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**THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION  
FOR IMMEDIATE RELEASE**

Released 08:00 07-Oct-2019

**7 October 2019**

**Recommended all-share combination  
of  
OneSavings Bank plc  
and  
Charter Court Financial Services Group plc**

**Completion of the Combination**

OneSavings Bank plc ("**OSB**") is pleased to announce that it has completed the recommended all-share combination of OSB and Charter Court Financial Services Group plc ("**Charter Court**"). 199,643,055 New OSB Shares were admitted to listing on the premium listing segment of the Official List and to trading on the London Stock Exchange's main market for listed securities with effect from 8.00 a.m. today, 7 October 2019.

Commenting on the completion of the Combination, Andy Golding, CEO of the Combined Group, said:

*"We are very pleased to announce the completion of the combination of OneSavings Bank with Charter Court Financial Services, creating a leading specialist mortgage lender in the UK with greater scale and resources to deploy in growth opportunities. This brings together the complementary strengths of both organisations, across products, brands and expertise, positioning the new group to continue to deliver for our customers and shareholders. I would like to thank everyone in the team who has worked so hard to make this possible and I am excited about the future potential of this business."*

**Admission of New OSB Shares and total voting rights**

Following the admission of the New OSB Shares and in accordance with the Financial Conduct Authority's Disclosure Guidance and Transparency Rule 5.6.1R, OSB hereby notifies the market that OSB's issued share capital as at today, 7 October 2019, consisted of 444,919,559 ordinary shares of one pence each. OSB does not hold any shares in treasury. Therefore, the total number of voting rights in OSB is 444,919,559. This figure may be used by shareholders as the denominator for the calculations by which they will determine if they are required to notify their interest in, or a change to their interest in, OSB under the Financial Conduct Authority's Disclosure Guidance and Transparency Rules.

A separate announcement has been made regarding the suspension of trading of Charter Court Shares.

**Appointment of directors to the board of OSB**

With effect from 4 October 2019, Sir Malcolm Williamson has been appointed to the OSB Board as Chairman of the Combined Group, Noël Harwerth has been appointed to the OSB Board as Senior

Independent Director, Rajan Kapoor has been appointed to the OSB Board as Chair of the Audit Committee and Tim Brooke and Ian Ward have been appointed to the OSB Board as non-executive directors of the Combined Group.

Biographical details for each of these directors and details of their appointments are contained in the OSB Prospectus published in connection with the Combination on 15 May 2019. No other information is required to be disclosed pursuant to Listing Rule 9.6.13R of the Listing Rules of the Financial Conduct Authority, other than as already stated in the OSB Prospectus, this announcement and the announcement by OSB and Charter Court on 4 October 2019 confirming the resignation of certain other directors as directors of Charter Court.

Capitalised terms used but not otherwise defined in this announcement have the meanings given to them in the scheme document published on 15 May 2019 in relation to the Combination.

## **Other**

All references to times in this announcement are to London time, unless otherwise stated.

Defined terms used but not defined in this announcement have the meanings set out in the Scheme Document dated 15 May 2019.

The person responsible for arranging the release of this announcement on behalf of OSB is Jason Elphick, Company Secretary.

## **Enquiries:**

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Slaughter and May are retained as legal adviser to OSB.

## **Important Notices**

*N. M. Rothschild & Sons Limited ("Rothschild & Co"), which is authorised and regulated by the Financial Conduct Authority in the United Kingdom, is acting exclusively for OSB and for no one else in connection with the Combination and will not be responsible to anyone other than OSB for*

*providing the protections afforded to its clients or for providing advice in connection with the Combination.*

*Barclays Bank PLC, acting through its Investment Bank, ("Barclays"), which is authorised by the Prudential Regulation Authority and regulated in the United Kingdom by the Financial Conduct Authority and the Prudential Regulation Authority, is acting exclusively for OSB and no one else in connection with the Combination and will not be responsible to anyone other than OSB for providing the protections afforded to its clients nor for providing advice in connection with the Combination.*

*This announcement is for information purposes only and does not constitute an offer to sell or an invitation to purchase any securities or the solicitation of an offer to buy any securities, pursuant to the Combination or otherwise. The Combination will be made solely by means of the Scheme Document or any document by which the Combination is made which will contain the full terms and conditions of the Combination, including details of how to vote in respect of the Combination.*

*This announcement has been prepared for the purpose of complying with English law and the Takeover Code and the information disclosed may not be the same as that which would have been disclosed if this announcement had been prepared in accordance with the laws of jurisdictions outside England and Wales.*

### **Publication on Website**

*A copy of this announcement will be made available on OSB's and Charter Court's websites at [www.osb.com](http://www.osb.com) and [www.chartercourts.co.uk](http://www.chartercourts.co.uk) respectively by no later than 12 noon (London time) on 8 October 2019. For the avoidance of doubt, the contents of those websites are not incorporated and do not form part of this announcement.*

### **Other**

*The International Securities Identification Number for OSB is GB00BM7S7K96.*

*OneSavings Bank plc LEI: 213800WTQKOQI8ELD692*