

# + FORM OF PROXY

OneSavings Bank plc – General Meeting



## IMPORTANT PLEASE READ CAREFULLY

### Notification of Availability

#### Scheme Document and Notice of General Meeting

You can now view and download the Scheme Document and Notice of Court Meeting by visiting the website, <http://www.osb.co.uk/investors/>

**Before completing the Form of Proxy below, please read carefully the Notice of General Meeting set out in the Scheme Document which has been sent to shareholders and the explanatory notes set out overleaf**

A general meeting of OneSavings Bank plc (the “**Company**”) for the purpose of giving effect to the scheme of arrangement pursuant to Part 26 of the Companies Act 2006 (as amended) (the “**Scheme**”) as set out in the scheme document of the Company dated 9 October 2020 (the “**Scheme Document**”) between the Company and the Scheme Shareholders (as defined in the Scheme Document) will be held on 2 November 2020 at 11.45 a.m. at the offices of Slaughter and May, One Bunhill Row, London EC1Y 8YY (the “**General Meeting**”) (or, if later, immediately after the conclusion or adjournment of the Court Meeting (as defined in the Scheme Document) convened by the Court for the same day) at which place and time the holders of the Company's ordinary shares (the “**Shares**”) are requested to attend either in person or by proxy.

### VOTING ID

### TASK ID

### SHAREHOLDER REFERENCE NUMBER

### Please complete in black ink

I/We, being a holder of OneSavings Bank plc Shares entitled to attend and vote at the General Meeting, hereby appoint the Chairman of the General Meeting OR the following person as my/our proxy to attend, speak and vote for me/us on my/our behalf over the following number of OneSavings Bank plc Shares:

Name of proxy<sup>1</sup>

Number of OneSavings Bank plc Shares<sup>2</sup>

at the General Meeting and at any adjournment thereof. The proxy is to vote as instructed in respect of the special resolutions set out below.

Note 1: If you do not wish to appoint the Chairman of the General Meeting as your proxy, add in block capitals the name of your chosen proxy in the empty box above.

**PLEASE LEAVE THE BOX EMPTY IF YOU WISH TO APPOINT THE CHAIRMAN OF THE GENERAL MEETING AS YOUR PROXY.**

Note 2: Please leave the box empty if you wish to appoint a proxy in relation to all of your OneSavings Bank plc Shares (see Note 10 overleaf)

Tick this box if one of a multiple proxy appointment. For the appointment of more than one proxy, please refer to Note 10 overleaf

**IMPORTANT: Please indicate with an “X” in the appropriate box how you wish the proxy to vote. Unless otherwise instructed, the person appointed as proxy will be entitled to exercise his/her discretion as to how he/she votes or whether he/she abstains from voting on any particular resolution and, unless instructed otherwise, on any other business (including amendments to resolutions and any procedural business) which may properly come before the meeting. Joint shareholders should refer to Note 12 overleaf.**

### Special resolutions

1. To implement the Scheme (as defined in the Scheme Document);
2. To amend the articles of association of the Company by the adoption and inclusion of a new article 158; and
3. To amend the articles of association of the Company by the adoption of other general amendments, in each case as described in the Notice of General Meeting.

For

Against

Vote Withheld

Signature	Date
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If signing on behalf of a company, please enter the company name below in block capitals and state your official capacity:

Company Name	Official Capacity
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Please complete this form and return it to Equiniti by post or by hand. Alternatively, you can submit your proxy electronically at [www.sharevote.co.uk](http://www.sharevote.co.uk) using the numbers above (see Note 6 overleaf). To be valid, this Form of Proxy must be received by Equiniti, by post, electronically or by hand, no later than 11.45 a.m. on 29 October 2020 (or, if the meeting is adjourned, not less than 48 hours before the time of any adjourned meeting).

Holders of OneSavings Bank Shares (“**OSB Shareholders**”) who hold their shares in uncertificated form through CREST who wish to appoint a proxy or proxies through the CREST electronic appointment service may do so by using the procedures described in the CREST manual (which is available by logging on to [www.euroclear.com](http://www.euroclear.com)).

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## Attendance Card for the General Meeting

A General Meeting of OneSavings Bank plc (the “**Company**”) will be held on 2 November 2020 at 11.45 a.m. (or, if later, immediately after the conclusion or adjournment of the Court Meeting (as defined in the Scheme Document)) at the offices of Slaughter and May, One Bunhill Row, London, EC1Y 8YY.

### Attendance

If you wish to attend the General Meeting, please sign this attendance card and present it at the registration desk to authenticate your right to attend. You will receive a poll card at the General Meeting after registering at the registration desk. It is intended that the resolutions voted upon at the General Meeting will be subject to a poll (rather than a show of hands) which means that a shareholder has one vote for every share held. The voting procedure will be explained at the General Meeting.

You are encouraged to complete and return the Form of Proxy that accompanies this attendance card even if you wish to attend the General Meeting. Doing so will not prevent you from attending, voting or speaking in person at such meeting, but will ensure that your vote is counted if you are unable to attend. If you are unable to attend the General Meeting, you are entitled to appoint another person or persons as your proxy to exercise all or any of your rights to attend the meeting and to vote and speak on your behalf. You may register your proxy appointment(s) and voting instructions online or by returning the Form of Proxy that accompanies this attendance card. Please see the explanatory notes on the back of this card for further details.

Shareholder Reference Number	Signature of person attending	Date
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## Form of Proxy – Explanatory Notes

1. Full details of the resolutions to be proposed at the General Meeting, together with explanatory notes, are set out in the Notice of General Meeting which is set out in the Scheme Document. Before completing this yellow Form of Proxy, please also read “Action to be Taken” set out on pages 25 to 26 in the Scheme Document. Terms defined in the Scheme Document relating to the Scheme shall apply in this Form of Proxy unless the context otherwise requires.
2. Only those shareholders recorded on the register of members of the Company (excluding non-working days) as at 6.30 p.m. on 29 October 2020 (“**OSB Shareholders**”), or their duly appointed representatives (or, in the event of any adjournment, as at 6.30 p.m. on the date which is two days (excluding non-working days) before the time of the reconvened meeting) shall be entitled to attend, speak and vote at the General Meeting in respect of the number of ordinary shares registered in their name at that time. Changes to entries on the relevant register of OSB Shareholders after 6.30 p.m. (London time) on 29 October 2020, or, if the General Meeting is adjourned, after 6.30 p.m. (London time) on the day that is two days prior to the General Meeting, will be disregarded in determining the rights of any person to attend or vote at the General Meeting.
3. An OSB Shareholder may appoint one or more proxies (provided that each proxy is appointed to exercise rights attached to a different share or shares), who need not be OSB Shareholders, to exercise all or any of his/her rights to attend, speak and vote on his/her behalf. Proxies may only be appointed using the procedures set out in this Form of Proxy and in these Notes. 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 left blank, your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this Form of Proxy has been issued in respect of a designated account for an OSB Shareholder, the full voting entitlement for that designated account). Any proxy appointed pursuant to this Form of Proxy will vote as indicated by this Form of Proxy on the Scheme. For any other business arising at the General Meeting (including any procedural motion or resolution not listed in the Notice of the General Meeting) the proxy appointed pursuant to this Form of Proxy will vote at his/her sole discretion.
4. This yellow Form of Proxy (i) in the case of an individual must either be signed by the appointor or his/her attorney or authenticated in accordance with the Company’s articles; and (ii) in the case of a corporation must be either given under its common seal or be signed on its behalf by an attorney or a duly authorised officer of the corporation stating their capacity or authenticated in accordance with the Company’s articles of association. Any signature on or authentication of such appointment need not be witnessed. Where an appointment of a proxy is signed on behalf of the appointor by an attorney, the power of attorney or a copy thereof certified notarially or in some other way approved by the Directors of the Company must (unless previously registered with the Company) be submitted to the Company, failing which the appointment may be treated as invalid.
5. The appointment of a proxy will not prevent an OSB Shareholder from subsequently attending and voting at the General Meeting in person. If an OSB Shareholder appoints a proxy or proxies and then decides to attend the General Meeting in person and vote on a poll using his/her poll card, then the vote in person will override the proxy vote(s). If the vote in person is in respect of the OSB Shareholder’s entire holding then all proxy votes will be disregarded. If, however, the OSB Shareholder votes at the meeting in respect of less than the OSB Shareholder’s entire holding, and the OSB Shareholder indicates on his/her polling card that all proxies are to be disregarded, that shall be the case; but if the OSB Shareholder does not specifically revoke proxies then the vote in person will be treated in the same way as if it were the last received proxy and earlier proxies will only be disregarded to the extent that to count them would result in the number of votes being cast exceeding the OSB Shareholder’s entire holding.
6. To be valid, this yellow Form of Proxy, and any power of attorney or other authority under which it is executed (or duly certified copy of any such power or authority), must either be (a) sent (or delivered by hand during normal business hours) to Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA by no later than 11.45 a.m. (London time) on 29 October 2020 or, if the General Meeting is adjourned, 48 hours before the time fixed for the adjourned General Meeting or (b) lodged using the CREST electronic proxy appointment service in accordance with the procedures set out in the CREST manual (which is available by logging on to [www.euroclear.com](http://www.euroclear.com)), so as to arrive no later than 11.45 a.m. (London time) on 29 October 2020 or, if the General Meeting is adjourned, 48 hours before the time fixed for the adjourned General Meeting. A stamp is not required if posted in Great Britain, the Channel Islands or Northern Ireland. Alternatively, you can appoint a proxy electronically by visiting [www.sharevote.co.uk](http://www.sharevote.co.uk). You will need your Voting ID, Task ID and Shareholder Reference Number printed on the Form of Proxy. If you have already registered with the Equiniti online portfolio service, Shareview, you can submit your proxy at [www.shareview.co.uk](http://www.shareview.co.uk). A proxy appointment made electronically will not be valid if sent to any address other than that provided or if received by Equiniti after 11.45 a.m. on 29 October 2020 (or, in the case of an adjourned meeting, later than 48 hours prior to the time and date set for the adjourned meeting). Please note that any electronic communication found to contain a computer virus will not be accepted. A proxy appointment sent by CREST may be treated as invalid in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
7. Please indicate with an ‘X’ in the relevant box how you wish your vote to be cast. Unless otherwise instructed, the person appointed as proxy will exercise his/her discretion as to how he/she votes or whether he/she abstains from voting on the resolution and on any other business (including amendments to the resolution and any procedural business, including any resolution to adjourn), which may come before the General Meeting.
8. The ‘Withheld’ option on the Form of Proxy is provided to enable you to abstain on the resolution. However, a vote withheld is not a vote in law and will not be counted in the calculation of proportion of votes ‘For’ and ‘Against’ the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion.
9. If two or more valid but differing proxy appointments are received in respect of the same shares for use at the General Meeting, the one which is last received (regardless of its date or of the date of its execution) shall be treated as replacing and revoking the others as regards that share and if the Company is unable to determine which was last deposited, none of them shall be treated as valid in respect of that share.
10. If you wish to appoint more than one proxy in respect of your shareholding, photocopy the Form of Proxy or contact Equiniti, by telephone on 0371 384 2277 (from within the UK) or on +44 121 415 0189 (from outside the UK) for further Forms of Proxy. Lines are open from 9.00 a.m. to 5.00 p.m. (London time) Monday to Friday (except public holidays in England and Wales). Calls will be charged at the standard geographic rate and will vary by provider. Calls from outside the UK will be charged at the applicable international rate. Please note that calls may be recorded and Equiniti cannot provide legal, tax or financial advice, or advice on the merits of the Scheme. For each copy of the Form of Proxy, you should indicate by ticking the box provided if the proxy is one of multiple instructions being given, fill in the name of the proxy and the number of shares in respect of which the proxy is appointed. Please ensure that all of the multiple Forms of Proxy in respect of one registered holding of Shares are sent (in the same envelope) by using the pre-paid envelope provided.
11. The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to enjoy information rights in accordance with Section 146 of the Companies Act 2006. Nominated persons may have a right under an agreement with the member who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.
12. In the case of joint members, where more than one of the joint members purports to appoint a proxy, only the appointment submitted by the most senior member will be accepted. Seniority is determined by the order in which the names of the joint members appear in the Company’s register of members in respect of the joint shareholding (the first named being the most senior).
13. Any corporation which is an OSB Shareholder may appoint any person to act as its representative who shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member present at the meeting in person.
14. Any alterations to this Form of Proxy must be initialled by the person who signs it.
15. Neither the death nor the insanity of an OSB Shareholder who has appointed a proxy, nor the revocation by an OSB Shareholder of the proxy or of the authority under which the appointment was executed, nor (until entered in the register) the transfer of the share in respect of which the vote is given, shall invalidate the vote given in accordance with the terms of the proxy, unless notice of such death, insanity, revocation or transfer shall have been received by the Company at the office or such other address specified for receipt of the Forms of Proxy not less than 12 hours before the commencement of the General Meeting or adjournment thereof.
16. You may not use any electronic address provided either in this Form of Proxy, in the Notice of General Meeting or in any related documents to communicate with the Company for any purposes other than those expressly stated.
17. If you have any questions relating to the Form of Proxy, please call Equiniti between 9.00 a.m. and 5.00 p.m. (London time) Monday to Friday (except public holidays in England and Wales) on 0371 384 2277 (from within the UK) or on +44 121 415 0189 (from outside the UK). Calls will be charged at national or international rates as the case may be. Different charges may apply to calls from mobile telephones. Please note that calls may be recorded and Equiniti cannot provide legal, tax or financial advice, or advice on the merits of the Scheme.

## Location of the General Meeting

Slaughter and May  
One Bunhill Row  
London  
EC1Y 8YY

