

IMPORTANT PLEASE READ CAREFULLY

Notification of Availability

Circular and Notice of General Meeting

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

Voting ID

Task ID

Shareholder Reference Number

PLEASE READ THE NOTICE OF GENERAL MEETING CAREFULLY BEFORE COMPLETING THIS FORM.

I/We, being an ordinary shareholder(s) of OneSavings Bank plc, hereby appoint the Chairman of the meeting OR the following person (see notes 1 and 2)

Name of proxy

No. of shares

(Please leave this box blank if you have selected the Chairman. Do not insert your own name(s)).

as my/our proxy to exercise all or any of my/our rights to attend, speak and vote in respect of my/our voting entitlement on my/our behalf at the General Meeting of OneSavings Bank plc to be held on Thursday, 6 June 2019 at 10.00 am and at any adjournment thereof.

Please tick here if this proxy appointment is one of multiple appointments being made (see note 2)

Please indicate how you wish to cast your vote by placing a cross in the relevant boxes below, in ink, like this

Ordinary Resolution

1 To approve the Combination and allot the New OSB Shares as described in the Circular and Notice of General Meeting

For

Against

Vote withheld (see note 3)

I/We would like my/our proxy to vote on the resolutions proposed at the meeting as indicated on this form. Unless otherwise instructed, the proxy may vote as he or she sees fit or abstain in relation to any other business that properly comes before the meeting or adjourned meeting.

Date

Signature

(see notes 6 and 9)

Please complete this form and return it to Equiniti at the address provided overleaf. To be valid, it must arrive no later than 10.00 am on Tuesday, 4 June 2019.

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General Meeting attendance card

The General Meeting of OneSavings Bank plc will be held at the offices of Slaughter and May, One Bunhill Row, London EC1Y 8YY on Thursday, 6 June 2019 at 10.00 am.

If you would like to attend the meeting please bring this card with you and present it on arrival.

A map showing the location of the General Meeting venue is shown overleaf.

Please detach the attendance card before posting the Form of Proxy.

Shareholder(s) Name(s)

Explanatory notes:

- 1 Every shareholder has the right to appoint some other person(s) of their choice, who need not be a shareholder, as his or her proxy to exercise all or any of his or her rights to attend, speak and vote on his or her behalf at the meeting. If you wish to appoint a person other than the Chairman, please delete the words "the Chairman of the meeting OR" and insert the name of your chosen proxy holder in the space provided. 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 a shareholder, the full voting entitlement for that designated account).
- 2 You may appoint more than one proxy provided that each proxy is appointed to exercise rights attached to different shares. To appoint more than one proxy, additional Forms of Proxy may be obtained by contacting the Company's Registrar, Equiniti, on the dedicated shareholder helpline (see note 10 below) or, alternatively, you may photocopy this form. Please indicate 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. Please also indicate by ticking 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.
- 3 The 'Vote withheld' option is provided to enable you to withhold your vote on the 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'.
- 4 Entitlement to attend and vote at the meeting and the number of votes which may be cast there, will be determined by reference to the Register of Members of the Company at 6.30 pm on Tuesday, 4 June 2019 or, in the case of an adjourned meeting, at 6.30 pm on the day which is two business days before the date of the adjourned 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.
- 5 The address details on the General Meeting attendance card attached to this Form of Proxy show how your address appears on the Register of Members. If this information is incorrect please contact the Company's Registrar, Equiniti, on the dedicated shareholder helpline (see note 11 below) to request a change of address form or log on to www.shareview.co.uk.
- 6 This form must be signed and dated by the shareholder or his/her attorney duly authorised in writing. In the case of a corporation, it may execute this form under its common seal or by signature of an officer, attorney or other person duly authorised to sign it. In the case of joint holdings, any one holder may sign this form. The vote of the senior joint holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the Register of Members in respect of the joint holding. The completion and return of this Form of Proxy will not preclude a member from attending the meeting and voting in person.
- 7 You may return this card in a sealed envelope to Equiniti, Freepost RTHJ-CLLL-KBKU, Aspect House, Spencer Road, Lancing BN99 8LU.
- 8 To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, you should follow the procedures set out in the notes to the Notice of General Meeting and make the appointment(s) or give the instruction so as to be received at the address and by the time stated in the notes to the Notice of General Meeting.
- 9 To be effective, this proxy form, fully completed, together with the power of attorney or any other authority under which it is executed (or a notarially certified copy), must be lodged with Equiniti Limited at Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA, United Kingdom, not later than 10.00 am on 4 June 2019. You can submit your proxy electronically at www.sharevote.co.uk where full details of the procedure are given.
- 10 Unless it has been previously registered with the Company, any power of attorney or other authority under which the appointment of a proxy is executed (or a notarially certified copy or a copy certified in accordance with the Powers of Attorney Act 1971 of that power or authority, or a copy in some other way approved by the Board) must be delivered together with the proxy appointment howsoever made.
- 11 Equiniti's shareholder helpline is available on 0371 384 2701 (or, if you are calling from outside the United Kingdom, on +44 121 415 7047). Lines are open between 8.30 am and 5.30 pm Monday to Friday (excluding public holidays in England and Wales).

**Slaughter and May
One Bunhill Row
London
EC1Y 8YY**

