

## OneSavings Bank plc

Results of 2015 Annual General Meeting held on Tuesday 2 June 2015.

All resolutions were passed by the requisite majority on a poll; resolutions 1 to 16 as ordinary resolutions and resolutions 17 to 21 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	222,967,877	100.00%	0	0.00%	222,967,877	91.73%	492
2	To approve the Remuneration Implementation Report	222,724,283	99.89%	243,594	0.11%	222,967,877	91.73%	492
3	To approve the Remuneration Policy	216,736,072	97.21%	6,231,805	2.79%	222,967,877	91.73%	492
4	To declare a dividend	222,968,369	100.00%	0	0.00%	222,968,369	91.73%	0
5	To re-elect Rodney Duke	222,933,586	99.98%	34,291	0.02%	222,967,877	91.73%	492
6	To re-elect Malcolm McCaig	222,933,586	99.98%	34,291	0.02%	222,967,877	91.73%	492
7	To re-elect Timothy Hanford	222,967,877	100.00%	0	0.00%	222,967,877	91.72%	492
8	To re-elect David Morgan	217,633,024	97.61%	5,334,853	2.39%	222,967,877	91.73%	492
9	To re-elect Stephan Wilcke	222,967,877	100.00%	0	0.00%	222,967,877	91.73%	492
10	To re-elect Andrew Golding	222,967,877	100.00%	0	0.00%	222,967,877	91.73%	492
11	To re-elect April Talintyre	222,967,877	100.00%	0	0.00%	222,967,877	91.73%	492
12	To re-appoint KPMG LLP as Auditors	214,420,507	96.17%	8,547,862	3.83%	222,968,369	91.73%	0
13	To give authority to the Directors to fix the Auditors' remuneration	220,408,718	98.85%	2,559,651	1.15%	222,968,369	91.73%	0
14	To give authority to allot shares	222,847,839	99.95%	120,038	0.05%	222,967,877	91.73%	492
15	To give authority to allot shares – Regulatory Capital Convertible Instruments	213,812,971	95.89%	9,154,906	4.11%	222,967,877	91.73%	492
16	To give authority to make political donations	216,978,466	97.31%	5,989,411	2.69%	222,967,877	91.73%	492
<b>Special Resolutions</b>								
17	To approve the variation of the remuneration ratio	216,979,666	97.31%	5,988,211	2.69%	222,967,877	91.73%	492

18	To give authority to disapply pre-emption rights	217,686,814	97.63%	5,281,063	2.37%	222,967,877	91.73%	492
19	To give authority to disapply pre-emption rights – Regulatory Capital Convertible Instruments	211,382,984	94.80%	11,584,893	5.20%	222,967,877	91.73%	492
20	To give authority to re-purchase shares	222,966,677	100.00%	1,692	0.00%	222,968,369	91.73%	0
21	That a general meeting except an AGM may be called on not less than 14 clear days' notice	220,019,880	98.68	2,948,489	1.32%	222,968,369	91.73%	0

VOTES OF INDEPENDENT SHAREHOLDERS ON THE RESOLUTIONS CONCERNING THE RE-ELECTION OF THE INDEPENDENT NON-EXECUTIVE DIRECTORS								
Ordinary Resolutions		Total votes For	%	Total votes Against	%	Total votes cast	% of issued share capital	Votes withheld
5	To re-elect Rodney Duke	80,589,613	99.96%	34,291	0.04%	80,623,904	80.03%	492
6	To re-elect Malcolm McCaig	80,589,613	99.96%	34,291	0.04%	80,623,904	80.03%	492

Copies of the resolutions dealing with special business passed at the Annual General Meeting have been sent to the National Storage Mechanism and will shortly be available for inspection at [www.morningstar.co.uk/uk/NSM](http://www.morningstar.co.uk/uk/NSM)

**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)