

## OneSavings Bank plc

Results of the proxy voting for the 2016 Annual General Meeting held on Wednesday 11 May 2016.

All resolutions were passed by the requisite majority on a poll; resolutions 1 to 19 as ordinary resolutions and resolutions 20 to 23 as special resolutions.

The following proxy votes were cast in respect of the AGM resolutions:

<b>Ordinary Resolutions</b>		<b>Total votes For</b>	<b>%</b>	<b>Total votes Against</b>	<b>%</b>	<b>Total votes cast</b>	<b>% of issued share capital</b>	<b>Votes withheld</b>
1	To receive the Accounts and the Reports	213,144,491	99.80	425,217	0.20	213,569,708	87.86	39,021
2	To approve the Remuneration Report	198,918,622	94.36	11,891,823	5.64	210,810,445	86.72	2,798,284
3	To declare a dividend	213,607,052	100.00	0	0.00	213,607,052	87.88	1,677
4	To re-elect Michael Fairey	210,688,135	100.00	1,300	0.00	210,689,435	86.67	2,919,294
5	To re-elect Rodney Duke	213,561,798	99.98	46,931	0.02	213,608,729	87.88	0
6	To re-elect Malcolm McCaig	213,607,429	100.00	1,300	0.00	213,608,729	87.88	0
7	To re-elect Graham Allatt	213,607,429	100.00	1,300	0.00	213,608,729	87.88	0
8	To re-elect Mary McNamara	213,607,429	100.00	1,300	0.00	213,608,729	87.88	0
9	To re-elect Nathan Moss	213,607,429	100.00	1,300	0.00	213,608,729	87.88	0
10	To elect Eric Anstee	213,607,429	100.00	1,300	0.00	213,608,729	87.88	0
11	To re-elect Timothy Hanford	213,600,593	100.00	8,136	0.00	213,608,729	87.88	0
12	To re-elect David Morgan	213,150,379	99.79	458,350	0.21	213,608,729	87.88	0
13	To re-elect Andrew Golding	213,607,429	100.00	1,300	0.00	213,608,729	87.88	0
14	To re-elect April Talintyre	213,607,429	100.00	1,300	0.00	213,608,729	87.88	0
15	To re-appoint KPMG LLP as Auditors	211,137,052	100.00	1,300	0.00	211,138,352	86.86	2,470,377
16	To give authority to the Directors to fix the Auditors' remuneration	213,607,429	100.00	1,300	0.00	213,608,729	87.88	0
17	To give authority to allot shares	213,040,007	99.73	568,722	0.27	213,608,729	87.88	0
18	To give authority to allot shares – Regulatory Capital Convertible Instruments	209,085,105	97.88	4,523,624	2.12	213,608,729	87.88	0

19	To give authority to make political donations	213,559,818	99.98	48,211	0.02	213,608,029	87.88	700
<b>Special Resolutions</b>								
20	To give authority to disapply pre-emption rights	206,293,662	96.58	7,315,067	3.42	213,608,729	87.88	0
21	To give authority to disapply pre-emption rights – Regulatory Capital Convertible Instruments	204,980,932	95.96	8,627,797	4.04	213,608,729	87.88	0
22	To give authority to re-purchase shares	211,100,918	98.83	2,507,811	1.17	213,608,729	87.88	0
23	That a general meeting except an AGM may be called on not less than 14 clear days' notice	208,512,801	97.61	5,095,928	2.39	213,608,729	87.88	0

<b>VOTES OF INDEPENDENT SHAREHOLDERS ON THE RESOLUTIONS CONCERNING THE ELECTION AND RE-ELECTION OF THE INDEPENDENT NON-EXECUTIVE DIRECTORS</b>								
<b>Ordinary Resolutions</b>		<b>Total votes For</b>	<b>%</b>	<b>Total votes Against</b>	<b>%</b>	<b>Total votes cast</b>	<b>% of issued share capital</b>	<b>Votes withheld</b>
4	To re-elect Michael Fairey	81,434,567	100.00	1,300	0.00	81,435,867	71.54	2,919,294
5	To re-elect Rodney Duke	84,308,230	99.94	46,931	0.06	84,355,161	74.11	0
6	To re-elect Malcolm McCaig	84,353,861	100.00	1,300	0.00	84,355,161	74.11	0
7	To re-elect Graham Allatt	84,353,861	100.00	1,300	0.00	84,355,161	74.11	0
8	To re-elect Mary McNamara	84,353,861	100.00	1,300	0.00	84,355,161	74.11	0
9	To re-elect Nathan Moss	84,353,861	100.00	1,300	0.00	84,355,161	74.11	0
10	To elect Eric Anstee	84,353,861	100.00	1,300	0.00	84,355,161	74.11	0

**NOTES:**

1. 'Total Votes For' include votes recorded as at the discretion of the appointed proxy.
2. The 'vote withheld' option was provided to enable shareholders to refrain from voting on any particular resolution. A vote withheld is not a vote in law and has not been counted in the calculation of the proportion of the vote 'For' and 'Against' a resolution.
3. At the date of the AGM the issued share capital of the Company was 243,079,965 ordinary shares.
4. The full text of the resolutions is detailed in the Notice of Meeting to be found on the Company website at

[www.osb.co.uk/investor-relations/shareholder-information/annual-general-meeting](http://www.osb.co.uk/investor-relations/shareholder-information/annual-general-meeting)