

IMPORTANT PLEASE READ CAREFULLY

Notification of Availability

Scheme Document and Notice of Court 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 Court Meeting set out in the Scheme Document which has been sent to shareholders and the explanatory notes set out overleaf.

By an order dated 2 September 2020 made in the matter of OneSavings Bank plc (the “Company”), the Court has granted permission for a meeting of the Scheme Shareholders (as defined in the scheme document of the Company dated 9 October 2020 (the “Scheme Document”)) to be convened for the purpose of considering and, if thought fit, approving (with or without modification) a scheme of arrangement pursuant to Part 26 of the Companies Act 2006 (as amended) (the “Scheme”) between the Company and the Scheme Shareholders (as defined in the Scheme Document) and that such court meeting shall be held at the offices of Slaughter and May, One Bunhill Row, London EC1Y 8YY on 2 November 2020 at 11.30 a.m. (the “Court Meeting”) at which place and time all Scheme Shareholders 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 Scheme Shareholder entitled to attend and vote at the Court Meeting, hereby appoint the Chairman of the Court Meeting OR the following person as my/our proxy to attend, speak and vote for me/us on my/our behalf in respect of the following number of Scheme Shares (as defined in the Scheme Document):

Name of proxy¹

No. of Scheme Shares²

at the Court Meeting, and any adjournment thereof, and to vote for me/us and in my/our name for the Scheme or against the Scheme (with or without any changes, as my/our proxy may approve) as indicated below.

Note 1: If you do not wish to appoint the Chairman of the Court 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 COURT MEETING AS YOUR PROXY.

Note 2: Please leave the box empty if you wish to appoint a proxy in relation to all of your Scheme Shares (see Note 9 overleaf)

Tick this box if one of a multiple proxy appointment. For the appointment of more than one proxy, please refer to Note 9 overleaf

IMPORTANT: If you wish to vote for the Scheme, sign your name in the box marked “FOR the Scheme”. If you wish to vote against the Scheme, sign your name in the box marked “AGAINST the Scheme”. Only insert your signature once. If you sign both boxes or do not sign in either box, then this Form of Proxy will be invalid. Joint shareholders should refer to Note 11 overleaf.

FOR the Scheme	Date
AGAINST the Scheme	Date

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 using the numbers above (see Note 5 overleaf). To be valid, this Form of Proxy must be received by Equiniti, by post, electronically or by hand, no later than 11.30 a.m. on 29 October 2020 (or, if the meeting is adjourned, not less than 48 hours before the time of any adjourned meeting) or emailed to Equiniti at proxyvotes@equiniti.com or company.secretariat@osb.co.uk at the Company, at any time from (but not before) the time that the Court Meeting is due to commence, up to 30 minutes after the conclusion of the Court Meeting.

Scheme 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.

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Attendance Card for the Court Meeting

A Court Meeting of OneSavings Bank plc (the “Company”) convened with the permission of the Court under the Companies Act 2006 (as amended) will be held on 2 November 2020 at 11.30 a.m. at the offices of Slaughter and May, One Bunhill Row, London EC1Y 8YY.

Attendance

If you wish to attend the Court 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 Court Meeting after registering at the registration desk. It is intended that the resolution voted upon at the Court 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 Court Meeting.

You are encouraged to complete and return the Form of Proxy that accompanies this attendance card even if you wish to attend the Court 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 Court 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 Court Meeting, together with explanatory notes, are set out in the Notice of Court Meeting which is set out in the Scheme Document. Before completing this 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 Scheme Shareholders, or their duly appointed representatives, are entitled to attend, speak and vote at the Court Meeting. A Scheme 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 a shareholder of the Company, 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 a Scheme Shareholder, the full voting entitlement for that designated account).
3. This 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.
4. The appointment of a proxy will not prevent a Scheme Shareholder from subsequently attending and voting at the Court Meeting in person. If a Scheme Shareholder appoints a proxy or proxies and then decides to attend the Court 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 Scheme Shareholder’s entire holding then all proxy votes will be disregarded. If, however, the Scheme Shareholder votes at the meeting in respect of less than the Scheme Shareholder’s entire holding, and the Scheme Shareholder indicates on his/her polling card that all proxies are to be disregarded, that shall be the case; but if the Scheme 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 Scheme Shareholder’s entire holding.
5. To be valid, the 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 11.30 a.m. (London time) on 29 October 2020 or, if the Court Meeting is adjourned, 48 hours before the time fixed for the adjourned Court 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), so as to arrive no later than 11.30 a.m. (London time) on 29 October 2020 or, if the Court Meeting is adjourned, 48 hours before the time fixed for the adjourned Court Meeting or (c) handed to the Chairman of the Court Meeting or a representative of Equiniti at the venue of the Court Meeting before the start of the Court 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. 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. A proxy appointment made electronically will not be valid if sent to any address other than that provided or if received by Equiniti after 11.30 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.
6. Please indicate how you wish to vote with a signature in either the box marked “FOR the Scheme” or the box marked “AGAINST the Scheme”. 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 Court Meeting.
7. Only those Scheme Shareholders registered in the register of shareholders of the Company as at 6.30 p.m. (London time) on 29 October 2020 or, if the Court Meeting is adjourned, as at 6.30 p.m. (London time) on the day that is two days prior to the Court Meeting, will be entitled to attend or vote at the Court Meeting in respect of the number of shares registered in their name at that time. Changes to entries on the relevant register of shareholders after 6.30 p.m. (London time) on 29 October 2020, or, if the Court Meeting is adjourned, after 6.30 p.m. (London time) on the day that is two days prior to the Court Meeting, will be disregarded in determining the rights of any person to attend or vote at the Court Meeting.
8. If two or more valid but differing proxy appointments are received in respect of the same Scheme Share for use at the Court 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.
9. 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). 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) using the pre-paid envelope.
10. 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.
11. 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).
12. Any corporation which is a Scheme 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.
13. Any alterations to this Form of Proxy must be initialled by the person who signs it.
14. Neither the death nor the insanity of a Scheme Shareholder who has appointed a proxy, nor the revocation by a Scheme 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 Court Meeting or adjournment thereof.
15. You may not use any electronic address provided either in this Form of Proxy, in the Notice of Court Meeting or in any related documents to communicate with the Company for any purposes other than those expressly stated.
16. The Company has appointed David Weymouth, or failing him, any other Director of the Company to act as Chairman of the Court Meeting and has directed the Chairman to report the result thereof to the Court.
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 +44 121 415 0189 (from outside the UK). 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 Court Meeting
Slaughter and May
One Bunhill Row
London
EC1Y 8YY

