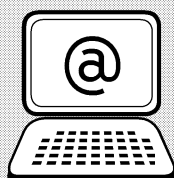


Form of Proxy - Annual General Meeting to be held on 1 March 2023



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: 918248

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 27 February 2023 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 their proxy to exercise all or any of their rights, to attend, speak and vote on their behalf at the meeting. If you wish to appoint a person other than the Chair, 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 (see reverse) 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 their discretion as to whether, and if so how, they vote (or if this proxy form has been issued in respect of a designated account for a shareholder, the proxy will exercise their discretion as to whether, and if so how, they vote).
- 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 Chair of Meeting.
Please leave this box blank if you want to select the Chair of Meeting. Do not insert your own name(s).

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I/we hereby appoint the Chair 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 **UBS AG London Branch 5 Broadgate London EC2M 2QS on 1 March 2023 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	Vote		
	For	Against	Withheld
1. To receive and consider the Company's Annual Report and Accounts for the year ended 30 September 2022, the Strategic Report and the Reports of the Directors and the Auditor.	☐	☐	☐
2. To consider and approve the Directors' Remuneration Report for the year ended 30 September 2022, excluding the Directors' Remuneration Policy.	☐	☐	☐
3. To consider and approve the Directors' Remuneration Policy, to take effect from 1 October 2022.	☐	☐	☐
4. To declare a final dividend of 19.2 pence per ordinary share payable to holders of ordinary shares registered at the close of business on 3 February 2023.	☐	☐	☐
5. To appoint Robert East as a director of the Company.	☐	☐	☐
6. To appoint Tanvi Davda as a director of the Company.	☐	☐	☐
7. To reappoint Nigel Terrington as a director of the Company.	☐	☐	☐
8. To reappoint Richard Woodman as a director of the Company.	☐	☐	☐
9. To reappoint Peter Hill as a director of the Company.	☐	☐	☐
10. To reappoint Alison Morris as a director of the Company.	☐	☐	☐
11. To reappoint Barbara Ridpath as a director of the Company.	☐	☐	☐
12. To reappoint Hugo Tudor as a director of the Company.	☐	☐	☐
13. To reappoint Graeme Yorston as a director of the Company.	☐	☐	☐

	Vote		
	For	Against	Withheld
14. 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.	☐	☐	☐
15. To authorise the directors to fix the remuneration of the auditor.	☐	☐	☐
16. To authorise political donations and political expenditure.	☐	☐	☐
17. THAT the rules of the Paragon Performance Share Plan 2023 (the "PSP") be approved and to authorise the Directors of the Company to do all acts necessary to put this resolution into effect.	☐	☐	☐
18. THAT the rules of the Paragon Deferred Share Bonus Plan 2023 (the "DSBP") be approved and to authorise the Directors of the Company to do all acts necessary to put this resolution into effect.	☐	☐	☐
19. THAT the Board is generally and unconditionally authorised to allot shares in the Company.	☐	☐	☐
Special Resolutions			
20. THAT, subject to the passing of Resolution 19, the Board be authorised to disapply pre-emption rights on up to five percent of the issued share capital (excluding treasury shares).	☐	☐	☐
21. THAT, subject to the passing of Resolution 19, the Board be authorised to disapply pre-emption rights on an additional five percent of the issued share capital (excluding treasury shares).	☐	☐	☐
22. THAT the Company is generally and unconditionally authorised to make market purchases.	☐	☐	☐
23. 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.	☐	☐	☐
24. THAT, subject to the passing of Resolution 23, the Board be authorised to disapply pre-emption rights in relation to the issue of Additional Tier 1 Securities.	☐	☐	☐
25. THAT a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.	☐	☐	☐
26. THAT, subject to the confirmation of the Court, the capital redemption reserve of the Company be cancelled.	☐	☐	☐

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).

