

Form of Proxy - Annual General Meeting to be held on 24 February 2021



Cast your Proxy online...It's fast, easy and secure!

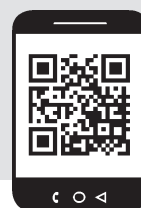
www.investorcentre.co.uk/eproxy

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: 916895

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 22 February 2021 at 9.00am.**

Explanatory Notes:

- In light of the COVID-19 pandemic and in response to the UK Government's restrictions on public gatherings and travel, the arrangements and format of this year's AGM will differ from previous years. In the interest of the health and safety of our employees, shareholders and other stakeholders, this year's AGM will take place as a closed meeting and shareholders should therefore not attend the AGM in person. All shareholders are encouraged to vote by way of proxy via a designated voting platform. You should appoint the Chair of the Meeting as your proxy (any other proxy will not be allowed to attend the meeting unless it is for the purpose of forming the quorum). Should the government relax the restrictions on public gatherings and travel, or other measures prior to the AGM, alternative arrangements will be considered. Shareholders are therefore advised to check the Company's website for up-to-date information in relation to the AGM.
- The 'Vote Withheld' option overleaf is provided to enable you to withhold your vote 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 the close of business on 22 February 2021. 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 9.00am on 22 February 2021. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp 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 Registrar's 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.

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

If you would like to raise a question relating to the business of the Meeting, please provide your question below:

[illegible]

Responses to questions will be made available after the AGM on the Company website: www.paragonbankinggroup.co.uk

I/We hereby appoint the Chair of the Meeting to vote in respect of my/our full voting entitlement on my/our behalf at the Annual General Meeting of Paragon Banking Group PLC on 24 February 2021 at 9.00 am, and at any adjourned meeting.

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



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.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.	To consider and approve the Directors' Remuneration Report for the year ended 30 September 2020, excluding the Directors' Remuneration Policy.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.	To appoint Peter Hill as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.	To appoint Alison Morris as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.	To reappoint Fiona Clutterbuck as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7.	To reappoint Nigel Terrington as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8.	To reappoint Richard Woodman as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9.	To reappoint Barbara Ridpath as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10.	To reappoint Hugo Tudor as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11.	To reappoint Graeme Yorston as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

	For	Against	Vote Withheld
13. To authorise the directors to fix the remuneration of the auditor.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. To authorise political donations and political expenditure.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15. THAT the Board is generally and unconditionally authorised to allot shares in the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
17. THAT, the Board be authorised to disapply pre-emption rights on an additional five percent of the issued share capital (excluding treasury shares).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
18. THAT the Company is generally and unconditionally authorised to make market purchases.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
20. THAT, the Board be authorised to disapply pre-emption rights in relation to the issue of Additional Tier 1 Securities.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
21. THAT a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Special Procedural Rules			
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.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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.

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).

