

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES

RESOLUTIONS OF
PROVIDENT FINANCIAL plc
COMPANY NO: 668987

At the sixty second Annual General Meeting ("AGM") of Provident Financial plc, held at No. 1 Godwin Street, Bradford, West Yorkshire, BD1 2SU, on Wednesday 29 June 2022 at 3.00pm, the following resolutions were proposed and passed.

Authority to allot shares
(Ordinary resolution 18)

That the Directors be generally and unconditionally authorised (in accordance with section 551 of the Companies Act 2006) to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for or convert any security into shares in the Company:

- a) up to an aggregate nominal amount of £17,357,335; and
- b) comprising equity securities (as defined in section 560(1) of the Companies Act 2006) up to a further aggregate nominal amount of £17,357,335 in connection with or pursuant to an offer by way of a rights issue,

such authorities to apply until the end of the Company's next AGM after this resolution 18 is passed (or, if earlier, at the close of business on 29 September 2023) unless previously renewed, varied or revoked by the Company in General Meeting but, in each case, so that the Company may make offers and enter into agreements before the authority expires which would, or might, require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after the authority expires and the Directors may allot shares or grant such rights under any such offer or agreement as if the authority had not expired. References in this resolution 18 to the nominal amount of rights to subscribe for or to convert any security into shares (including where such rights are referred to as equity securities as defined in section 560(1) of the Companies Act 2006) are to the nominal amount of shares that may be allotted pursuant to the rights.

For the purposes of this resolution 18 "rights issue" means an offer to holders of ordinary shares in proportion (as nearly as may be practicable) to the respective number of ordinary shares held by them on the record date for such allotment (and holders of any other class of equity securities entitled to participate therein or if the Directors consider it necessary, as permitted by the rights of those securities), to subscribe for further securities by means of the issue of a renounceable letter (or other negotiable document) which may be traded for a period before the payment for the securities is due, including an offer to which the Directors may impose any limits or restrictions or make any other arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter.

Authority to disapply pre-emption rights
(Special resolution 19)

That subject to the passing of resolution 18, the Directors be generally empowered pursuant to section 570 of the Companies Act 2006 to allot equity securities (as defined in section 560(1) of the Companies Act 2006) for cash pursuant to the authority granted by resolution 18 and/or pursuant to section 573 of the Companies Act 2006 to sell for cash ordinary shares held by the Company as treasury shares, in each case free of the restriction in section 561 of the Companies Act 2006, such authority to be limited:

**Authority for the Company to purchase its own shares
(Special resolution 21)**

That the Company be generally and unconditionally authorised to make one or more market purchases (within the meaning of section 693(4) of the Companies Act 2006) of ordinary shares of 20^{8/11}p each in the capital of the Company ("ordinary shares") provided that:

- a) the maximum aggregate number of ordinary shares authorised to be purchased is 25,376,221 (representing 10% of the issued ordinary share capital);
- b) the minimum price (excluding expenses) which may be paid for an ordinary share is 208/11p;
- c) the maximum price (excluding expenses) which may be paid for an ordinary share shall be the higher of (1) an amount equal to 105% of the average of the middle market quotations for an ordinary share as derived from The London Stock Exchange Daily Official List for the five business days immediately preceding the day on which that ordinary share is purchased and (2) the higher of the price of the last independent trade and the highest current independent bid for an ordinary share on the trading venue where the purchase is carried out;
- d) this authority expires at the conclusion of the next AGM of the Company (or, if earlier, the close of business on 29 September 2023); and
- e) the Company may make a contract to purchase ordinary shares under this authority before the expiry of the authority which will or may be executed wholly or partly after the expiry of the authority, and may make a purchase of ordinary shares in pursuance of any such contract.

**Notice of general meetings
(Special resolution 22)**

To authorise the Directors to call a General Meeting other than an AGM on not less than 14 clear days' notice.

**Amendment of the Company's Articles of Association
(Special resolution 23)**

That the Articles of Association produced to the meeting and initialled by the Chairman of the meeting for the purpose of identification be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.



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GENERAL COUNSEL AND COMPANY SECRETARY**