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If you have sold or otherwise transferred all of your ordinary shares in Provident Financial plc, please pass this document together with the accompanying documents to the purchaser or transferee, or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.



NOTICE OF ANNUAL GENERAL MEETING 2010 OF PROVIDENT FINANCIAL plc

Notice of the Annual General Meeting of Provident Financial plc to be held at the Marriott Hollins Hall Hotel & Country Club, Hollins Hill, Baildon, Shipley, West Yorkshire BD17 7QW on Wednesday 5 May 2010 at 12.30pm is set out on pages 3 to 7 of this document.

Whether or not you propose to attend the Annual General Meeting, please complete and submit a proxy appointment form in accordance with the Notes to the Notice of the Annual General Meeting set out on pages 6 and 7. The proxy appointment form must be received at the address for delivery specified in the Notes by 12.30pm on Monday 3 May 2010.

Provident Financial plc

(incorporated and registered in England and Wales under number 668987)

Registered Office:

Colonnade
Sunbridge Road
Bradford
West Yorkshire
BD1 2LQ

25 March 2010

To shareholders

Notice of Annual General Meeting

Dear Shareholder,

I am pleased to be writing to you with details of our Annual General Meeting ("AGM") which we are holding at the Marriott Hollins Hall Hotel & Country Club, Hollins Hill, Baildon, Shipley, West Yorkshire BD17 7QW on Wednesday 5 May 2010 at 12.30pm.

Full details of the resolutions that will be put to shareholders are set out in the formal Notice of Annual General Meeting which is set out on pages 3 to 7 of this document. Explanatory Notes to the business to be considered are set out in Appendix I on pages 8 to 10.

Amongst the resolutions proposed this year, I would like to draw your attention specifically to the following:

Final Dividend

Shareholders are being asked to approve a final dividend of 38.1p per ordinary share for the year ended 31 December 2009. If shareholders approve the recommended final dividend, this will be paid on 21 June 2010 to all ordinary shareholders who were on the register of members at the close of business on 14 May 2010.

New Articles of Association

We are asking shareholders to approve the adoption of new articles of association in order to update the Company's current articles of association primarily to take account of the changes in the law as a result of the Companies Act 2006 and the repeal of the provisions of the Companies Act 1985. An explanation of the main changes between the proposed and the existing articles of association is set out in Appendix III on pages 12 and 13 of this document.

Recommendation

The directors consider that all the resolutions to be put to the meeting are in the best interests of the Company and its shareholders as a whole. Your board will be voting in favour of them and unanimously recommends that shareholders do so as well.

Action to be taken

If you would like to vote on the resolutions but cannot come to the AGM, please complete and submit a proxy appointment form in accordance with the Notes to the Notice of the Annual General Meeting set out on pages 6 to 7. The proxy appointment form must be received at the delivery address specified in the Notes by 12.30pm on Monday 3 May 2010.

Yours faithfully

John van Kuffeler

Chairman

Provident Financial plc

NOTICE OF ANNUAL GENERAL MEETING

The fiftieth annual general meeting of Provident Financial plc will be held at the Marriott Hollins Hall Hotel & Country Club, Hollins Hill, Baildon, Shipley, West Yorkshire BD17 7QW on Wednesday 5 May 2010 at 12.30pm. Shareholders will be asked to consider and pass the resolutions below. Resolutions 11 to 14 (inclusive) will be proposed as special resolutions. All other resolutions will be proposed as ordinary resolutions.

Ordinary resolutions

1. That the directors' and auditors' reports and the audited financial statements of the Company for the year ended 31 December 2009 be adopted.
2. That the directors' remuneration report for the year ended 31 December 2009 be approved.
3. That a final dividend of 38.1p per share on the ordinary shares of 20⁸/₁₁p each in respect of the year ended 31 December 2009 be declared and paid on 21 June 2010 to the holders of such ordinary shares on the register of members of the Company at the close of business on 14 May 2010.
4. That John van Kuffeler be reappointed as a director of the Company.
5. That Peter Crook be reappointed as a director of the Company.
6. That Robert Hough be reappointed as a director of the Company.
7. That PricewaterhouseCoopers LLP be reappointed as auditors of the Company.
8. That the directors be authorised to determine the auditors' remuneration.
9. That, from the date of this resolution until the earlier of 4 November 2011 and the conclusion of the Company's next annual general meeting, the Company and all companies that are its subsidiaries at any time during such period are authorised to:
 - (a) make political donations to political parties and/or independent election candidates;
 - (b) make political donations to political organisations other than political parties; and
 - (c) incur political expenditure;up to an aggregate total amount of £50,000, with the amount authorised for each of heads (a) to (c) above being limited to the same total. Any such amounts may comprise sums paid or incurred in one or more currencies. Any sum paid or incurred in a currency other than sterling shall be converted into sterling at such a rate as the board may decide is appropriate. Terms used in this resolution have, where applicable, the meanings they have in Part 14 of the Companies Act 2006 on "Control of political donations and expenditure".
10. That the directors are generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into such shares ("Allotment Rights"), but so that:
 - (a) the maximum amount of shares that may be allotted or made the subject of Allotment Rights under this authority are shares with an aggregate nominal value of £9,194,066;
 - (b) this authority shall expire on 4 November 2011 or, if earlier, on the conclusion of the Company's next annual general meeting;

- (c) the Company may make any offer or agreement before such expiry which would or might require shares to be allotted or Allotment Rights to be granted after such expiry; and
- (d) all authorities vested in the directors on the date of the Notice of this meeting to allot shares or to grant Allotment Rights, or to allot relevant securities (as defined in the Companies Act 1985), that remain unexercised at the commencement of this meeting are revoked.

Special resolutions

11. That the Company be generally and unconditionally authorised, for the purposes of section 701 of the Companies Act 2006, to make one or more market purchases (as defined in section 693(4) of the Companies Act 2006) of its own ordinary shares of 20p each ("ordinary shares"), such power to be limited:

- (a) to a maximum aggregate number of 13,441,617 ordinary shares; and
- (b) by the condition that the minimum price which may be paid for an ordinary share is the nominal value of that share and that the maximum price which may be paid for an ordinary share is the highest of:
 - (i) an amount equal to 5% above the average market value of an ordinary share, based on the London Stock Exchange Daily Official List, for the five business days immediately preceding the day on which that ordinary share is contracted to be purchased; and
 - (ii) the higher of the price of the last independent trade and the highest current independent bid on the London Stock Exchange at the time that the purchase is carried out,

in each case, exclusive of expenses;

such power to expire on 4 November 2011 or, if earlier, on the conclusion of the next annual general meeting; but in each case so that the Company may, before such expiry, enter into a contract to purchase ordinary shares which will or may be completed or executed wholly or partly after the power ends and the Company may purchase ordinary shares pursuant to any such contract as if the power had not ended.

12. That the directors be empowered to allot equity securities (as defined in the Companies Act 2006) for cash pursuant to the authority conferred by Resolution 10, as set out in the Notice of this meeting, and to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to such allotment or sale, such power to be limited:

- (a) to the allotment of equity securities and sale of treasury shares for cash in connection with an offer of, or an invitation to apply for, equity securities (whether by way of rights issue, open offer or otherwise):
 - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) to holders of other equity securities, as required by the rights of those securities or, as the board otherwise considers it necessary,

and so that the board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and

- (b) any other allotment of equity securities up to an aggregate nominal amount of £1,393,040,

such power to expire when the authority conferred on the directors by Resolution 10 in the Notice of this meeting expires save that, before the expiry of this power, the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the power ends and the board may allot equity securities (and sell treasury shares) under any such offer or agreements as if the power had not ended.

13. That the regulations produced to the meeting and initialled by the chairman of the meeting for the purpose of identification be adopted as the new articles of association of the Company in substitution for, and to the exclusion of (i) the existing articles of association and (ii) all provisions of the Company's memorandum of association as at 30 September 2009 treated by section 28 of the Companies Act 2006 as included in the existing articles of association.
14. That a general meeting, other than an annual general meeting, may be called on not less than 14 clear days' notice.

Registered Office:
Colonnade
Sunbridge Road
Bradford
West Yorkshire
BD1 2LQ

By order of the board
Kenneth J Mullen
General Counsel and Company Secretary
25 March 2010

Registered in England and Wales No. 668987

Notes

1. Members who are entitled to attend and vote at the meeting are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. A shareholder may appoint more than one proxy in relation to the Annual General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder.
2. The right of a member to vote at the meeting will be determined by reference to the register of members. To be entitled to attend and vote at the Annual General Meeting, shareholders must be registered in the register of members of the Company at 12.30pm on Monday 3 May 2010 (or, in the event of any adjournment, on the date which is two days before the time of the adjourned meeting).
3. A member wishing to attend and vote at the meeting in person should arrive prior to the time fixed for its commencement. A member that is a corporation can only attend and vote at the meeting in person through one or more representatives appointed in accordance with section 323 of the Companies Act 2006. Any such representative should bring to the meeting written evidence of his/her appointment, such as a certified copy of a board resolution of, or a letter from, the corporation concerned confirming the appointment. Any member wishing to vote at the meeting without attending in person or (in the case of a corporation) through its duly appointed representative must appoint a proxy to do so.
4. A proxy form which may be used to make such appointment and give proxy instructions accompanies this Notice. If you do not have a proxy form and believe that you should have one, or if you require additional forms, please contact Capita Registrars on 0870 664 0300 (calls cost 10p per minute plus network extras, lines are open 8.30am-5.30pm Mon-Fri). To be valid, a proxy form must be completed in accordance with the instructions that accompany it and delivered (together with any power of attorney or other authority under which it is signed, or a certified copy of such item) to Capita Registrars, Proxy Department at The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU so as to be received by 12.30pm on Monday 3 May 2010. Alternatively, a member may appoint a proxy online by following the instructions for the electronic appointment of a proxy at www.capitaregistrars.com/shareholders. To be a valid proxy appointment, the member's electronic message confirming the details of the appointment completed in accordance with those instructions must be transmitted so as to be received by the same time. Members who hold their shares in uncertificated form may also use the CREST voting service to appoint a proxy electronically, as explained below. Appointing a proxy will not prevent a member from attending and voting in person at the meeting should he/she so wish.
5. Any person to whom this Notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a "Nominated Person") may, under an agreement between him/her and the member by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the Annual General Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the member as to the exercise of voting rights. The statement of the rights of members in relation to the appointment of proxies in note 1 above does not apply to Nominated Persons. The rights described in note 1 can only be exercised by members of the Company.
6. As at 23 March 2010 (being the latest practicable date prior to the publication of this document) the Company's issued share capital consisted of 134,416,175 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 23 March 2010 was 134,416,175.
7. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
8. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual (available via

www.euroclear.com/CREST). The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA 10) by 12.30pm on Monday 3 May 2010. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

9. CREST members and, where applicable, their CREST sponsors, or voting service providers, should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
10. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
11. Under section 527 of the Companies Act 2006 members meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the Annual General Meeting; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Companies Act 2006. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under section 527 of the Companies Act 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the Annual General Meeting includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on a website.
12. Any member attending the meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
13. Information relating to the meeting which the Company is required by the Companies Act 2006 to publish on a website in advance of the meeting can be found at www.providentfinancial.com. A member may not use any electronic address provided by the Company in this document or with any proxy appointment form or in any website for communicating with the Company for any purpose in relation to the meeting other than as expressly stated in it.

APPENDIX I

Resolutions

The following notes give an explanation of the proposed resolutions.

Resolutions 1 to 10 (inclusive) are proposed as ordinary resolutions. An ordinary resolution will be passed at a meeting on a show of hands if it is passed by a simple majority of (i) the members who (being entitled to do so) vote in person on the resolution and (ii) the persons who vote on the resolution as duly appointed proxies of members entitled to vote.

Resolutions 11 to 14 (inclusive) are proposed as special resolutions. A special resolution will be passed at a meeting on a show of hands if it is passed by a majority of not less than 75% of (i) the members who (being entitled to do so) vote in person on the resolution and (ii) the persons who vote on the resolution as duly appointed proxies of members entitled to vote.

Resolution 1: Directors' and auditors' reports and financial statements

The directors' and auditors' reports and the audited financial statements of the Company for the year ended 31 December 2009 (the "annual report") have been made available to shareholders and will be presented at the AGM. The annual report may also be accessed on the Company's website at www.providentfinancial.com.

Resolution 2: Directors' remuneration report

The directors' remuneration report is contained in the annual report. It may also be accessed on the Company's website at www.providentfinancial.com.

Resolution 3: Dividend

Shareholders are being asked to approve the final dividend for each ordinary share. However, the final dividend cannot be more than the amount which the directors recommend (which is 38.1p for each ordinary share). Under the articles of association of the Company the directors can pay interim dividends (these are dividend payments made during the year). The final dividend proposed in this resolution is in addition to the interim dividend of 25.4p for each ordinary share which was paid on 30 November 2009.

Resolutions 4, 5 & 6: Reappointment of directors retiring under the articles of association

The articles of association of the Company state that each director who held office at the time of the two preceding annual general meetings and who did not retire at either of them, should retire from office and may offer himself for reappointment. Furthermore, each director must offer himself for reappointment annually once he has served for nine years or more. All three directors have confirmed that they will stand for reappointment. There is information about them and the board committees on which they sit in Appendix II on page 11 of this document.

In accordance with the Combined Code it is confirmed that a formal performance evaluation has been carried out and that each of these directors continues to be an effective member of the board and to demonstrate commitment to the role.

Resolutions 7 & 8: Reappointment and remuneration of auditors

The Company is obliged by law to appoint auditors annually. The audit committee considered the reappointment of PricewaterhouseCoopers LLP at its meeting on 24 February 2010 and recommended this to the board. Resolution 8 authorises the directors to set the auditors' remuneration.

Resolution 9: Authority to make political donations

This resolution renews the resolution that was passed at the 2009 AGM and seeks approval from shareholders to enable the Company to make donations or incur expenditure which it would otherwise be prohibited from making or incurring by the Companies Act 2006.

Amongst other things, the Companies Act 2006 prohibits companies and their subsidiaries from making political donations or incurring political expenditure in excess of an aggregate of £5,000 in relation to a political party or other political organisation or an independent election candidate in

the 12 month period following the date of their first AGM after the new legislation came into effect (and in each succeeding 12 month period), unless such donations and expenditure have been approved in advance by the Company's shareholders.

The Company and its subsidiaries do not currently make donations to political parties and do not intend to do so in the future. However, the Companies Act 2006 contains wide definitions of "political donation", "political organisation", "political expenditure" and "political party" and, as a result, it is possible that the Company and its subsidiaries may be prohibited from supporting bodies which it is in the shareholders' interests for the Company to support; for example, bodies concerned with policy review or law reform, with the representation of the business community or sections of it or special interest groups. If this resolution is passed the Company and its subsidiaries will be authorised to make donations and incur expenditure which might otherwise be prohibited by the legislation, up to a limit of, in aggregate, £50,000. The directors consider that the authority is necessary to provide the Company with comfort that it will not, because of uncertainties as to the scope and interpretation of the legislation, unintentionally commit a technical breach of it. It will also allow the Company and its subsidiaries to provide financial and other support to organisations which it is in shareholders' interests for the Company to support.

As permitted under the Companies Act 2006, the resolution extends not only to the Company but also covers all companies which are subsidiaries of the Company at any time the authority is in place.

Resolution 10: Authority to allot shares

The directors are currently authorised to allot relevant securities (which include ordinary shares and preference shares) of the Company. Although their authorisation does not expire until 7 May 2013, in accordance with best practice the directors are seeking the annual renewal of the allotment authority. This year is the first time the directors are seeking such an authority under the provisions of the Companies Act 2006. Other than changes to statutory references and a minor change in terminology, the allotment authority under the Companies Act 2006 has the same effect as under the Companies Act 1985.

This resolution would give the directors the authority to allot ordinary shares or grant rights to subscribe for or convert any securities into ordinary shares up to an aggregate nominal value equal to £9,194,066 (representing 44,357,337 ordinary shares). This represents approximately 33% of the total ordinary share capital in issue as at 23 March 2010 (being the latest practicable date prior to the publication of this document). The renewed authority will remain in force until 4 November 2011 or, if earlier, the conclusion of the Company's next annual general meeting. As at 23 March 2010, the Company did not hold any treasury shares.

The directors have no present intention of exercising this authority. The purpose of giving the directors this authority is to maintain the Company's flexibility to take advantage of any appropriate opportunities that may arise.

Resolution 11: Authority for the Company to purchase its own shares

This resolution renews the resolution that was passed at the 2009 AGM giving the Company authority to purchase its own shares in the market up to a maximum of approximately 10% of the issued ordinary share capital of the Company. No shares were purchased pursuant to that authority. The resolution sets out the maximum number of shares which may be purchased, which is approximately 10% of the issued ordinary share capital of the Company as at 23 March 2010, the highest and lowest prices which may be paid and the date when this authority runs out. If any shares are purchased, they will be either cancelled or held in treasury. Any such decision will be made by the directors at the time of purchase on the basis of the shareholders' best interests. If the directors decide to hold such shares as treasury shares, any subsequent issue of these treasury shares for the purposes of equity based incentive schemes will be treated as being included in the 10% anti-dilution limit in those schemes.

The directors are committed to managing the capital of the Company effectively. Any purchases would be made only if to do so would result in an increase in earnings per share of the Company and would be in the best interests of the Company and of the shareholders generally. Earnings per share is the profit after tax of the Company divided by the weighted average number of shares in issue during the year. The directors have no present intention of making purchases of the Company's shares pursuant to this authority.

As at 23 March 2010 there were options outstanding over 1,440,891 ordinary shares in the capital of the Company which represents 1.07% of the Company's issued ordinary share capital as at that date. If the authority to purchase the Company's ordinary shares was exercised in full, these options would represent 1.19% of the Company's issued ordinary share capital. As at 23 March 2010 (being the latest practicable date prior to the publication of this Notice) the Company did not hold any treasury shares.

Resolution 12: Power to allot shares for cash

This resolution seeks to renew the directors power to allot equity securities for cash and to sell treasury shares other than to existing holders of ordinary shares in proportion to their holdings. Equity securities are ordinary shares in the Company (but do not include shares which are allotted under employee share schemes). This power is limited to an offer of equity securities by way of a rights issue or an open offer or similar procedure under which a Company offers existing shareholders the chance to acquire new shares. The number of shares they can acquire depends on the number of shares they already own. This is one way by which companies can raise extra capital. However, the rules in some countries make it difficult to include shareholders in those countries in such offers. The power given by this resolution means that the directors can make separate arrangements for those shareholders. The directors may also make separate arrangements for any fractions of shares which are left over.

In addition, this power allows the directors to issue ordinary shares for cash or sell treasury shares for cash without first having to offer the shares to existing shareholders, up to a maximum of 6,720,808 shares. This is approximately 5% of the issued ordinary share capital of the Company on 23 March 2010 (being the latest practicable date prior to the publication of this document).

All authorities previously conferred in relation to this power will be revoked, provided that such revocation does not have retrospective effect.

The Association of British Insurers have issued guidelines recommending that a company should not issue shares for cash (without first offering them to existing shareholders) in any one year in excess of 5% of the issued ordinary share capital of the Company as shown in its last accounts and in excess of an aggregate of 7.5% in any rolling period of three years. It is the Company's intention to comply with these guidelines.

Resolution 13: Adoption of new articles of association

It is proposed in resolution 13 to adopt new articles of association (the "New Articles") in order to update the Company's current articles of association (the "Current Articles") primarily to take account of changes in the law resulting from the Companies Act 2006 and the repeal of provisions in the Companies Act 1985.

The principal changes introduced in the New Articles are summarised in Appendix III on pages 12 and 13. Other changes, which are of a minor, technical or clarifying nature and also some more minor changes which merely reflect changes made by the Companies Act 2006 have not been noted in Appendix III.

A copy of the Current Articles, and a copy of the proposed New Articles, will be available for inspection at Addleshaw Goddard LLP, Milton Gate, 60 Chiswell Street, London EC1Y 4AG from the date of this document until the close of the AGM and at the AGM venue from 11.30am on the day of the AGM until the conclusion of the meeting.

Resolution 14: Notice for general meeting

Resolution 14 passed at the 2009 AGM gave the Company authority to call general meetings (other than annual general meetings) on 14 clear days' notice. This approval was sought in anticipation of the Shareholders' Rights Regulations 2009 which came into effect on 3 August 2009 and had the effect of requiring a minimum notice period for general meetings of 21 days, unless shareholder approval was given to reduce this to 14 days. Shareholders are asked to renew this authority, which will be effective until the Company's next annual general meeting, when it is intended that a similar resolution will be proposed.

The shorter notice period would not be used as a matter of routine for general meetings, but only where the flexibility is merited by the business of the meeting and is thought to be to the advantage of shareholders as a whole.

APPENDIX II

BIOGRAPHICAL DETAILS OF THE DIRECTORS STANDING FOR REAPPOINTMENT

John van Kuffeler

Non-executive Chairman, age 61

Graduated with a degree in economics and qualified as a chartered accountant in 1973. He joined Provident Financial in 1991 as Chief Executive and was appointed Executive Chairman in 1997. He became non-executive Chairman in 2002. He is also Chairman of Hyperion Insurance Group Limited. Prior to 1991 he was Chief Executive of Brown Shipley Holdings plc. He chairs the nomination committee.

Peter Crook

Chief Executive, age 46

Qualified as a chartered accountant in 1988 having graduated in economics. Between 1990 and 1997 he held a number of different roles within Halifax plc. He then moved to Barclays plc, becoming UK Managing Director of Barclaycard in 2000 and Managing Director of UK Consumer Finance in 2004. He joined Provident Financial in September 2005 as Managing Director of the Consumer Credit Division and was appointed to the board in March 2006. He became Chief Executive in July 2007. He is a member of the executive committee and the nomination committee.

Robert Hough

Senior independent non-executive director, age 64

Qualified as a solicitor in 1970 having graduated in law. He was appointed to the board of Provident Financial in February 2007. He was executive Deputy Chairman of Peel Holdings p.l.c. for 15 years until 2002. He is now a non-executive director of Peel Holdings (Management) Limited and Chairman of the North West Regional Development Agency. He was previously Chairman of Cheshire Building Society. He chairs the remuneration committee and is a member of the audit committee, nomination committee and risk advisory committee.

APPENDIX III

EXPLANATORY NOTES OF PRINCIPAL CHANGES TO THE COMPANY'S ARTICLES OF ASSOCIATION

1. The Company's objects

Prior to 1 October 2009, the provisions regulating the operations of the Company were set out in the Company's memorandum and articles of association. The Company's memorandum contained, among other things, the objects clause which set out the scope of the activities the Company was authorised to undertake. This was drafted to give a wide scope.

The Companies Act 2006 has significantly reduced the constitutional significance of a company's memorandum. The Companies Act 2006 provides that a memorandum will record only the names of subscribers and the number of shares each subscriber has agreed to take in the Company. Under the Companies Act 2006 the objects clause and all other provisions which were contained in a company's memorandum, for existing companies at 1 October 2009, are now deemed to be contained in the Company's articles of association but the Company can remove these provisions by special resolution.

Further the Companies Act 2006 states that unless a company's articles provide otherwise, a company's objects are unrestricted. This abolishes the need for companies to have objects clauses. For this reason the Company is proposing to remove its objects clause together with all other provisions of its memorandum which, by virtue of the Companies Act 2006, are treated as forming part of the Company's articles of association as of 1 October 2009. Resolution 13 confirms the removal of these provisions. As the effect of this resolution will be to remove the statement formerly in the Company's memorandum of association regarding limited liability, the New Articles also contain an express statement regarding the limited liability of shareholders.

2. Articles which duplicate statutory provisions

Provisions in the Current Articles which replicate provisions contained in the Companies Act 2006 are in the main to be removed. This is in line with the approach advocated by the Government that statutory provisions should not be duplicated in a company's constitution.

3. Authorised share capital and unissued shares

The Companies Act 2006 abolishes the requirement for a company to have an authorised share capital and the New Articles reflect this. Directors will still be limited as to the number of shares they can at any time allot because allotment authority continues to be required under the Companies Act 2006, save in respect of employee share schemes.

4. Redeemable shares

Under the Companies Act 1985, if a company wished to issue redeemable shares, it had to include in its articles the terms and manner of redemption. The Companies Act 2006 enables directors to determine such matters instead provided they are so authorised by the articles. The New Articles contain such an authorisation. The Company has no plans to issue redeemable shares but if it did so the directors would need shareholders' authority to issue new shares in the usual way.

5. Authority to purchase own shares, consolidate and sub-divide shares, and reduce share capital

Under the Companies Act 1985, a company required specific enabling provisions in its articles to purchase its own shares, to consolidate or sub-divide its shares and to reduce its share capital or other undistributable reserves as well as shareholder authority to undertake the relevant action. The Current Articles include these enabling provisions. Under the Companies Act 2006 a company will only require shareholder authority to do any of these things and it will no longer be necessary for articles to contain enabling provisions. Accordingly the relevant enabling provisions have been removed in the New Articles.

6. Overseas branch register

The Companies Act 2006 provides that a company may make by its articles such provision as it thinks fit as to the keeping of overseas branch registers. The New Articles include such a provision.

7. Provision for employees on cessation of business

The Companies Act 2006 provides that the powers of the directors of a company to make provision for a person employed or formerly employed by the Company or any of its subsidiaries in connection with the cessation or transfer to any person of the whole or part of the undertaking of the Company or that subsidiary, may only be exercised by the directors if they are so authorised by the Company's articles or by the Company in general meeting. The New Articles provide that the directors may exercise this power.

8. Use of seals

Under the Companies Act 1985, a company required authority in its articles to have an official seal for use abroad. Under the Companies Act 2006, such authority will no longer be required. Accordingly, the relevant authorisation has been removed in the New Articles.

9. Voting by proxies on a show of hands

The Shareholders' Rights Regulations 2009 have amended the Companies Act 2006 so that it now provides that each proxy appointed by a member has one vote on a show of hands unless the proxy is appointed by more than one member in which case the proxy has one vote for and one vote against if the proxy has been instructed by one or more members to vote for the resolution and by one or more members to vote against the resolution. The New Articles remove provisions in the Current Articles dealing with proxy voting on the basis that these are dealt with in the Companies Act 2006.

10. Chairman's casting vote at general meeting

The New Articles remove the provision giving the chairman a casting vote at a general meeting in the event of an equality of votes as this is no longer permitted under the Companies Act 2006.

11. Adjournments for lack of quorum

Under the Companies Act 2006 as amended by the Shareholders' Rights Regulations 2009, general meetings adjourned for lack of quorum must be held at least 10 clear days after the original meeting. The Current Articles have been changed to reflect this requirement.

12. Statutory references and definitions

References to sections of the Companies Act 1985 will be replaced by references to the corresponding sections in the Companies Act 2006.

