

20 May 2011

**PROVIDENT FINANCIAL PLC**  
**Issue of €14,500,000 Floating Rate Guaranteed Notes due May 2015**  
**Guaranteed by Provident Financial Management Services Limited, Provident Personal Credit Limited, Greenwood Personal Credit Limited and Provident Investments plc**  
**under the £2,000,000,000**  
**Euro Medium Term Note Programme**

**PART A — CONTRACTUAL TERMS**

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Offering Circular dated 10 September 2010 and the Supplement dated 1 March 2011 which together constitute a base prospectus for the purposes of the Prospectus Directive (Directive 2003/71/EC) (the **Prospectus Directive**). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the Offering Circular as so supplemented. Full information on the Issuer, the Guarantor(s) and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Offering Circular as so supplemented. The Offering Circular and the Supplement are available for viewing at [www.providentfinancial.com](http://www.providentfinancial.com) and during normal business hours at Deutsche Bank AG, London Branch, 1 Great Winchester Street, London EC2N 2DB and copies may be obtained from Provident Financial plc, No. 1 Godwin Street, Bradford, West Yorkshire BD1 2LQ.

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|-----|-----|---|--|
| 1.  | (a) | Issuer:   | Provident Financial plc  |
|     | (b) | Guarantors:   | Provident Financial Management Services Limited<br>Provident Personal Credit Limited<br>Greenwood Personal Credit Limited<br>Provident Investments plc |
| 2.  | (a) | Series Number:  | 3  |
|     | (b) | Tranche Number:                                       | 1  |
| 3.  |     | Specified Currency or Currencies:                     | Euro (€)   |
| 4.  |     | Aggregate Nominal Amount:                             |  |
|     | (a) | Series:   | €14,500,000  |
|     | (b) | Tranche:  | €14,500,000  |
| 5.  |     | Issue Price:  | 100 per cent. of the Aggregate Nominal Amount  |
| 6.  | (a) | Specified Denominations:                              | €50,000  |
|     | (b) | Calculation Amount:                                   | €50,000  |
| 7.  | (a) | Issue Date:   | 24 May 2011  |
|     | (b) | Interest Commencement Date:                           | Issue Date   |
| 8.  |     | Maturity Date:  | Interest Payment Date falling in or nearest to May 2015  |
| 9.  |     | Interest Basis:                                       | Three month EURIBOR + 4.00 per cent. Floating Rate (further particulars specified below)   |
| 10. |     | Redemption/Payment Basis:                             | Redemption at par  |
| 11. |     | Change of Interest Basis or Redemption/Payment Basis: | Not Applicable   |
| 12. |     | Put/Call Options:                                     | Issuer Call (further details specified below)  |
| 13. | (a) | Status of the Notes:                                  | Senior   |



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|-----|--|---|
| (b) | Status of the Guarantee:   | Senior                                    |
| (c) | Date Board approval for issuance of Notes and Guarantees obtained: | 20 May 2011 and 20 May 2011, respectively |
14. Method of distribution: Non-syndicated

**PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

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|-----|-------------------------------|----------------|
| 15. | Fixed Rate Note Provisions    | Not Applicable |
| 16. | Floating Rate Note Provisions | Applicable     |
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|-----|--|--|
| (a) | Specified Period(s)/ Specified Interest Payment Dates:   | 24 August, 24 November, 24 February and 24 May in each year from, and including, 24 August 2011 to, and including, the Maturity Date |
| (b) | Business Day Convention:   | Modified Following Business Day Convention   |
| (c) | Additional Business Centre(s):   | Not Applicable   |
| (d) | Manner in which the Rate of Interest and Interest Amount is to be determined:  | Screen Rate Determination  |
| (e) | Party responsible for calculating the Rate of Interest and Interest Amount (if not the Agent):   | Not Applicable   |
| (f) | Screen Rate Determination:   |  |
|     | • Reference Rate:  | Three month EURIBOR  |
|     | • Interest Determination Date(s):  | The second day on which the TARGET2 System is open prior to the start of each Interest Period  |
|     | • Relevant Screen Page:  | Reuters EURIBOR01  |
| (g) | ISDA Determination:  | Not Applicable   |
| (h) | Margin(s):   | + 4.00 per cent. per annum   |
| (i) | Minimum Rate of Interest:  | Not Applicable   |
| (j) | Maximum Rate of Interest:  | Not Applicable   |
| (k) | Day Count Fraction:  | Actual/360   |
| (l) | Fallback provisions, rounding provisions and any other terms relating to the method of calculating interest on Floating Rate Notes, if different from those set out in the Conditions: | Not Applicable   |

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|-----|--|----------------|
| 17. | Zero Coupon Note Provisions            | Not Applicable |
| 18. | Index Linked Interest Note Provisions  | Not Applicable |
| 19. | Dual Currency Interest Note Provisions | Not Applicable |

#### PROVISIONS RELATING TO REDEMPTION

- |     |   |   |
|-----|---|---|
| 20. | Issuer Call:  | Applicable  |
|     | (a) Optional Redemption Date:   | 24 May 2014   |
|     | (b) Optional Redemption Amount and method, if any, of calculation of such amount(s):  | €50,000 per Calculation Amount  |
|     | (c) If redeemable in part:  |   |
|     | (i) Minimum Redemption Amount:  | Not Applicable  |
|     | (ii) Maximum Redemption Amount:   | Not Applicable  |
|     | (d) Notice period (if other than as set out in the Conditions):   | The Issuer may, having given not less than 5 Business Days' notice to the Noteholders (in accordance with Condition 14), the Trustee and to the Agent (which notices shall be irrevocable and shall specify the date fixed for redemption) redeem all or some only of the Notes then outstanding on the Optional Redemption Date and at the Optional Redemption Amount together, if appropriate, with interest accrued to (but excluding) the Optional Redemption Date. |
| 21. | Investor Put:   | Not Applicable  |
| 22. | Final Redemption Amount:  | €50,000 per Calculation Amount  |
| 23. | Early Redemption Amount payable on redemption for taxation reasons or on event of default and/or the method of calculating the same (if required or if different from that set out in Condition 7.5): | €50,000 per Calculation Amount  |

#### GENERAL PROVISIONS APPLICABLE TO THE NOTES

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|-----|-----------------------------------|---|
| 24. | Form of Notes:                    |   |
|     | (a) Form:                         | Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for definitive Notes only upon an Exchange Event |
|     | (b) New Global Note:              | Yes   |
| 25. | Additional Financial Centre(s) or | Not Applicable  |



other special provisions relating to  
Payment Days:

- |     |  |                               |
|-----|--|-------------------------------|
| 26. | Talons for future Coupons or Receipts to be attached to definitive Notes (and dates on which such Talons mature):  | No                            |
| 27. | Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment: | Not Applicable                |
| 28. | Details relating to Instalment Notes:  |                               |
|     | (a) Instalment Amount(s):  | Not Applicable                |
|     | (b) Instalment Date(s):  | Not Applicable                |
| 29. | Redenomination applicable:   | Redenomination not applicable |
| 30. | Other final terms:   | Not Applicable                |

#### **DISTRIBUTION**

- |     |   |                                       |
|-----|---|---------------------------------------|
| 31. | (a) If syndicated, names of Managers:       | Not Applicable                        |
|     | (b) Date of Subscription Agreement:         | Not Applicable                        |
|     | (c) Stabilising Manager(s) (if any):        | Not Applicable                        |
| 32. | If non-syndicated, name of relevant Dealer: | J.P. Morgan Securities Ltd.           |
| 33. | U.S. Selling Restrictions:                  | Reg. S Compliance Category 2; TEFRA D |
| 34. | Additional selling restrictions:            | Not Applicable                        |

#### **PURPOSE OF FINAL TERMS**

These Final Terms comprise the final terms required for issue and admission to trading on the London Stock Exchange's Regulated Market and admission to the Official List of the UK Listing Authority of the Notes described herein pursuant to the £2,000,000,000 Euro Medium Term Note Programme of Provident Financial plc.

#### **RESPONSIBILITY**

The Issuer and the Guarantors accept responsibility for the information contained in these Final Terms.



Signed on behalf of Provident Financial plc:

By:   
Duly authorised

Signed on behalf of Provident Financial Management Services Limited, Provident Personal Credit Limited, Greenwood Personal Credit Limited and Provident Investments plc:

By:   
Duly authorised

## PART B — OTHER INFORMATION

### 1. LISTING AND ADMISSION TO TRADING

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|------|---|---|
| (i)  | Listing and Admission to trading                            | Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the London Stock Exchange's Regulated Market and admission to the Official List of the UK Listing Authority with effect from 24 May 2011. |
| (ii) | Estimate of total expenses related to admission to trading: | £3,600  |

### 2. RATINGS

- Ratings: The Notes to be issued under the Programme have generally been rated:
- Fitch Ratings Ltd: BBB
- Fitch Ratings Ltd is established in the European Union and has applied for registration under Regulation (EC) No. 1060/2009, although notification of the corresponding registration decision has not yet been provided by the relevant competent authority.

### 3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save for any fees payable to the Dealer, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer.

### 4. REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

- |     |                       |  |
|-----|-----------------------|--|
| (i) | Reasons for the offer | See "Use of Proceeds" in the Offering Circular |
|-----|-----------------------|--|

### 5. OPERATIONAL INFORMATION

- |       |  |  |
|-------|--|--|
| (i)   | ISIN Code:   | XS0627787335   |
| (ii)  | Common Code:   | 062778733  |
| (iii) | Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking, société anonyme and the relevant identification number(s): | Not Applicable   |
| (iv)  | Delivery:  | Delivery against payment   |
| (v)   | Names and addresses of additional Paying Agent(s) (if any):  | Not Applicable   |
| (vi)  | Intended to be held in a manner which would allow Eurosystem eligibility:  | Yes. Note that the designation "yes" simply means that the Notes are intended upon issue to be deposited with one of the ICSDs as common safekeeper and does not necessarily mean that the Notes will be recognised as eligible collateral for Eurosystem monetary policy and intra-day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon satisfaction of the Eurosystem eligibility criteria. |

