

IMPORTANT PLEASE READ CAREFULLY

Notification of Availability

2020 Annual Report and Accounts and Notice of 2021 AGM

You can now view and download the 2020 Annual Report and Accounts and Notice of 2021 AGM by visiting the Investors section of our website at osb.co.uk/investors/shareholder-services/

VOTING ID

TASK ID

SHAREHOLDER REFERENCE NUMBER

PLEASE READ THE NOTICE OF AGM CAREFULLY BEFORE COMPLETING THIS FORM.

I/We, being an ordinary shareholder(s) of OSB GROUP PLC, hereby appoint the Chairman of the meeting OR the following (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 Annual General Meeting ("AGM") of OSB GROUP PLC to be held on Thursday, 27 May 2021 at 11 am at 90 Whitfield Street, Fitzrovia, London W1T 4EZ.

☐ 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

The full text of each resolution proposed is set out in the Notice of AGM. Resolutions 1 to 3 and 5 to 11 will be proposed as ordinary resolutions. Resolutions 12 to 16 will be proposed as special resolutions. Resolution 4 will be proposed as a resolution with the voting thresholds specified in the explanatory notes to that resolution in the Notice of AGM.

Ordinary Resolutions			For	Against	Vote withheld (see note 3)				For	Against	Vote withheld (see note 3)
1	To receive the Annual Report and Accounts		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8	To authorise the Group Audit Committee to agree the Auditor's remuneration		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	To approve the Remuneration Report		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9	To give authority to make political donations		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	To approve the Remuneration Policy		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10	To give authority to allot shares (general authority)		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	To authorise the higher variable remuneration cap		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11	To give authority to allot shares (in relation to Regulatory Capital Convertible Instruments)		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	To declare a final dividend		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Special Resolutions					
6(a)	To re-elect John Graham Allatt		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12	To give the power to disapply pre-emption rights (general)		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6(b)	To re-elect Elizabeth Noël Harwerth		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13	To give the power to disapply pre-emption rights (in relation to acquisitions or specified capital investments)		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6(c)	To re-elect Sarah Hedger		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14	To give the power to disapply pre-emption rights (in relation to Regulatory Capital Convertible Instruments)		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6(d)	To re-elect Rajan Kapoor		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15	To give authority to re-purchase shares		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6(e)	To re-elect Mary McNamara		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	16	That a general meeting, other than an annual general meeting, may be called on not less than 14 clear days' notice		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6(f)	To re-elect David Weymouth		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>						
6(g)	To re-elect Andrew Golding		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>						
6(h)	To re-elect April Talintyre		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>						
7	To re-appoint Deloitte LLP as Auditor		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>						

I/We would like my/our proxy to vote on the resolutions proposed at the AGM 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 AGM or any adjourned meeting.

Date Signature

(see notes 6 and 10)

Please complete this form and return it to Equiniti at the address provided overleaf. To be valid, it must arrive no later than 11 am on Tuesday, 25 May 2021.

Form of Proxy – Explanatory notes:

1. Every shareholder entitled to attend and vote at the AGM 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. As explained in the AGM Notice, shareholders will not currently be permitted to attend the AGM in person. Accordingly, those submitting a Form of Proxy are strongly encouraged to appoint the Chairman of the meeting rather than a named person as their proxy. This will ensure that your vote will be counted. 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). If you wish for a proxy to make any comments on your behalf at the AGM, you will need to appoint someone other than the Chairman of the meeting and give them the relevant instructions directly.
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 11 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 any particular resolution. However, it should be noted that a withheld vote 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 AGM and the number of votes which may be cast will be determined by reference to the Register of Members of the Company at 6.30 pm on Tuesday, 25 May 2021 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 AGM or any adjourned meeting. Employee shareholders whose remuneration is regulated by the Prudential Regulation Authority's Remuneration Code have an interest in Resolution 4 and should not exercise, directly or indirectly, any voting rights they may have in respect of the approval sought under Resolution 4. Where possible, any votes cast by them in relation to Resolution 4 will be disregarded.
5. The address details on 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 first-named being the most senior). The completion and return of this Form of Proxy will not preclude a member from attending the AGM 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 AGM 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 AGM.
9. You may also appoint your proxy electronically online at **www.sharevote.co.uk** where full instructions on the procedure are given. The Voting ID, Task ID and Shareholder Reference Number printed on the Form of Proxy will be required to use this electronic proxy appointment system. Alternatively, shareholders who have already registered with Equiniti Registrars' online portfolio service, Shareview, can appoint their proxy electronically by logging on to their portfolio at **www.shareview.co.uk** using their user ID and password. Once logged in, click 'view' on the 'My Investments' page. Click on the link to vote and follow the on screen instructions.
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 notorially 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).