

**THE COMPANIES ACT 2006**

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**COMPANY LIMITED BY SHARES**

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**ORDINARY RESOLUTION**

**of**

**PROVIDENT FINANCIAL PLC**

(the "**Company**")

At a duly convened General Meeting of the Company held at 20 Fenchurch Street, London, EC3M 3BY, United Kingdom at 9.30 a.m. on 3 November 2020, the following resolutions were proposed and passed:

**Ordinary Resolution 1**

THAT the directors' remuneration policy (as that term is used in section 439A of the Companies Act 2006), as set out in Part IV (the "New Policy") of the Circular containing this notice, be and is hereby approved and will take effect at the conclusion of the General Meeting.

**Resolution 2**

THAT Provident Financial and its subsidiaries be authorised to apply a ratio of the fixed to variable components of total remuneration for 'Material Risk Takers' that exceeds 1:1, provided that the ratio does not exceed 1:2, which will take effect at the conclusion of the General Meeting.

The voting thresholds in relation to this resolution were as follows:

- at least 66% of the Shares or equivalent ownership rights represented, if at least 50% of the Shares or equivalent ownership rights in the firm are represented; or
- at least 75% of the Shares or equivalent ownership rights represented if less than 50% of the Shares or equivalent ownership rights in the firm are represented.

**Ordinary Resolution 3**

**THAT:**

- (a) the rules of the Provident Financial 2020 Restricted Share Plan (the "RSP"), the principal terms of which were summarised in Part III of the Circular, which are available on the Company's website and produced in draft to the General Meeting and for the purposes of identification initialled by the Chairman, be approved, and the Directors be authorised to do all such acts and things necessary to establish the RSP, including making such modifications to the RSP as they may consider appropriate for the implementation of the RSP and to adopt the RSP as so modified; and
- (b) the Directors be authorised to establish any schedules or sub-plans to the RSP for the benefit of employees outside the UK containing such modifications as may be necessary or desirable to take account of securities laws, exchange control and tax legislation, provided that any Shares made available under such schedules or sub-plans are treated as counting against any limits on individual participation or overall participation in the RSP.



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GENERAL COUNSEL AND COMPANY SECRETARY**