

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

of

PROVIDENT FINANCIAL PLC

(the "**Company**")

At a general meeting of the Company held at the offices of Clifford Chance LLP, 10 Upper Bank Street, London E14 5JJ at 11.00 a.m. on 21 March 2018, the following resolution was passed as an ordinary resolution:

ORDINARY RESOLUTION

That, subject to and conditional upon admission to listing on the premium listing segment of the Official List of the Financial Conduct Authority and to trading on the London Stock Exchange plc's main market for listed securities of the new ordinary shares with a nominal value of 20⁸/₁₁ pence each to be issued by the Company in connection with the rights issue announced by the Company on 27 February 2018 (the "**Rights Issue**"), and, in addition to all existing authorities, the Directors be generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 to allot ordinary shares in the Company and to grant rights to subscribe for or convert any security into ordinary shares in the Company, up to an aggregate nominal amount of £22,800,000 pursuant to or in connection with the Rights Issue, such authority to expire at the close of business on 31 December 2018, save that the Company may allot ordinary shares in connection with the Rights Issue pursuant to any agreement entered into at any time prior to such expiry (whether before or after the passing of this resolution) which would, or might, require ordinary shares in the Company to be allotted or rights to subscribe for or convert securities into ordinary shares to be granted after such expiry and the Directors may allot ordinary shares or grant rights to subscribe for or convert securities into ordinary shares under any such agreement as if this authority had not expired.



COMPANY SECRETARY