

QUESTIONS AND ANSWERS ABOUT THE OFFERS

This section provides an overview, in 'question and answer' format, of the Offers described in the Offer Memorandum. These questions and answers are not meant to be a substitute for the information contained in the rest of the Offer Memorandum, and this information is qualified by the more detailed descriptions and explanations contained in other parts of the Offer Memorandum. Capitalised terms used herein have the meanings given in the "Definitions" section of the Offer Memorandum. PIBS Holders are urged to read the Offer Memorandum in its entirety prior to making any decision. PIBS Holders should consult their own tax, accounting, financial and legal advisers regarding the consequences of participating in the Offers.

(1) Why have I received the Offer Memorandum?

You have received the Offer Memorandum as you have been identified as a Holder of some of the £25,000,000 13^{3/8} per cent. Permanent Interest Bearing Shares (the "**PIBS**") of the Society (of which £24,997,000 remain outstanding).

If you do not hold any PIBS and have received the Offer Memorandum in error, please destroy this and any other related document and contact the Receiving Agent to let them know.

(2) What are the main summary points for the Offers?

The Society is inviting you to sell any or all of your PIBS to the Society through a Tender Offer (as defined below) as well as asking you to vote on a Resolution to approve certain changes to the Conditions (as defined below). If the Resolution is passed (the minimum quorum and voting thresholds required for the Resolution to pass are discussed in Question (12)), the changes to the Conditions will allow the Society to buy back the remainder of the PIBS not purchased in the Tender Offer.

The Society wishes to buy back the PIBS because they no longer satisfy the purpose for which they were originally issued in 1992. At the time the PIBS counted towards the 'tier 1' capital requirements of the Society. However, in light of changes to the regulatory capital rules since then, the PIBS are no longer eligible to count towards 'tier 1' capital resources. The Society has therefore decided to launch this Offer with a view to redeeming the PIBS in full, subject to meeting the required thresholds.

Under the Tender Offer, PIBS Holders are invited to offer to sell any or all of their PIBS to the Society at a price equal to 190.00 per cent., or £1,900 for each £1,000, of the principal amount of such PIBS (the "**Purchase Price**"). If the Society accepts any such tender, PIBS Holders will receive this Purchase Price plus a separate amount in respect of accrued and unpaid interest on PIBS purchased in the Tender Offer up to (but excluding) the Settlement Date.

If the Resolution is passed and implemented, the Society will have the right to buy back all of the remaining PIBS that are not purchased pursuant to the Tender Offer on the Redemption Date via the Issuer Call, upon payment to the relevant PIBS Holders of 190.00 per cent., or £1,900 for each £1,000, of the principal amount of such PIBS (the "**Redemption Price**") which is equal to the Purchase Price, plus a separate amount in respect of accrued and unpaid interest on PIBS purchased pursuant to the Issuer Call up to (but excluding) the Redemption Date. The Tender Offer and Consent Solicitation are explained further at Question (4).

In addition, any PIBS Holder who either (a) validly offers to sell their PIBS back to the Society pursuant to the Tender Offer ('Option 1') or (b) validly submits a Voting Only Instruction specifying 'Option 2', in each case by the relevant deadline set out in the Offer Memorandum, will also be eligible to receive a Voting Fee, as explained further at Question (4).

There is no requirement to participate in the Offers, but for PIBS Holders that seek to participate there will be three options available to select on the instruction form which has been provided to you. Please note that only one option can be selected for each PIBS, but PIBS Holders who hold more than one PIBS (i.e. more than £1,000 in principal amount) do not have to choose the same option for all their PIBS. The payment of any Voting Fee is subject to the Resolution being passed at the Meeting.

The three options available to PIBS Holders who seek to participate are displayed below (and discussed in further at Question (9)).

Option 1 – a tender instruction to participate in the Tender Offer and sell my PIBS, and automatically vote in favour of the Resolution;

Option 2 – a voting only instruction to appoint the Chairperson to vote either FOR or AGAINST the Resolution on your behalf. This option does not involve tendering PIBS; or

Option 3 – a voting only instruction to either (i) attend the Meeting and vote either FOR or AGAINST the Resolution in person or (ii) appoint a different proxy to vote either FOR or AGAINST the Resolution on your behalf. This option does not involve tendering PIBS.

The relevant amounts PIBS Holders will receive will depend on whether (i) they participate in the Tender Offer or the Consent Solicitation; and (ii) whether the Resolution passes, and are discussed in Question (4) and dealt with in more detail in the Offer Memorandum.

Please note, the deadline for receipt of Tender Instructions and Voting Only Instructions is **1:00 p.m. (UK time) on 27 March 2024**. If you wish to participate in the Tender Offer, you must also submit the certificate(s) for the PIBS which are the subject of your Tender Instruction.

Retail Investors who have questions or require technical assistance in connection with the delivery of instructions, or who have other questions regarding the Offers, should contact Link Market Services Limited as the Receiving Agent through 0371 664 0321 (calling from the UK), or +44 371 664 0321 (if calling from outside the UK). Any Intermediary or advisor that represents Retail Investors can contact D.F. King Limited as the Retail Information Agent for questions concerning the Offers, using +44 20 7920 9700 or via their email at LBS@dfkingltd.co.uk. Please refer to Question (15) which explains whether such PIBS Holder is classed as a Retail Investor or Institutional Investor. Further information on the telephone line operating times is detailed within the Offer Memorandum.

(3) Why is the Society conducting the Offers?

The Society wishes to buy back the PIBS because they no longer satisfy the purpose for which they were originally issued for in 1992. The PIBS were originally issued to count towards the 'tier 1' capital requirements of the Society. Under these requirements, building societies must maintain a certain level of capital reserves that are designed to absorb losses in times of financial stress while protecting member deposits and enabling the Society to continue as a viable business.

The PIBS were originally issued with the terms and conditions that counted towards the 'tier 1' capital requirements at the time. However, the capital rules have since changed and the PIBS are no longer eligible to count towards the 'tier 1' capital of the Society.

The Society, as with all major UK financial institutions, is also required by its regulators to take reasonable steps to remediate the treatment of legacy capital instruments which could cause impediments to resolvability in the case of insolvency. Therefore, the Society has elected to launch the Offers with a view to buying back all the PIBS in full if the Resolution is passed.

The Society has previously received permission from the Prudential Regulation Authority (the "PRA") to buy back the PIBS at any time prior to 23 May 2024. The Society has sufficient capital and financial resources in place to buy back the PIBS.

(4) What are the Offers?

The Offers described in the Offer Memorandum comprise a Tender Offer and a Consent Solicitation which are made on the terms and subject to the conditions contained in the Offer Memorandum (including the offer restrictions referred to in "*Offer and Distribution Restrictions*").

Tender Offer

The Tender Offer is an invitation by the Society to PIBS Holders to tender (i.e. offer to sell) any or all of their PIBS for purchase by the Society for cash at the Purchase Price of 190.00 per cent., or £1,900 for each £1,000, of the principal amount of any such tendered PIBS.

If the Society accepts any such tender, the Society will purchase the relevant tendered PIBS on the Settlement Date and the relevant PIBS Holder will receive a cash amount, in pounds Sterling, equal to the Purchase Price for such PIBS plus an amount in respect of the accrued and unpaid interest on such PIBS up to (but excluding) the Settlement Date (together, the "**Tender Consideration**"). Such PIBS Holder may also be eligible to receive the Voting Fee (see further "Voting Fee" below), subject to the Resolution being passed.

The Tender Offer is not conditional upon the outcome of the Consent Solicitation described below. If the Society decides to accept any tenders of PIBS for purchase pursuant to the Tender Offer, then any PIBS validly tendered will be purchased, whether or not the Resolution is passed and the Proposed Variation implemented.

For further information on the Tender Offer, see "*Terms and Conditions of the Offers – Tender Offer*" in the Offer Memorandum.

Consent Solicitation

The Consent Solicitation involves the Society convening a meeting of PIBS Holders (the “**Meeting**”) to vote on the Resolution to, amongst other things, amend the Conditions to allow for the early redemption of PIBS (i.e., the Issuer Call) that are not purchased by the Society pursuant to the Tender Offer. This will be done by amending the Special Conditions of Issue of the PIBS (the “**Conditions**”) to, amongst other things, provide for such Issuer Call.

The proposed amendments to the Conditions would allow the Society to buy back, on the Redemption Date, all of the PIBS that are not purchased pursuant to the Tender Offer, upon payment to the relevant PIBS Holders of the redemption price of 190.00 per cent., or £1,900 for each £1,000 in principal amount, of such PIBS (the “**Redemption Price**”) and of a separate amount in respect of accrued and unpaid interest on such PIBS up to (but excluding) the Redemption Date (together with the Redemption Price, the “**Redemption Consideration**”).

The Resolution is explained further at Questions (4) and (5) below.

If sufficient PIBS Holders are present or represented at the Meeting (or, if applicable, the adjourned Meeting) and sufficient votes are cast in favour of the Resolution to satisfy the quorum and voting thresholds discussed further in Question (12), the Society will be entitled (but not required) to implement the variation of the Conditions as set out in the Resolution. If implemented, all of the PIBS that are not purchased as part of the Tender Offer will be redeemed by the Society pursuant to the Issuer Call on the Redemption Date. Therefore, if the Resolution is passed and the Proposed Variation is made, it will result in any PIBS held by a PIBS Holder that are not purchased pursuant to the Tender Offer being redeemed, whether or not such PIBS Holder was present or represented at the Meeting (or if applicable, the adjourned Meeting) and whether or not voting in favour.

The implementation of the Proposed Variation is conditional on the acceptance for purchase by the Society of all of the PIBS that have been validly tendered in the Tender Offer.

For further information on the Consent Solicitation, see “*Terms and Conditions of the Offers – Consent Solicitation*” in the Offer Memorandum.

Voting Fee

Any PIBS Holder who either (a) validly tenders its PIBS for purchase pursuant to the Tender Offer by the Tender Deadline (‘Option 1’) or (b) validly submits a Voting Only Instruction specifying ‘Option 2’ by the Voting Deadline will also be eligible to receive the voting fee (the “**Voting Fee**”). This will involve payment to each such PIBS Holder of 2.00 per cent., or £20 for each £1,000, of the principal amount of the PIBS tendered or for any Voting Only Instructions which are submitted.

The Voting Fee will be paid in addition to the Tender Consideration or Redemption Consideration (as applicable), all as further described in the Offer Memorandum. Payment of the Voting Fee is conditional on the passing of the Resolution at the Meeting (or, if applicable, the adjourned Meeting) and the implementation of the Proposed Variation of the Conditions.

In addition to choosing ‘Option 1’ (by delivering a valid Tender Instruction) or choosing ‘Option 2’ (by delivering a valid Voting Only Instruction specifying ‘Option 2’) by the applicable deadline, in order to be eligible for the Voting Fee PIBS Holders must not attend, or seek to attend, the Meeting (or, if applicable, the adjourned Meeting) in person or make any other arrangements to be represented at the Meeting (or, if applicable, the adjourned Meeting) (other than by way of the relevant Tender Instructions or Voting Only Instructions), as in such case any PIBS Holder who takes such action will not be eligible to receive the Voting Fee.

What is the Resolution and why is the Society proposing it?

The full terms of the Resolution are set out in the Notice of Meeting which is attached at the end of the Offer Memorandum. The background to the Resolution and the Proposed Variations to the Conditions are summarised below and at Question (4).

The Resolution involves a proposal by the Society to vary the Conditions to allow the Society to buy back all of the PIBS that are not purchased as part of the Tender Offer pursuant to the Issuer Call. This means that the Society would be able (without any further approvals from the PIBS Holders, but upon giving not less than three Business Days’ advance notice to them) to repay and cancel all outstanding PIBS on the Redemption Date upon separate payments of the Redemption Consideration and Voting Fee discussed above.

(5) What are the variations to the Conditions proposed in the Resolution?

The proposed variations to the Conditions if the Resolution is passed would be as follows (as further set out in the Annex to the Notice of Meeting):

- (i) a new Condition is proposed, which will set out the Society's right to redeem all of the PIBS that are not purchased by the Society as part of the Tender Offer on the Redemption Date at the Redemption Consideration;
- (ii) a variation to Condition 5 is proposed, to set the 'record time' for redemption payments under the new condition described in paragraph (i) above. The existing Condition (5) currently envisages that all payments in respect of the PIBS will be made to PIBS Holders appearing in the Register at the close of business on the fifteenth day before the relevant due date, and it is proposed to shorten this period for the purposes of any redemption of PIBS pursuant to the Issuer Call, so that the record time falls after the Voting Deadline and the Meeting (or, if applicable, the adjourned Meeting); and
- (iii) certain incidental changes are also proposed as a result of these variations, including updating the definition of "Relevant Supervisory Consent" to reflect the fact that the Society's regulator is now the Prudential Regulation Authority, rather than the Building Societies Commission.

The Resolution also proposed that the name of the Society in Condition 1(1) be updated from Leeds and Holbeck Building Society to Leeds Building Society, to reflect the change in the Society's name that occurred in 2005.

The full text of the proposed variation to the Conditions is set out in the Notice of Meeting which is attached at the end of the Offer Memorandum.

(6) What is the timetable for the Offers?

The expected timetable of events for the Offers is set out in the section of the Offer Memorandum headed "Expected Timetable". Please note, the deadline for receipt of Tender Instructions and Voting Only Instructions is **1:00 p.m. (UK time) on 27 March 2024**. PIBS Holders who wish to participate in the Tender Offer will also need to deliver the certificate(s) for their tendered PIBS by the same deadline.

This timetable is indicative only, and may change. If the timetable changes, the Society will inform PIBS Holders of the changes as soon as is reasonably practicable.

(7) How has the Purchase Price and Redemption Price been determined?

The Purchase Price for the PIBS under the Tender Offer and the Redemption Price for the PIBS if redeemed is 190.00 per cent., or £1,900 for each £1,000, of the principal amount of the PIBS, which provides for a premium above the prevailing quoted mid-market prices for the PIBS on the London Stock Exchange plc.

For reference, the quoted mid-market prices for the PIBS on the London Stock Exchange plc (sourced from Bloomberg) as at close of business on 19 February 2024 (the latest practicable date before finalisation of the Offer Memorandum) and on the first dealing day on each of the prior six months were as follows:

1 September 2023	170.250% (£1,702.50 for each £1,000 in principal amount of the PIBS)
2 October 2023	170.250% (£1,702.50 for each £1,000 in principal amount of the PIBS)
1 November 2023	165.750% (£1,657.50 for each £1,000 in principal amount of the PIBS)
1 December 2023	167.625% (£1,676.25 for each £1,000 in principal amount of the PIBS)
2 January 2024	170.750% (£1,707.50 for each £1,000 in principal amount of the PIBS)
1 February 2024	171.250% (£1,712.50 for each £1,000 in principal amount of the PIBS)
19 February 2024	169.750% (£1,697.50 for each £1,000 in principal amount of the PIBS)

This reflects the quoted mid-price of the bid and offered prices on the London Stock Exchange on each date. It should be noted that, given limited trading volumes in the PIBS, this mid-market price may not be a reliable indicator of the price at which a PIBS Holder would have been able to sell their PIBS in the market on such date, and should not be taken as an indication of the price at which a PIBS Holder may be able to sell their PIBS in the market on any future date.

(8) Do I have to take any action in connection with the Offers?

PIBS Holders may choose to participate in the Offers, but are not required to do so. The options available to PIBS Holders who wish to participate are set out in Question (9) below.

If the Resolution is not passed, PIBS Holders who do not participate will continue to hold their PIBS. Since the Conditions of their PIBS may be varied if the Resolution is passed and their PIBS redeemed, PIBS Holders are urged to read the Offer Memorandum carefully before deciding whether or not to participate in the Offers.

(9) I want to participate in the Offers. What options do I have?

PIBS Holders who wish to take part in the Offers can select from the three options below in respect of some or all of their PIBS. 'Option 1' is a Tender Instruction. 'Option 2' and 'Option 3' are Voting Only Instructions. For full

details on how to participate in the Offers, please see the section of the Offer Memorandum headed “*Procedures for Participating in the Offers*”.

OPTION 1 – Tender Instruction – tender PIBS and vote in favour of the Resolution – eligible to receive Voting Fee

A PIBS Holder who wishes to participate in the Tender Offer should select ‘Option 1’. PIBS Holders can exercise ‘Option 1’ by selecting and completing ‘Option 1’ on their Paper Instruction Form, which must be returned by post to the Receiving Agent, to be received by the Receiving Agent by no later than the Tender Deadline. This will constitute the PIBS Holder submitting a Tender Instruction (or arranging to have a Tender Instruction submitted on its behalf).

For further information on the Tender Offer, see “*Terms and Conditions of the Offers – Tender Offer*”.

The submission of a Tender Instruction will also constitute the PIBS Holder’s instruction to appoint the Chairperson of the Meeting (or their nominee) as such PIBS Holder’s proxy to attend the Meeting on such PIBS Holder’s behalf and cast the votes attaching to the PIBS which are the subject of such Tender Instruction in favour of the Resolution. **Accordingly, PIBS Holders electing ‘Option 1’ should take no other action in respect of the Meeting or the Resolution in respect of those PIBS for which ‘Option 1’ is selected. Any PIBS Holder that submits both a Tender Instruction and a Voting Only Instruction in respect of the same PIBS will be deemed to have made a Tender Instruction in respect of those PIBS.** The number of votes cast on a poll will be equal to 1 vote for each £1,000 in principal amount of PIBS.

A PIBS Holder who does not wish to tender their PIBS, but who wishes to vote on the Resolution, may instead choose either ‘Option 2’ or ‘Option 3’ on their Paper Instruction Form, as summarised below.

OPTION 2 – Voting Only Instruction – appoint the Chairperson of the Meeting as proxy to vote on the Resolution, without tendering PIBS – eligible to receive Voting Fee

A PIBS Holder who does not wish to or is not able to tender their PIBS in the Tender Offer, and who wishes to vote on the Resolution, can elect to appoint the Chairperson of the Meeting (or their nominee) as proxy to cast the votes attaching to their PIBS in respect of the Resolution as instructed by them.

PIBS Holders can exercise this ‘Option 2’ by selecting and completing ‘Option 2’ on their Paper Instruction Form, which must be returned by post to the Receiving Agent, to be received by the Receiving Agent by no later than the Voting Deadline.

The amount of PIBS voted ‘in favour of’ or ‘against’ the Resolution must be an amount equal to £1,000 or a whole multiple of £1,000. If a PIBS Holder holds less than £1,000 in principal amount of PIBS or holds an amount of PIBS which is not a whole multiple of £1,000, it should contact the Receiving Agent.

To be eligible for the Voting Fee, such Voting Only Instructions must be received by the Receiving Agent by the Voting Deadline.

PIBS Holders should note that ‘Option 2’ does not involve a tender of PIBS. Accordingly, if the Resolution is not passed at the Meeting (or, if applicable, the adjourned Meeting), the PIBS of such PIBS Holders will not be purchased pursuant to the Tender Offer. Those PIBS Holders will instead continue to hold their PIBS.

OPTION 3 – Voting Only Instruction – elect to attend, or appoint a separate proxy to attend, and vote at the Meeting, without tendering PIBS – not eligible to receive Voting Fee

A PIBS Holder who does not wish to tender PIBS in the Tender Offer or to appoint the Chairperson of the Meeting as proxy to attend the Meeting and vote on the Resolution on their behalf, may instead choose to attend, or to appoint a proxy other than the Chairperson to attend, the Meeting and cast the votes attached to their PIBS at the Meeting. Please refer to Questions (18) and (19) below for further information on attending the Meeting.

PIBS Holders can exercise this ‘Option 3’ by selecting and completing ‘Option 3’ on their Paper Instruction Form. The Paper Instruction Form must be returned by post to the Receiving Agent, to be received by the Receiving Agent by no later than the Voting Deadline.

At the Meeting, PIBS Holders, or the proxy appointed on their behalf, should cast their votes in respect of the Resolution when prompted to do so by the Chairperson.

The amount of PIBS voted in favour of, or against, a Resolution must be an amount equal to £1,000 or a whole multiple of £1,000. If a PIBS Holder holds less than £1,000 in principal amount of PIBS or holds an amount of PIBS which is not a whole multiple of £1,000, it should contact the Receiving Agent.

By selecting and completing ‘Option 3’ a PIBS Holder will not be eligible to receive the Voting Fee even if its Voting Only Instruction is received by the Receiving Agent by the Voting Deadline and the Resolution is passed at the Meeting (or, if applicable, the adjourned Meeting). PIBS Holders should note that ‘Option 3’ does not involve a tender of PIBS. Accordingly, if the Resolution is not passed at the Meeting (or, if applicable, the adjourned Meeting), the PIBS of such PIBS Holders will not be purchased pursuant to the Tender Offer. Those PIBS Holders will instead continue to hold their PIBS.

(10) Can I select more than one Option in respect of my PIBS?

Only one of the above three options (the “Options”) can be selected for each PIBS held. However, PIBS Holders who hold more than one PIBS do not have to select the same Option for all their PIBS.

Each PIBS has a denomination of £1,000. Therefore, a PIBS Holder who holds more than £1,000 in principal amount of PIBS can select different Options, provided that at least £1,000 (or a whole multiple of £1,000) of PIBS is specified in each Option selected. The total amount of PIBS across all the Options selected by a PIBS Holder cannot exceed the total amount of such Holder’s PIBS.

If a PIBS Holder holds less than £1,000 in principal amount of PIBS or holds an amount of PIBS which is not a whole multiple of £1,000, it should contact the Receiving Agent.

If a PIBS Holder selects more than one Option and the total amount of PIBS represented across those Options exceeds that Holder’s total holding of PIBS, then: (1) any PIBS specified in ‘Option 1’ will be treated as the first priority instruction, such that those PIBS will be deemed to have been tendered in the Tender Offer; (2) to the extent that the Holder’s total holding of PIBS exceeds the PIBS specified in ‘Option 1’, any remaining PIBS specified in ‘Option 2’ will be treated as a second priority instruction; and (3) to the extent that the Holder’s total holding of PIBS exceeds the PIBS specified in Options 1 and 2, any remaining PIBS specified in ‘Option 3’ will be treated as a third priority instruction.

(11) How do I participate?

The steps you must take if you wish to participate in the Offers differ depending on which option(s) (as described in Question (9)) you wish to select in respect of your PIBS.

Please note, the deadline for receipt of Tender Instructions and Voting Only Instructions is **1:00 p.m. (UK time) on 27 March 2024.**

If you hold your PIBS through a broker, bank, custodian or other Intermediary and you wish to participate in the Offers, you are urged to contact that Intermediary as a matter of priority, to ascertain what that Intermediary needs to receive from you, and by when, in order to ensure the Intermediary can arrange for the submission of instructions on your behalf by the above deadline.

For full details on how to participate in the Offers, please see the section of the Offer Memorandum headed “*Procedures for Participating in the Offers*”.

(12) What are the minimum thresholds for passing the Resolution?

Quorum requirement for the Meeting

The minimum quorum required for the Meeting to consider the Resolution is one or more persons present in person or by proxy and holding or representing **in the aggregate not less than one-third of the principal amount of the PIBS for the time being outstanding.** Please see the section of the Offer Memorandum titled “*Terms and Conditions of the Offer – Consent Solicitation – Meeting and Resolution*” as to what will happen if the Meeting needs to be adjourned.

Minimum votes required for passing the Resolution

The Resolution will only be passed at the Meeting (or, if applicable, the adjourned Meeting) if **not less than three-quarters of the votes represented at such Meeting are cast in favour** of the Resolution.

(13) What happens if the Resolution is not passed and implemented?

If the Resolution is not passed at the Meeting (or, if applicable, the adjourned Meeting) and implemented, the Society will not acquire the right to buy back all of the PIBS not purchased pursuant to the Tender Offer on the Redemption Date. However, the Society may still purchase those PIBS which are tendered in the Tender Offer, and the Society currently intends to cancel all such validly tendered PIBS on or around the Settlement Date.

(14) What happens if the Meeting gets adjourned?

Tender Instructions and Voting Only Instructions which are validly submitted and which have not been subsequently revoked (in the circumstances in which such revocation is permitted), shall remain valid for the

adjourned Meeting. Restrictions on the transfer of PIBS will apply from the time of submission of Tender Instructions or Voting Only Instructions until the later of the conclusion of any adjourned Meeting and the Settlement Date or Redemption Date (as applicable).

If the Meeting is adjourned, the Society may, in its sole discretion, choose to make certain amendments in respect of the Offers, including (without limitation) changing the Tender Deadline, the Voting Deadline, the Settlement Date and/or the Redemption Date (which will take place after the conclusion of any adjourned Meeting) in respect of the Offers. The Society will announce any such amendments as soon as is reasonably practicable after the Meeting is adjourned.

(15) Am I a Retail Investor or an Institutional Investor?

Please see the section titled “*Certain Definitions*” in the Offer Memorandum for the meaning of the terms ‘Retail Investor’ and ‘Institutional Investor’.

Any PIBS Holder who is an individual (rather than a company or other organisation) will be a Retail Investor.

Any PIBS Holder that is a company or other organisation and is not sure whether they are a Retail Investor or an Institutional Investor may contact the Retail Information Agent for further information (see page 64 of the Offer Memorandum for the Retail Information Agent’s contact details).

(16) I’ve lost my certificate(s). Can I still participate in the Offers?

PIBS Holders will have received one or more certificates evidencing their holding when they first obtained their PIBS.

If a PIBS Holder wishes to offer to sell their PIBS in the Tender Offer, they must return their Tender Instruction together with their certificate(s) representing their holding of the PIBS so tendered.

If a PIBS Holder wishes to participate in the Tender Offer and have lost their certificate(s), they should contact the Registrar (at the details shown in the Offer Memorandum) in order to obtain replacement certificate(s) in respect of their PIBS.

If a PIBS Holder has lost their certificate(s) they may still submit a Paper Instruction Form specifying ‘Option 1’ (Tender Instruction). However, for the Paper Instruction Form to be validly submitted as a Tender Instruction, they will need to separately deliver a replacement certificate(s) for the PIBS which are the subject of such instruction to the Receiving Agent by the Tender Deadline, otherwise their Paper Instruction Form will be deemed to be a Voting Only Instruction specifying ‘Option 2’ in favour of the Resolution, although the Society reserves the right, in its absolute discretion, to treat such Paper Instruction Form as a valid Tender Instruction if the Receiving Agent subsequently receives the certificate(s) in respect of the relevant PIBS.

(17) If I participate in the Offers and tender my PIBS, will I be charged brokerage fees?

You will not have to pay brokerage fees to participate in the Offers. Please note brokerage fees may be chargeable if you wished to sell your PIBS on the market or otherwise dispose of your PIBS. No brokerage costs are being levied by the Society or the Receiving Agent. PIBS Holders should check whether their brokers, custodians or any other Intermediary will charge any fees or disbursements to them.

(18) When is the Meeting?

The Meeting has been convened for 1:00 p.m. (UK time) on 2 April 2024.

If a quorum is not present at the Meeting, the Meeting shall be adjourned, until a date not less than 14 days nor more than 42 days later. If this happens, a further notice will be given to PIBS Holders confirming the date and time of the adjourned Meeting.

The Society’s current expectation is that if an adjourned Meeting is required, it will be held on 17 April 2024.

(19) Where is the Meeting being held?

The Meeting is being held at the offices of Allen & Overy LLP at One Bishops Square, London E1 6AD, United Kingdom.

(20) How will any payments be made?

PIBS purchased pursuant to Tender Offer

If PIBS validly tendered in the Tender Offer are accepted to be purchased by the Society, the Tender Consideration payable to PIBS Holders for such purchase of their PIBS will be paid to the Receiving Agent on or

before the Settlement Date for onward payment to the relevant PIBS Holders in accordance with the usual procedures for payments of amounts relating to the PIBS to such PIBS Holders.

In addition, if the Resolution is passed at the Meeting (or, if applicable, the adjourned Meeting) and the Proposed Variation is implemented, the Voting Fee will be payable to such PIBS Holders by the Society in the same manner.

Accordingly:

- (i) PIBS Holders who currently receive interest payments in respect of the PIBS by bank transfer will be paid by bank transfer on the Settlement Date; and
- (ii) PIBS Holders who currently receive interest payments in respect of the PIBS by cheque will be paid by cheque posted on the Business Day immediately prior to the Settlement Date to the registered address of such PIBS Holder appearing in the Register.

In particular, see the section in the Offer Memorandum titled “*Terms and Conditions of the Offers – Tender Offer – Payments*”.

If the Resolution is passed at the Meeting, PIBS that are not purchased pursuant to the Tender Offer will be redeemed pursuant to Issuer Call

If the Resolution is passed at the Meeting (or, if applicable, the adjourned Meeting) and the Proposed Variation is implemented, the Redemption Consideration payable for PIBS that are not purchased pursuant to the Tender Offer, and the Voting Fee payable to such PIBS Holders was received by the Receiving Agent by the Voting Deadline, will be paid to the Receiving Agent on or before the Redemption Date for onward payment to the relevant PIBS Holders in accordance with the usual procedures for payments to such PIBS Holders. Accordingly:

- (i) eligible PIBS Holders who currently receive interest payments in respect of the PIBS by bank transfer will be paid the Redemption Consideration and (where applicable) Voting Fee by bank transfer on the Redemption Date; and
- (ii) eligible PIBS Holders who currently receive interest payments in respect of the PIBS by cheque will be paid the Redemption Consideration and (where applicable) Voting Fee by cheque posted on the Business Day immediately prior to the Redemption Date to the registered address of such PIBS Holder appearing in the Register.

In particular, see the section in the Offer Memorandum titled “*Terms and Conditions of the Offers – Consent Solicitation – Payments*”.

(21) I also hold other debt instruments issued by the Society – is it possible to tender those instruments in the Tender Offer?

No, the Tender Offer and the Consent Solicitation only apply to the PIBS.

(22) What are the tax implications for me if I participate in the Offers?

The Offer Memorandum does not discuss any tax consequences for PIBS Holders arising from the Offers. PIBS Holders are urged to consult their own professional advisers regarding the possible tax consequences to them that may arise under the laws of the jurisdictions that apply to them in connection with the Offers, including (if their PIBS are purchased by the Society pursuant to the Tender Offer or redeemed by the Society pursuant to the Issuer Call) the receipt of the Tender Consideration or Redemption Consideration, as applicable, and any Voting Fee and/or the disposal of PIBS sold to the Society pursuant to the Tender Offer or redemption of PIBS redeemed by the Society pursuant to the Issuer Call.

(23) Where can I obtain further information on the Offers?

For details of whom you can contact to obtain further information on the Offers, please see the section in the Offer Memorandum titled “*Further Information*”.