mark here to indicate that this proxy appointment is one of multiple appointments being made.

Please use a **black** pen. Mark with an **X** inside the box as shown in this example.



Ordinary Resolutions	For	Against	Vote Withheld
1. To receive and consider the Company's Annual Report and Accounts for the year ended 30 September 2018, the Strategic Report and the Reports of the Directors and the Auditors.	☐	☐	☐
2. To consider and approve the Directors' Remuneration Report (excluding the Directors' Remuneration Policy), for the year ended 30 September 2018.	☐	☐	☐
3. To declare a final dividend of 13.9 pence per ordinary share.	☐	☐	☐
4. To reappoint as a director of the Company Fiona Clutterbuck.	☐	☐	☐
5. To reappoint as a director of the Company Nigel Terrington.	☐	☐	☐
6. To reappoint as a director of the Company Richard Woodman.	☐	☐	☐
7. To reappoint as a director of the Company John Heron.	☐	☐	☐
8. To reappoint as a director of the Company Peter Hartill.	☐	☐	☐
9. To reappoint as a director of the Company Hugo Tudor.	☐	☐	☐
10. To reappoint as a director of the Company Barbara Ridpath.	☐	☐	☐
11. To reappoint as a director of the Company Finlay Williamson.	☐	☐	☐

	For	Against	Vote Withheld
12. To reappoint as a director of the Company Graeme Yorston.	☐	☐	☐
13. To reappoint KPMG LLP as auditors of the Company.	☐	☐	☐
14. To authorise the directors to fix the remuneration of the auditors.	☐	☐	☐
15. THAT the Board is generally and unconditionally authorised to allot shares in the Company.	☐	☐	☐
Special Resolutions			
16. THAT, the Board be authorised to disapply pre-emption rights on up to five percent of the issued share capital (excluding treasury shares).	☐	☐	☐
17. THAT, the Board be authorised to disapply pre-emption rights on an additional five percent of the issued share capital (excluding treasury shares).	☐	☐	☐
18. THAT the Company is generally and unconditionally authorised to make market purchases.	☐	☐	☐
Ordinary Resolution			
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.	☐	☐	☐
Special Resolution			
20. THAT, the Board be authorised to disapply pre-emption rights in relation to the issue of Additional Tier 1 Securities.	☐	☐	☐
Ordinary Resolution			
21. To approve the Paragon Sharesave Plan 2019.	☐	☐	☐
Special Resolution			
22. THAT a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.	☐	☐	☐

I/we instruct my/our proxy as indicated on this form. Unless otherwise instructed the proxy may vote as he or she sees fit or abstain in relation to any business of the meeting.

Signature

Date

DD / MM / YY

In the case of a corporation, this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director, secretary).