**NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, IN, INTO OR FROM ANY RESTRICTED JURISDICTIONS OR JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OF SUCH JURISDICTION.**

**THE FOLLOWING ANNOUNCEMENT IS AN ADVERTISEMENT AND NOT A PROSPECTUS OR A PROSPECTUS EQUIVALENT DOCUMENT AND INVESTORS SHOULD NOT MAKE ANY INVESTMENT DECISION IN RELATION TO THE NEW OSB SHARES EXCEPT ON THE BASIS OF THE INFORMATION IN THE SCHEME DOCUMENT AND THE PROSPECTUS WHICH ARE BEING PUBLISHED TODAY.**

**CAPITALISED TERMS DEFINED IN THE SCHEME DOCUMENT HAVE THE SAME MEANING WHEN USED IN THIS ANNOUNCEMENT, UNLESS OTHERWISE DEFINED IN THIS ANNOUNCEMENT.**

**FOR IMMEDIATE RELEASE**

9 October 2020

**Proposed introduction of OSB GROUP PLC (“New OSB”) as a new holding company of the OSB Group by means of a Scheme of Arrangement under Part 26 of the Companies Act 2006 and New OSB’s admission to the premium listing segment of the Official List and to trading on the main market of the London Stock Exchange**

**Publication of Prospectus and Scheme Document**

Today, OneSavings Bank plc (“**OSB**”) published a Scheme Document relating to OSB’s proposed introduction of New OSB as a new holding company above the OSB Group by means of a scheme of arrangement under Part 26 of the Companies Act 2006.

The Scheme is between OSB and the OSB Shareholders and involves the cancellation of shares in OSB currently held by OSB Shareholders (“**Old OSB Shares**”) in exchange for the same number of shares in New OSB (“**New OSB Shares**”). The rights attaching to the New OSB Shares will be substantively the same as those attaching to the Old OSB Shares at the Scheme Effective Date.

The Scheme is being undertaken as a reorganisation to facilitate the issuance of MREL-qualifying debt instruments and compliance with the OSB Group’s MREL requirements. The new holding company will also help ensure compliance with the OSB Group’s ‘single point of entry’ resolution strategy.

The Scheme Document is now available at [www.osb.co.uk/investors](http://www.osb.co.uk/investors) and includes full details of the Scheme, together with an explanatory statement and the notices convening the OSB Court Meeting and the OSB General Meeting. The Scheme Document also contains the expected timetable for the Scheme and specifies the necessary actions to be taken by OSB Shareholders.

OSB has also today published a Prospectus relating to the admission of the New OSB Shares to the premium listing segment of the Official List and to trading on the main market for listed securities of the London Stock Exchange (“**Admission**”).

The Prospectus has been approved by the FCA and is available at [www.osb.co.uk/investors](http://www.osb.co.uk/investors).

A copy of the Prospectus and the Scheme Document will shortly be submitted to the National Storage Mechanism and will be available for viewing at www.morningstar.co.uk/uk/nsm.

**Action to be taken by OSB Shareholders**

OSB urges OSB Shareholders to read the Scheme Document and the Prospectus carefully because they contain important information in relation to the Scheme, Admission and the New OSB Shares.

The Scheme is conditional upon a number of matters which are set out in full in the explanatory statement contained in the Scheme Document, including approval by OSB Shareholders of the OSB Resolutions at the OSB General Meeting and of the Scheme at the OSB Court Meeting.

**Given the continuing uncertainty of the situation regarding the COVID-19 pandemic, including the possibility of future lockdowns or continued or further government restrictions on social contact, public gatherings and non-essential travel, OSB Shareholders are strongly encouraged to not attend the OSB General Meeting and OSB Court Meeting and instead submit their votes by proxy. Detailed voting instructions and other arrangements which have been made with respect to the Court Meeting and General Meeting are set out in the Scheme Document.**

**Expected timetable**

The expected timetable of principal events for the implementation of the Scheme and Admission is set out below. All references to time in this Announcement are to London time.

|  |  |
| --- | --- |
| ***Principal events*** | ***Time and/or date*** |
| Publication of this Announcement, the Scheme Document and the Prospectus | 9 October 2020 |
| OSB Court Meeting | 11.30 a.m. on 2 November 2020 |
| OSB General Meeting | 11.45 a.m. on 2 November 2020(1) |
| Court Hearing to sanction the Scheme | 27 November 2020 |
| Last day of dealings in Old OSB Shares | 27 November 2020 |
| Scheme Effective Date | By 8:00 a.m. on 30 November 2020 |
| Delisting of Old OSB Shares, Admission and commencement of dealings in New OSB Shares on the London Stock Exchange | 8.00 a.m. on 30 November 2020 |

*(1) To commence at the time fixed or as soon thereafter as the OSB Court Meeting has been concluded or adjourned.*

**Enquiries**

For further information, please contact the following.

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**Rothschild & Co (Sponsor to OSB)**

Stephen Fox Tel: +44 (0) 20 7280 5000

Toby Ross

Guy Luff

Slaughter and May are retained as legal adviser to OSB.

**Notes to Editors**

OSB began trading as a bank on 1 February 2011 and was admitted to the London Stock Exchange’s main market for listed securities on 10 June 2014. OSB joined the FTSE 250 index in June 2015. The OSB Group is a specialist lending and retail savings group authorised by the PRA and regulated by the FCA and the PRA.

The OSB Group has grown organically and through the acquisition of businesses and portfolios. On 4 October 2019, OSB acquired the Charter Court Group as a result of the Charter Court Combination. The Charter Court Group, based at 2 Charter Court, Broadlands, Wolverhampton, WV10 6TD, was initially founded in November 2008 as a provider of credit consultancy and mortgage administration services for pools of mortgage loans owned by third parties. It was subsequently granted permission by the Financial Services Authority (now the FCA) to act as an authorised mortgage administrator and lender and also obtained a banking licence from the PRA.

Based in Chatham, Kent, the OSB Group trades under the Kent Reliance, InterBay Commercial, InterBay Asset Finance and Heritable Development Finance brands in the UK. Following the Charter Court Combination, the OSB Group also trades under the Precise Mortgages, Exact Mortgage Experts and Charter Savings Bank brands in the UK. The OSB Group also has a presence in the Channel Islands under the Jersey Home Loans and Guernsey Home Loans brands.

The OSB Group primarily targets underserved market sub-sectors that offer high growth potential, attractive risk-adjusted returns and where it has established expertise, platforms and capabilities. These include private rented sector/professional buy-to-let, commercial and semi-commercial mortgages, residential development finance, bespoke and specialist residential lending, secured funding lines and asset finance. Following the Charter Court Combination, the OSB Group retains the market identities and propositions of the OSB Business and the Charter Court Business. The OSB Business targets its customers through specialist brokers and independent financial advisers, and is differentiated through its use of highly-skilled, bespoke underwriting and its efficient operating model. The Charter Court Business is differentiated through risk management expertise and best-of-breed automated technology and systems, ensuring efficient processing, strong credit and collateral risk control and speed of product development and innovation. Through its Exact Mortgage Experts brand, it offers mortgage servicing, administration and credit consultancy.

***Important notice related to the Sponsor***

*N. M. Rothschild & Sons Limited (“****Rothschild & Co****”), which is authorised and regulated by the FCA in the United Kingdom, is acting exclusively for OSB and no one else in connection with Admission and the arrangements described in this Announcement and will not regard any other person (whether or not a recipient of this Announcement) as a client in relation to Admission or the arrangements described in this Announcement and will not be responsible to anyone other than OSB for providing the protections afforded to clients of Rothschild & Co nor for providing advice in relation to Admission or the arrangements described in this Announcement.*

***Cautionary Note Regarding Forward-Looking Statements***

*Certain statements in this Announcement relate to the future, including forward-looking statements relating to the Group’s financial position and strategy. In some cases, these forward-looking statements can be identified by the use of forward-looking terminology, including the terms ‘intend’, ‘aim’, ‘project’, ‘anticipate’, ‘estimate’, ‘plan’, ‘believe’, ‘expect’, ‘may’, ‘should’, ‘will’, ‘continue’ or other similar words. These statements discuss future expectations concerning the Group’s results of operations or financial condition, or provide other forward-looking statements.*

*Other than as required by law, none of OSB, its officers, advisers or any other person gives any representation, assurance or guarantee that the occurrence of the events expressed or implied in any forward-looking statements in this Announcement will actually occur, in part or in whole.*

*Additionally, statements of the intentions of the Board and/or Directors reflect the present intentions of the Board and/or Directors, respectively, as at the date of this Announcement and may be subject to change as the composition of the Board alters, or as circumstances require. Except as required by law, the Company disclaims any obligation or undertaking to update or revise any forward-looking statement in this Announcement.*

*The forward-looking statements speak only as at the date of this Announcement. To the extent required by applicable law or regulation (including as may be required by the Companies Act, Prospectus Regulation Rules, Listing Rules, MAR, Disclosure Guidance and Transparency Rules and FSMA), OSB will update or revise the information in this Announcement. Otherwise, OSB expressly disclaims any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements contained in this Announcement to reflect any change in expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based.*

***No forecasts or estimates***

*Nothing in this Announcement is intended as a profit forecast or estimate for any period and no statement in this Announcement should be interpreted to mean that earnings or earnings per share or dividend per share for OSB for the current or future financial years would necessarily match or exceed the historical published earnings or earnings per share or dividend per share for OSB.*

***Further information***

*This Announcement is for information purposes only and is not intended to and does not constitute or form part of any offer to sell or subscribe for or any invitation to purchase or subscribe for or otherwise acquire or dispose of any securities or the solicitation of any vote or approval in any jurisdiction, nor will there be any sale, issuance or transfer of securities in any jurisdiction in contravention of applicable law. The Scheme will be made solely pursuant to the terms of the Scheme Document setting out the particulars of the proposed Scheme between OSB and the OSB Shareholders with or subject to any modification, addition or condition approved or imposed by the Court and agreed by OSB, which, together with the forms of proxy that will accompany the Scheme Document, contain the full terms and conditions of the Scheme, including details of how to vote in respect of the Scheme. Any vote in respect of resolutions to be proposed at the OSB General Meeting to approve the Scheme or related matters should be made only on the basis of the information contained in the Scheme Document.*

*OSB has prepared the Scheme Document to be distributed to OSB Shareholders. OSB has prepared the Prospectus and has made available the Prospectus containing information on the New OSB Shares. OSB urges OSB Shareholders to read the Scheme Document to be distributed to OSB Shareholders and the Prospectus to be published by OSB carefully, because they contain important information in relation to the Scheme, Admission and the New OSB Shares.*

*This Announcement does not constitute a prospectus or prospectus equivalent document.*

***Overseas jurisdictions***

*The release, publication or distribution of this Announcement (in whole or in part) in certain jurisdictions may be restricted by law and therefore persons into whose possession this Announcement comes should inform themselves about and observe any such restrictions in relation to New OSB Shares or this Announcement. Except in the United Kingdom, no action has been taken or will be taken in any jurisdiction that would permit possession or distribution of this Prospectus in any country or jurisdiction where action for that purpose is required. Accordingly, this Announcement may not be distributed or published in any jurisdiction where to do so would breach any securities laws or regulations of any such jurisdiction or give rise to an obligation to obtain any consent, approval or permission, or to make any application, filing or registration. Failure to comply with these restrictions may constitute a violation of the securities laws or regulations of such jurisdictions.*