

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

If you are in any doubt about the contents of this document, or as to what action you should take, it is recommended that you seek your own independent financial advice from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000 (as amended).

If you have sold or transferred all of your shares in OSB GROUP PLC, please forward this document together with the accompanying Form of Proxy as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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## **OSB GROUP PLC**

*(a public limited company incorporated and registered in England and Wales under the Companies Act 2006 with registered number 11976839)*

**Recommended proposal for a reduction of the nominal value of OSB GROUP PLC ordinary shares from three-hundred and four (304) pence each to one (1) penny each**

**and**

**Notice of General Meeting**

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This document should be read as a whole. Your attention is drawn to the Letter from the Chairman of OSB Group which is set out in Part III of this document and includes a recommendation that you vote in favour of the Resolution to be proposed at the General Meeting referred to below.

Notice of a General Meeting of the Company to be held virtually at 1.00 p.m. on 28 January 2021 is set out in Part IV of this document. A Form of Proxy for use at the General Meeting is enclosed with this document.

As a result of the constantly evolving COVID-19 situation and the Government's restrictions and guidance on, amongst other things, social contact, public gatherings and non-essential travel, the General Meeting will be held virtually in accordance with the provisions of CIGA and there will be no physical meeting for Shareholders to attend. In order to vote at the General Meeting, Shareholders are required to complete, sign and return the Form of Proxy appointing the Chairman as proxy in accordance with the instructions printed thereon. To be valid, the Form of Proxy must be completed and returned as soon as possible and in any event so as to be received by the Registrar, Equiniti Limited, by no later than 1.00 p.m. on 26 January 2021 (or if the General Meeting is adjourned, not later than 48 hours before the time appointed for the adjourned meeting). You can return your Form of Proxy by post to Equiniti Limited at Equiniti, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA.

If you hold your shares in CREST, you may appoint the Chairman as proxy through the CREST electronic proxy appointment service by completing and transmitting a CREST Proxy Instruction to the Registrar, Equiniti (under CREST participant ID RA19) as soon as possible and so that it is received by no later than 1.00 p.m. on 26 January 2021. If you would like to submit your proxy vote electronically, you can do so by visiting [www.sharevote.co.uk](http://www.sharevote.co.uk). You will need to enter the Voting ID, Task ID and Shareholder Reference Number printed on the Form of Proxy and follow the online instructions. The deadline for receipt of electronic proxies is 1.00 p.m. on 26 January 2021.

**GIVEN THE CONSTANTLY EVOLVING SITUATION RELATING TO THE COVID-19 PANDEMIC REGARDING LOCKDOWNS AND CONTINUED OR FURTHER GOVERNMENT RESTRICTIONS ON SOCIAL CONTACT, PUBLIC GATHERINGS AND NON-ESSENTIAL TRAVEL, THE GENERAL MEETING WILL BE HELD VIRTUALLY. SHAREHOLDERS CANNOT ATTEND THE GENERAL MEETING IN PERSON AND, IN ORDER TO VOTE, SHAREHOLDERS ARE REQUIRED TO APPOINT THE CHAIRMAN OF THE GENERAL MEETING AS PROXY BY THE RELEVANT TIME.**

As Shareholders will not be able to physically attend the General Meeting, in order to vote they are required to appoint the Chairman of the General Meeting as proxy and provide voting instructions in advance of the General Meeting instead. It is essential that the Chairman of the General Meeting is appointed as proxy as this will ensure that votes on the business of the General Meeting are cast on such Shareholder's behalf. Voting will only be conducted by proxy. If a Shareholder appoints any individual other than the Chairman as proxy, that individual will not be able to attend the General Meeting and such Shareholder will not have their voting instructions taken into account at the General Meeting.

Shareholders will be able to use a video conferencing facility to allow them to view and listen to the proceedings at the General Meeting. Shareholders wishing to use the video conferencing facility should contact the Company by sending an e-mail to [company.secretariat@osb.co.uk](mailto:company.secretariat@osb.co.uk) no later than 1.00 p.m. on 26 January 2021 asking for the relevant details. Shareholders will not be permitted to ask questions during the General Meeting. However, Shareholders are invited to submit questions relating to the business to be dealt with at the General Meeting by e-mail to [company.secretariat@osb.co.uk](mailto:company.secretariat@osb.co.uk) no later than 1.00 p.m. on 26 January 2021. The Company will endeavour to answer these questions at the General Meeting so far as is practicable.

The Company is taking these precautionary measures, in accordance with CIGA, to make the General Meeting as safe and efficient as possible.

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## PART I: EXPECTED TIMETABLE OF PRINCIPAL EVENTS

PRINCIPAL EVENTS	TIME AND DATE
Publication of this document	11 January 2021
Latest time and date for receipt of Forms of Proxy or CREST Proxy Instruction for the General Meeting	1.00 p.m. 26 January 2021 <sup>1</sup>
General Meeting	1.00 p.m. 28 January 2021
Expected date for the directions hearing for the Court to consider the Capital Reduction application	10 February 2021
Expected date for the Court Hearing to confirm the Capital Reduction	23 February 2021
Expected date that the Capital Reduction becomes effective	2 March 2021

### Notes

1. The times and dates set out in this timetable and throughout this document that fall after the date of publication of this document are based on the Company's current expectations and are subject to change. The times and dates are indicative only and will depend, among other things, on the date upon which the Court confirms the Capital Reduction. The provisional final hearing date is subject to change and dependent on the Court's timetable.
2. The timetable assumes that there is no adjournment of the General Meeting. If the scheduled date for the General Meeting changes, the revised date and/or time will be notified to Shareholders by an announcement made by the Company through a Regulatory Information Service (as defined in the Financial Conduct Authority's Listing Rules).
3. All times shown are London times unless otherwise stated.

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<sup>1</sup> The Form of Proxy for the General Meeting must be lodged before 1.00 p.m. on 26 January 2021 in order for them to be valid, or, if the General Meeting is adjourned, not later than 48 hours before the time appointed for the holding of the adjourned meeting. Forms of Proxy not lodged by the date and time set out above will be invalid.

## PART II: DEFINITIONS

The following definitions apply throughout this document and the accompanying Form of Proxy unless the context otherwise requires:

<b>Board or Directors</b>	the directors of the Company or any duly appointed committee thereof;
<b>Business Day</b>	a day (other than a Saturday, Sunday or public holiday in England) on which banks are generally open for business in London other than solely for trading and settlement in Euro;
<b>Capital Reduction</b>	the proposed reduction of the nominal value of the OSB Group Shares from three-hundred and four (304) pence each to one (1) penny each, pursuant to the Resolution as set out in the Notice of General Meeting;
<b>CIGA</b>	the Corporate Insolvency and Governance Act 2020;
<b>Companies Act</b>	Companies Act 2006;
<b>Company or OSB Group</b>	OSB GROUP PLC, a public limited company incorporated in England and Wales with registered number 11976839;
<b>Court</b>	the High Court of Justice in England and Wales;
<b>Court Hearing</b>	the hearing by the Court to confirm the Capital Reduction;
<b>Court Order</b>	the order of the Court confirming the Capital Reduction;
<b>CREST</b>	the relevant system (as defined in the Regulations) in respect of which Euroclear UK & Ireland Limited is the Operator (as defined in those Regulations) in accordance with which securities may be held and transferred in uncertificated form;
<b>CREST Manual</b>	the rules governing the operation of CREST;
<b>CREST Proxy Instruction</b>	a properly authenticated CREST message appointing and instructing a proxy submitted in accordance with procedures described in the CREST Manual;
<b>CRR</b>	Capital Requirements Regulation (Regulation (EU) No. 575/2013) as it forms part of UK domestic law pursuant to the European Union (Withdrawal) Act 2018;
<b>Form of Proxy</b>	the form of proxy for use at the General Meeting enclosed with this document;
<b>General Meeting</b>	the general meeting of the Company to be held at 1.00 p.m. on 28 January 2021, notice of which is set out in Part IV of this document and including any adjournment(s) thereof;
<b>Group</b>	the Company and its subsidiaries and subsidiary undertakings (in each case as defined in the Companies Act);
<b>Latest Practicable Date</b>	means 7 January 2021, being the latest practicable date prior to the publication of this document;
<b>Notice of General Meeting</b>	the notice of General Meeting set out in Part IV of this document;
<b>OSB Group Shares</b>	ordinary shares of, prior to the Capital Reduction, three-hundred and four (304) pence each in the capital of the Company;

<b>PRA</b>	Prudential Regulation Authority (as defined in the Financial Services and Markets Act 2000) or its successor from time to time;
<b>Registrar</b>	Equiniti Limited;
<b>Regulations</b>	Uncertified Securities Regulations 2001 (SI 2001/3755) as amended;
<b>Resolution</b>	the special resolution to approve the Capital Reduction to be proposed at the General Meeting which is set out in full in the Notice of General Meeting;
<b>Shareholders</b>	holders of OSB Group Shares from time to time;
<b>UK or United Kingdom</b>	the United Kingdom of Great Britain and Northern Ireland.

## PART III: LETTER FROM THE CHAIRMAN



*OSB Group Directors:*

David Weymouth  
Graham Allatt  
Andrew Golding  
Noël Harwerth  
Sarah Hedger  
Rajan Kapoor  
Mary McNamara  
April Talintyre

*Registered Office:*

OSB House  
Quayside  
Chatham Maritime  
Kent  
ME4 4QZ

11 January 2021

To all Shareholders

Dear Shareholder,

### PROPOSED CAPITAL REDUCTION

#### 1 Introduction

I am writing to provide you with details of a proposal to create distributable reserves for the Company. The Company currently has no distributable reserves and is therefore unable to pay dividends or other distributions to Shareholders unless it first receives dividends or other distributions from its operating subsidiary, OneSavings Bank plc.

Accordingly, your approval is being sought to carry out a reduction of the nominal value of the OSB Group Shares from three-hundred and four (304) pence per OSB Group Share to one (1) penny per OSB Group Share. This reduction will create the required distributable reserves but does not affect the economic value of the Group and should not have any impact on the market value of the OSB Group Shares.

The Capital Reduction is conditional upon, amongst other things:

- (a) the Resolution having been passed by Shareholders to approve the Capital Reduction;
- (b) the confirmation of the Capital Reduction by the Court at the Court Hearing;
- (c) a copy of the Court Order having been delivered to the Registrar of Companies and registered by them; and
- (d) the PRA having been notified of, and having approved or having been deemed to have approved, in accordance with the relevant applicable law or regulation (to the extent such notification, approval (or deemed approval) is required by the relevant applicable law or regulation and has not been withdrawn or deemed withdrawn), the Capital Reduction under Article 78(1) of the CRR.

Part IV of this document contains a Notice of General Meeting convening the General Meeting to be held virtually at 1.00 p.m. on 28 January 2021.

**The purpose of this document is to provide you with information about the Capital Reduction and to explain why the Board considers the Capital Reduction to be in the best interests of the Company and its Shareholders as a whole. The Board unanimously recommends that you vote in favour of the Resolution to be proposed at the General Meeting. Shareholders should note that, unless the Resolution is approved at the General Meeting (and the Court subsequently confirms the Capital Reduction), the Capital Reduction will not take place.**

Part II of this document contains definitions of words and terms that have been used throughout it. Please refer to Part II as you review the documentation.

## **2 Background to, and reasons for, the Capital Reduction**

In April 2020, the Board took the prudent decision to cancel the final dividend for 2019 in order to help serve the needs of businesses and households through the extraordinary challenges presented by COVID-19.

The Group has delivered strong financial and operational performance in the nine months to 30 September 2020 and continues to maintain capital significantly in excess of regulatory capital requirements. In view of this, the Board announced in November 2020 its aspiration to resume payment of dividends. Any decision by the Board to pay a dividend will take into account the Group's financial results for 2020 and the outlook for 2021 and beyond and, although not strictly applicable to the Company, have regard to the PRA's statements on capital distributions by large UK banks.

Under the Companies Act, distributions to Shareholders can only be made out of profits available for that purpose as shown in the Company's accounts (these are known as distributable reserves). Pursuant to the implementation of a scheme of arrangement approved by OneSavings Bank plc shareholders and the Court, the Company became the new holding company of the Group on 27 November 2020. The Company currently has no distributable reserves and is therefore unable to make distributions to its Shareholders, including any payment of dividends, until such time as distributable reserves have been created or arise in the Company.

In the absence of a Capital Reduction, the Company is reliant upon the receipt of dividends and other distributions from its operating subsidiary and companies in which it has an investment in order to give rise to the distributable reserves needed to make dividend payments. Although the Company is confident in its ability to rely on such upstreamed distributions, there are a number of advantages to implementing the Capital Reduction as a means of creating distributable reserves to support future dividend payments to Shareholders.

Firstly, the payment of dividends or other distributions to the Company by its subsidiary or companies in which it has an investment cannot be guaranteed and is subject to restrictions, including the need to maintain sufficient capital to meet regulatory requirements and the existence of distributable reserves and cash in those entities making the payment. In addition, the Capital Reduction would avoid the need for the Company to receive dividends or other distributions before it makes the decision to pay a dividend to Shareholders. This eliminates the risk of capital being trapped at the holding company level and, therefore, being unavailable for use elsewhere in the Group, for example, to support new loans or absorb unforeseen losses. The Capital Reduction also affords the Company greater flexibility when issuing new shares to satisfy its outstanding share plan obligations as, without a reduction of the nominal value of the OSB Group Shares, the Company would only be able to issue new shares where the option price exceeded £3.04.

In light of this, the Board believes that it is an appropriate time to undertake the Capital Reduction.

## **3 Proposed Capital Reduction**

The Company is proposing to reduce its issued share capital by cancelling and extinguishing capital of three-hundred and three (303) pence on each OSB Group Share and reducing the nominal value of each OSB Group Share from three-hundred and four (304) pence each to one (1) penny each in accordance with the Companies Act.

The reserves arising as a result of the Capital Reduction, expected to be approximately £1,355,357,723.40, will, subject to any arrangements required for the protection of creditors and any direction given by the Court in confirming the Capital Reduction, amount to distributable reserves for the purposes of the Companies Act and these reserves will be available to enable the Company to pay dividends and other distributions to Shareholders in the future.

The Directors reserve the right to elect not to proceed with the Capital Reduction if the Directors believe that the terms required to obtain confirmation by the Court are unsatisfactory to the Company or if, as a result of an unforeseen event, the Board considers that to continue with the Capital Reduction would be inappropriate or inadvisable or no longer in the best interests of the Company and its Shareholders



as a whole. The Directors will not proceed with the Capital Reduction absent the approval or deemed approval of the PRA to the Capital Reduction under Article 78(1) of the CRR.

#### **4 Further details on the Capital Reduction procedure**

If Shareholders approve the Resolution at the General Meeting, the Board intends to make an application to the Court to obtain its approval to the Capital Reduction as soon as possible following the General Meeting.

The Court will be concerned to ensure that the Company's creditors are not prejudiced by the proposed Capital Reduction. The Directors intend to take such steps to satisfy the Court in this regard as they consider appropriate.

Provisional dates have been obtained for the required Court hearings. These dates are subject to change and dependent on the Court's timetable. If the hearings go ahead on the provisional dates, the present timetable provides that the Court Hearing, at which it is hoped that the Court will make an order confirming the Capital Reduction, will take place on 23 February 2021.

The Capital Reduction will not take effect until the Court Order confirming the Capital Reduction is filed with and registered by the Registrar of Companies. The Board intends to file the required documentation with the Registrar of Companies on the Business Day following the Court Hearing and, subject to compliance with all procedural requirements, it is expected that the Registrar of Companies will register the documents within a week of filing. On the present timetable, which is subject to change and dependent on the Court's timetable, this would mean that the Capital Reduction would take effect on 2 March 2021.

No new share certificates will be issued as a result of the Capital Reduction as the Capital Reduction only affects the nominal value of the OSB Group Shares, not the number of OSB Group Shares held by each Shareholder.

#### **5 Taxation**

The Capital Reduction should not have any UK tax consequences for Shareholders. It should be treated as a reorganisation of the share capital of the Company, and accordingly should not result in a disposal or deemed disposal by any Shareholders. After the Capital Reduction, the OSB Group Shares should be treated as the same asset as was originally acquired by each Shareholder for tax purposes and, therefore, the base cost of the OSB Group Shares should remain unaffected.

**Shareholders who are in any doubt as to their tax position or who are subject to tax in a jurisdiction other than the United Kingdom should consult an appropriate independent professional adviser.**

#### **6 General Meeting**

Please see the Notice of General Meeting of the Company which is set out in Part IV of this document. The General Meeting will be held virtually at 1.00 p.m. on 28 January 2021. At the General Meeting, the Resolution set out in Part IV of this document will be proposed to Shareholders.

The Resolution will be passed if not less than 75% of the votes cast (in person or by proxy) are in favour of it.

#### **7 Action to be taken**

Shareholders will find a Form of Proxy enclosed for use at the General Meeting. Given the constantly evolving COVID-19 situation regarding lockdowns and continued or further government restrictions on social contact, public gatherings and non-essential travel, the General Meeting will be held virtually in accordance with the provisions of CIGA. Shareholders cannot attend the General Meeting in person and, in order to vote, Shareholders are required to appoint the Chairman of the General Meeting as proxy and provide voting instructions in advance of the General Meeting. Voting will only be conducted by proxy.

To be valid, the Form of Proxy must be completed and returned as soon as possible and in any event so as to be received by the Registrar, Equiniti Limited, by no later than 1.00 p.m. on 26 January 2021

(or, if the General Meeting is adjourned, not later than 48 hours before the time appointed for the adjourned meeting). You can return your Form of Proxy by post to Equiniti Limited at Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA.

If you hold your shares in CREST, you may appoint the Chairman as proxy by completing and transmitting a CREST Proxy Instruction to the Registrar, Equiniti Limited (under CREST participant ID RA19) as soon as possible and so that it is received by no later than 1.00 p.m. on 26 January 2021. If you would like to submit your proxy vote electronically, you can do so by visiting [www.sharevote.co.uk](http://www.sharevote.co.uk). You will need to enter the Voting ID, Task ID and Shareholder Reference Number printed on the Form of Proxy and follow the online instructions. The deadline for receipt of electronic proxies is 1.00 p.m. on 26 January 2021.

## **8 Recommendation**

The Board unanimously believes the Capital Reduction to be in the best interests of the Company and its Shareholders as a whole.

Accordingly, the Directors unanimously recommend that you vote in favour of the Resolution to be proposed at the General Meeting, as the Directors intend to do in respect of their own beneficial shareholdings totalling 942,015 OSB Group Shares (representing approximately 0.21% of the issued share capital of the Company as at the Latest Practicable Date).

Yours faithfully,

A handwritten signature in black ink, appearing to read 'David Weymouth', with a stylized flourish at the end.

**David Weymouth**

*Chairman of OSB GROUP PLC*

## PART IV: NOTICE OF GENERAL MEETING

### OSB GROUP PLC

(registered in England and Wales, Registered no. 11976839)

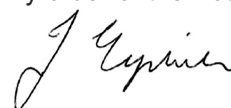
**NOTICE IS HEREBY GIVEN** that a general meeting of OSB GROUP PLC (the “**Company**”) will be held virtually at 1.00 p.m. on 28 January 2021 in accordance with the provisions of the Corporate Insolvency and Governance Act 2020 (“**CIGA**”) for the purposes of considering and, if thought fit, passing the following resolution, which is being proposed as a special resolution. Voting on the Resolution will be by way of a poll.

#### **Resolution 1 – Reduction of nominal value**

**THAT**, subject to the confirmation of the High Court of Justice in England and Wales, the issued share capital of the Company be reduced by cancelling and extinguishing capital to the extent of £3.03 on each issued fully paid up ordinary share of £3.04.

*Registered Office*  
OSB House  
Quayside  
Chatham Maritime  
Kent  
ME4 4QZ

By order of the Board



Jason Elphick,  
Group General Counsel and Company Secretary

#### **1. APPOINTMENT OF PROXIES**

Given the constantly evolving situation relating to the COVID-19 pandemic regarding lockdowns and continued or further Government restrictions on social contact, public gatherings and non-essential travel, the General Meeting will be held virtually in accordance with the provisions of CIGA.

Shareholders cannot attend the General Meeting in person and, in order to vote, you are required to appoint the Chairman of the General Meeting as proxy to ensure that votes on the business of the General Meeting are cast on your behalf. Voting will only be conducted by proxy. If you appoint any individual other than the Chairman as proxy, that individual will not be able to attend the General Meeting and you will not have your voting instructions taken into account at the General Meeting.

Unless you have registered to receive Shareholder documents via e-mail alert, a Form of Proxy is enclosed.

#### **2. ONLINE PROXY VOTING**

Alternatively, a Shareholder may register a proxy vote online via the Equiniti website [www.sharevote.co.uk](http://www.sharevote.co.uk) subject to the terms and conditions shown on the website. To do this you will need your Voting ID, Task ID and Shareholder Reference Number shown on your Form of Proxy. Shareholders registered with [www.shareview.co.uk](http://www.shareview.co.uk) can log on and vote through that service using their user ID and password. Once logged in click “View” on the “My Investments” page, click on the link to vote and then follow the onscreen instructions.

#### **3. INFORMATION RIGHTS**

A person who is not a Shareholder, but who has been nominated by a Shareholder to enjoy information rights does not have a right to appoint a proxy. A nominated person may have a right under an agreement with the relevant Shareholder to be appointed as a proxy or to have somebody else appointed as a proxy for the meeting. If a nominated person does not have such a right, or has such a right and does not wish to exercise it, he or she may have a right under an agreement with the relevant Shareholder to give instructions as to the exercise of voting rights.

#### **4. RECORD DATE FOR VOTING**

Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 and section 360B of the Companies Act 2006, the Company specifies that only those Shareholders on the shareholder register as at close of business on 26 January 2021 or, if the meeting is adjourned at close of business on the

day two (2) days prior to the adjourned meeting (excluding any part of a day that is not a working day) shall be entitled to attend or vote at the meeting in respect of the number of ordinary shares registered in their name at that time. Changes to the register after the close of business on the relevant date shall be disregarded in determining the rights of any person to attend by proxy or vote at the meeting or any adjourned meeting.

## **5. RETURN DATE FOR PROXIES**

To be effective, the Form of Proxy, duly signed, or your online votes, must be sent to the Company's Registrar, Equiniti Limited, so as to be received no later than 1.00 p.m. on 26 January 2021 using the pre-paid envelope provided. Given the constantly evolving situation relating to the COVID-19 pandemic regarding lockdowns and continued or further Government restrictions on social contact, public gatherings and non-essential travel, the General Meeting will be held virtually in accordance with the provisions of CIGA and you will not be able to attend the General Meeting in person.

The completion and return of the Form of Proxy will not prevent you from using the video conferencing facility to view and listen to the proceedings at the General Meeting (or any adjournment thereof) or submitting written questions in advance of the General Meeting if you are entitled to and wish to do so.

## **6. CREST PROXY VOTING**

CREST members who wish to appoint a proxy through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual which can be viewed at [www.euroclear.com](http://www.euroclear.com). CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. CREST messages must, in order to be valid, be transmitted so as to be received by the Company's agent, ID RA19, Equiniti Limited, no later than 1.00 p.m. on 26 January 2021.

## **7. VOTING BY CORPORATE REPRESENTATIVE**

Any corporation which is a Shareholder can appoint one or more corporate representatives who may exercise on its behalf all of the same powers as the corporation could exercise if it were an individual Shareholder, provided they do not do so in relation to the same shares.

## **8. SHAREHOLDERS' RIGHT TO ASK QUESTIONS**

Given the constantly evolving COVID-19 situation regarding lockdowns and continued or further Government restrictions on social contact, public gatherings and non-essential travel, the General Meeting will be held virtually in accordance with the provisions of CIGA. Shareholders cannot attend the General Meeting in person.

Instead, Shareholders will be able to use a video conferencing facility to allow them to view and listen to the proceedings at the General Meeting but will not be able to ask questions during the General Meeting. Shareholders are invited to submit questions relating to the business to be dealt with at the General Meeting by e-mail to [company.secretariat@osb.co.uk](mailto:company.secretariat@osb.co.uk) no later than 1.00 p.m. on 26 January 2021. The Company will endeavour to answer these questions at the General Meeting and, to the extent that such questions are material, publish such questions and the Company's response on the Company's website ([www.osb.co.uk/investors/](http://www.osb.co.uk/investors/)) so far as is practicable.

## **9. TOTAL VOTING RIGHTS**

As at the Latest Practicable Date the issued listed share capital of the Company with voting rights comprised 447,312,780 ordinary shares of three-hundred and four (304) pence each carrying one vote. The total voting rights in the Company as at the Latest Practicable Date were, therefore, 447,312,780.

## **10. COPY OF NOTICE AVAILABLE ON WEBSITE**

A copy of this Notice and other information required by section 311A of the Companies Act 2006 can be found at [www.osb.co.uk](http://www.osb.co.uk). You may not use any electronic address provided in either this Notice or any other related documents (including the Forms of Proxy) to communicate with the Company for any purposes other than those expressly stated.