

PROVIDENT FINANCIAL PLC
1 September 2017
Provident Financial plc

Section 430(2B) Companies Act 2006 Statement

Mr Crook tendered his resignation from the Board of Directors of the Company with immediate effect and left the employment of the Company on 21 August 2017.

The information required to be made available by section 430(2B) of the Companies Act 2006 is set out below.

Mr Crook has agreed to forgo his base salary, pension accrual and benefits for his contractual twelve-month notice period. He will also not be eligible to receive any annual bonus award in respect of that period, and will not be eligible for annual bonus in respect of the portion of 2017 that he worked.

Mr Crook holds the following outstanding awards under the Provident Financial Performance Share Plan 2013 (the "PSP"):

1. A basic award of 20,103 shares and a matching award of 40,206 shares granted in 2015. In accordance with the rules of the PSP, he will retain the basic award (which represents the deferred part of his annual bonus earned for the 2014 financial year) and is due to vest in full on 25 February 2018. The Committee has determined that the matching award will lapse immediately.
2. A basic award of 17,036 shares and a matching award of 34,072 shares granted in 2016. In accordance with the rules of the PSP, he will retain the basic award (which represents the deferred part of his annual bonus earned for the 2015 financial year) and is due to vest in full on 1 March 2019. The Committee has determined that the matching award will lapse immediately.
3. A basic award of 19,946 shares and a matching award of 39,892 shares granted in 2017. In accordance with the rules of the PSP, he will retain the basic award (which represents the deferred part of his annual bonus earned for the 2016 financial year) and is due to vest in full on 24 March 2020. The Committee has determined that the matching award will lapse immediately.

The unvested awards referred to above remain subject to the clawback provisions under the rules of the PSP.

Mr Crook's outstanding awards under the Provident Financial Long Term Incentive Scheme will lapse immediately.

Mr Crook participated in the Provident Financial Share Incentive Plan ("the Plan") during his employment. Mr Crook has purchased 241 shares and been awarded 60 matching shares from the Company under the Plan. In accordance with the Rules of the Plan, only the matching shares will lapse. The legal title in the remaining shares will be transferred from the trustees of the Plan to Mr Crook.

Mr Crook also participated in the Provident Financial Savings Related Share Option Scheme ("the SAYE Scheme") but the option to buy shares will lapse in accordance with the rules of the SAYE Scheme.

Mr Crook has a pension credit of £1.262M under the Provident Financials Unfunded Unapproved Retirement Benefits Scheme which will be paid, net of income tax and national insurance, when he is 55, on 15 July 2018.

No other remuneration payment or any payment for loss of office of the type specified in section 430(2B) of the Companies Act 2006 is being made to Mr Crook.

The Directors' Remuneration Report for the year ending 31 December 2017 will include details of remuneration earned by Peter Crook as an executive director during the relevant period.