

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. It should read in conjunction with the accompanying offer document dated 17 April 2015 (the "Offer Document"). If you are in any doubt about the Offer, the contents of the Offer Document, this Form of Acceptance or what action you should take, you are recommended to seek your own personal financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000 (as amended) if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser in the relevant jurisdiction.

This Form of Acceptance should be read in conjunction with the accompanying Offer Document which is available on Sabadell's website at www.sabadelltsbinfo.com and on TSB's website at www.tsb.co.uk/investors/sabadell-offer-information/.

Unless the context requires otherwise, words and expressions defined in the Offer Document have the same respective meanings in this Form of Acceptance. Please read carefully the terms and conditions of the Offer as set out in the Offer Document, which are incorporated into, and form part of, this Form of Acceptance.

If you have sold or otherwise transferred all your holding of certificated TSB Shares, please send the Offer Document and any accompanying document (but not this personalised Form of Acceptance), at once to the stockbroker, bank or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee. However, these documents must not be distributed, forwarded or transmitted into any jurisdiction where to do so would constitute a violation of the relevant laws of that jurisdiction (a **Restricted Jurisdiction**). If you have sold or otherwise transferred only part of your holding of certificated TSB Shares, you should retain these documents and consult the stockbroker, bank or other agent through whom the sale or transfer was effected.

This Form of Acceptance is personalised. If you have recently purchased or otherwise acquired TSB Shares and you receive this Form of Acceptance from the transferor of such shares, you should note that it cannot be used for the purpose of accepting the Offer in respect of the TSB Shares you have purchased. Please contact the Receiving Agent, on the telephone numbers below to obtain a replacement Form of Acceptance.

This Form of Acceptance should not be used to accept the Offer from within any Restricted Jurisdiction. Accordingly, any Form of Acceptance received in an envelope postmarked in, or which otherwise appears to Sabadell or any of their agents to have been sent from, any Restricted Jurisdiction may render a purported acceptance of the Offer invalid.

FORM OF ACCEPTANCE AND AUTHORITY

in respect of the
Recommended Cash Offer

by

BANCO DE SABADELL, S.A.

for

TSB BANKING GROUP PLC

Acceptances of the Offer must be received by 1.00 p.m. on 8 May 2015. TSB Shareholders who hold their shares in CREST should not complete this Form of Acceptance.

Before completing this Form of Acceptance, please read carefully the section headed "ACTION TO BE TAKEN TO ACCEPT THE OFFER" on page 11 paragraph 13 of the letter from TSB and page 19 paragraph 16 of the letter from Sabadell contained in the Offer Document and Parts A, B, C and D of Appendix I to the Offer Document, the terms of which are incorporated into, and form part of, this Form of Acceptance.

If you wish to accept the Offer in respect of the TSB Shares you hold in certificated form (that is, not in CREST), you must complete and sign this Form of Acceptance in accordance with the instructions below and return it, together with your share certificate(s) and/or other documents of title, to Equiniti, the Receiving Agent, by post or by hand (during normal business hours only) to Equiniti, Corporate Actions, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, United Kingdom, as soon as possible and, in any event, **so as to be received no later than 1.00 p.m. on 8 May 2015**. A reply paid envelope is enclosed for your convenience for use in the United Kingdom only. No acknowledgement of receipt of documents will be given and documents will be sent at your own risk.

If you hold all of your TSB Shares in uncertificated form (that is, in CREST) you **should not** complete this Form of Acceptance. You may only accept the Offer by Electronic Acceptance as set out in Part D of Appendix I to the Offer Document.

If you hold TSB Shares in both certificated and uncertificated form, you should complete a Form of Acceptance in respect of your certificated holding and make an Electronic Acceptance in respect of your holding in uncertificated form. Similarly, you should make a separate Electronic Acceptance for TSB Shares held in uncertificated form but under a different member account ID, and complete a separate Form of Acceptance for TSB Shares held in certificated form but under a different designation.

If your TSB Shares are in certificated form and your share certificate(s) and/or other document(s) of title is/are not readily available or is/are lost, you should nevertheless complete, sign and return this Form of Acceptance as stated above, together with any share certificate(s) and/or other document(s) of title which you may have available, **so as to be received by the Receiving Agent no later than 1.00 p.m. on 8 May 2015**, and any share certificate(s) and/or other document(s) of title obtained subsequently or a letter of indemnity in a form provided by TSB's registrar, Equiniti, should be lodged with the Receiving Agent as soon as they become available thereafter. Please refer to Note 7 on page 4 of this Form of Acceptance.

If you are in any doubt as to how to complete this Form of Acceptance, or if you need additional copies, please call Equiniti, the Receiving Agent between 8.30 a.m. and 5.30 p.m. Monday to Friday (except UK public holidays) on 0871 384 2965 from within the UK (or on +44 (0)121 415 0184 if calling from outside the UK) with an address to which the hard copy may be sent. Calls to the 0871 384 2965 number cost 8 pence per minute (excluding VAT) plus network extras. Calls from outside the UK will be charged at applicable international rates. Calls may be recorded and randomly monitored for security and training purposes. Equiniti cannot provide advice on the merits of the Offer nor give any financial, legal or tax advice.

ALL REFERENCES TO TIME IN THIS FORM OF ACCEPTANCE ARE TO LONDON TIME.

HOW TO COMPLETE THIS FORM

The provisions of Part A, Part B, Part C and Part D of Appendix 1 to the Offer Document are incorporated into, and form part of, this Form of Acceptance. If you hold all of your TSB Shares in uncertificated form (that is, in CREST) you should not complete this Form of Acceptance. You may only accept the Offer by Electronic Acceptance as set out in Part D of Appendix 1 to the Offer Document.

1

TO ACCEPT THE OFFER

To accept the Offer, insert in Box 1 the total number of TSB Shares in certificated form in respect of which you wish to accept the Offer. You must then sign Box 2A (if you are an individual) or 2B (if you are signing on behalf of a company) which will constitute your acceptance of the Offer. If appropriate, complete Box 3, Box 4A and/or Box 4B.

If no number, or a number greater than your entire holding of TSB Shares in certificated form is inserted in Box 1 and you have signed Box 2A or 2B (as applicable), you will be deemed to have accepted the Offer in respect of your entire holding of certificated TSB Shares.

Please also insert your daytime telephone number in Box 1, for use in the event of a query.

Complete here 

2

SIGNATURE(S)

If you are an individual, you must sign Box 2A in the presence of a witness who must also sign Box 2A where indicated. In the case of a joint holding, arrange for all other joint holders to do likewise. The witness must be over 18 years of age, must not be one of the joint holders and must not be your spouse or civil partner or member of your immediate family. The same witness may witness the signatures of all of the joint holders.

If this Form of Acceptance is signed under a power of attorney, the executed power of attorney (or a certified copy) must be lodged together with this Form of Acceptance. Please refer to Note 5 on page 4 of this Form of Acceptance.

If you are a company, you must execute Box 2B. A company may either execute under seal, the seal being affixed and witnessed in accordance with the company's articles of association or other regulations, or if applicable in accordance with section 44(2) of the Companies Act. A body corporate incorporated outside England, Wales or Northern Ireland should execute this Form of Acceptance in accordance with the laws of the territory in which the body corporate is incorporated or otherwise in accordance with the provisions of the Overseas Companies (Execution of Documents and Registration of Charges) Regulations 2009 of the United Kingdom.

If you sign Box 2A or 2B without putting "NO" in Box 3, you are deemed to have represented and warranted in the terms of paragraph (c) of Part C of Appendix 1 to the Offer Document.

Please remember to enclose your share certificate(s) and/or other document(s) of title (if available) when returning this Form of Acceptance.

Sign here 

3

RESTRICTED JURISDICTIONS

If you are UNABLE to give the representations and warranties set out in paragraph (c) of Part C of Appendix 1 to the Offer Document, you must put "NO" in Box 3. If you put "NO" in Box 3, then unless Sabadell exercises the right to

treat your acceptance as valid, you will be deemed not to have validly accepted the Offer. If you do not put "NO" in Box

3, you will be deemed to have given such representations and warranties.

Complete here 

4

CHANGE/CORRECTION OF ADDRESS/ALTERNATIVE ADDRESS

If you wish to notify TSB's registrar and the Receiving Agent of a change of address, or if your details set out at the top of page 3 are incorrect or no details are shown, complete Box 4A in BLOCK CAPITALS with your new or correct address. If you wish the Offer consideration to be sent by the Receiving Agent to someone other than the sole or first named registered holder at the address set out at the top of page 3,

complete Box 4B in BLOCK CAPITALS with your new address or the name and address of the person or agent (e.g. your bank or stockbroker) to whom you wish the Offer consideration to be sent (the address must not be in any Restricted Jurisdiction).

Box 4B must be completed by shareholders with registered addresses in any Restricted Jurisdiction. It is the responsibility of any overseas shareholder to satisfy himself as to the full observance of the laws and regulatory requirements of the relevant jurisdiction in connection with the Offer.

Complete here 

PLEASE COMPLETE IN BLOCK CAPITALS

1	TO ACCEPT THE OFFER Insert in Box 1 the total number of TSB Shares in certificated form in respect of which you wish to accept the Offer.	For your information only, this is the number of TSB Shares in certificated form held by you as at 15 April 2015
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Registered Shareholder Details

Number of certificated TSB Shares for which you wish to accept the Offer	Box 1
Please insert your daytime telephone number, for use in the event of a query	

2A	SIGNATURE(S) By individual(s), signed and delivered as a deed by:	Box 2A
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Holder One Signature	Date	Signature of Witness	Name of Witness
<input style="width: 95%;" type="text"/>			
Holder Two Signature	Date	Signature of Witness	Name of Witness
<input style="width: 95%;" type="text"/>			
Holder Three Signature	Date	Signature of Witness	Name of Witness
<input style="width: 95%;" type="text"/>			
Holder Four Signature	Date	Signature of Witness	Name of Witness
<input style="width: 95%;" type="text"/>			

Note: All TSB Shareholders who are individuals should sign and date this Form of Acceptance in the presence of a witness who should also sign above in accordance with the instructions set out on Page 2 of this Form of Acceptance. The witness must be over 18 years of age and must not be one of the joint holders. The same witness may witness the signatures of all of the joint holders.
PLEASE REMEMBER TO ENCLOSE YOUR SHARE CERTIFICATE(S) AND/OR OTHER DOCUMENT(S) OF TITLE (IF AVAILABLE).

2B	By a company, executed and delivered as a deed:	Box 2B
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Name of Company				Affix company seal here
<input style="width: 95%;" type="text"/>	Name of Director	Signature	Date	
<input style="width: 95%;" type="text"/>				
Name of Director/Secretary	Signature	Date		
<input style="width: 95%;" type="text"/>				
Name of Witness	Signature	Date	Address of Witness	
<input style="width: 95%;" type="text"/>				

Note: For companies incorporated in England, Wales or Northern Ireland, witness attestation is only required if the document is being executed by one director in accordance with section 44 of the Companies Act.
PLEASE REMEMBER TO ENCLOSE YOUR SHARE CERTIFICATE(S) AND/OR OTHER DOCUMENT(S) OF TITLE (IF AVAILABLE).

3	RESTRICTED JURISDICTIONS Only complete this Box 3 by inserting "NO" if you are UNABLE to give the representations and warranties set out in paragraph (c) of Part C of Appendix 1 to the Offer Document.	Box 3
		<input style="width: 95%;" type="text"/>

4	CHANGE / CORRECTION OF ADDRESS / ALTERNATIVE ADDRESS If you are advising a change or correction of address, please complete your details under Box 4A below. If you would like the Offer consideration to be sent to an alternative address to that shown at the top of this page, please complete your details under Box 4B below.	
	Box 4A - CHANGE/CORRECTION OF ADDRESS New/correct address (to be written in BLOCK CAPITALS)	Box 4B - ALTERNATIVE ADDRESS Address to which consideration should be sent (which must be outside any Restricted Jurisdiction), if not as set out at the top of this page (to be written in BLOCK CAPITALS)
	Name	Name
	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>
	Address	Address
	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>
	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>
	Postcode	Postcode
	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>

FURTHER NOTES REGARDING THE COMPLETION AND LODGING OF THIS FORM OF ACCEPTANCE

The consideration to which you may become entitled under the Offer cannot be sent to you unless all relevant documents (including your share certificate(s) and/or other document(s) of title (if available)) are properly completed, executed and returned to **Equiniti, the Receiving Agent, by post using the enclosed reply paid envelope, or by hand (during normal business hours only) to Equiniti, Corporate Actions, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, United Kingdom, as soon as possible but in any event so as to be received no later than 1.00 p.m. on 8 May 2015.**

In order to be effective this Form of Acceptance must, except as mentioned below, be signed as a deed by the registered holder or, in the case of a joint holding, by ALL the joint holders, or under a power of attorney and in accordance with the notes on page 2 of this Form of Acceptance. A corporation must execute this Form of Acceptance as a deed in accordance with the notes on page 2 of this Form of Acceptance.

In order to avoid delay and inconvenience to yourself, the following may be of assistance to you:

- 1. If a registered TSB Shareholder is away from home (e.g. abroad or on holiday)**
Send this Form of Acceptance and the Offer Document by the quickest means (e.g. by air mail) to the TSB Shareholder for execution (but not into any Restricted Jurisdiction), or if he or she has executed a power of attorney giving sufficient authority, have this Form of Acceptance signed by the attorney, in accordance with Note 5 below.
- 2. If the sole registered TSB Shareholder is deceased**
If probate or letters of administration has/have been registered with TSB's registrars, Equiniti, this Form of Acceptance must be signed by the personal representative(s) of the deceased and returned to the Receiving Agent at the address shown at the top of this page. If probate or letters of administration has/have not been registered with TSB or TSB's registrars, the personal representative(s) (or prospective personal representative(s)) should sign this Form of Acceptance and forward it to the Receiving Agent at the address shown at the top of this page together with the original death certificate (or a notarised copy), the relevant original probate or letters of administration and evidence of the authority to sign of the personal representative(s). The death certificate and relevant probate or letters of administration (as applicable) will be noted and returned.
- 3. If one of the registered TSB Shareholders in a joint account is deceased**
The surviving registered TSB Shareholder(s) should complete this Form of Acceptance and return it to the Receiving Agent at the address shown at the top of this page accompanied by the original death certificate (or a notarised copy), and the relevant original probate or letters of administration (or a notarised copy) of the deceased TSB Shareholder. The death certificate or the relevant probate or letters of administration (as applicable) will be noted and returned.
- 4. If you have sold or wish to sell part of your holding of certificated TSB Shares**
If you have sold or otherwise transferred all your holding of certificated TSB Shares, you should send the Offer Document (but not this personalised Form of Acceptance) as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected (but not into any Restricted Jurisdiction) for delivery to the purchaser or transferee. If you wish to sell part of your holding of TSB Shares and also wish to accept the Offer in respect of the balance but are unable to obtain the balance certificate by 1.00 p.m. on 8 May 2015, you should ensure that the stockbroker or other agent through whom you make the sale obtains the appropriate endorsement or indication, signed on behalf of TSB, in respect of the balance of your holding of TSB Shares.
- 5. If this Form of Acceptance is signed under a power of attorney**
The completed Form of Acceptance should be returned to the Receiving Agent at the address shown at the top of this page accompanied by the original power of attorney (or a copy certified in accordance with the Power of Attorney Act 1971). The power of attorney will be noted and returned.
- 6. If your TSB Shares are in certificated form and the certificate(s) are held by your stockbroker, bank or other agent**
If the share certificate(s) and/or other document(s) of title is/are readily obtainable, deliver this completed Form of Acceptance to your stockbroker, bank or other agent for lodging with the Receiving Agent at the address shown at the top of this page no later than 1.00 p.m. on 8 May 2015, accompanied by the share certificate(s) or other document(s) of title.

If the share certificate(s) and/or other document(s) of title is/are not readily obtainable, send the completed Form Acceptance to the Receiving Agent with a note stating, for example, "share certificate(s) to follow" and arrange for the share certificate(s) and/or other document(s) of title to be forwarded to the Receiving Agent as soon as possible thereafter.

It is helpful for your stockbroker, bank or other agent to be informed of the full terms of the Offer (unless he is in any Restricted Jurisdiction).
- 7. If your share certificate(s), and/or other document(s) of title have been lost**
Complete and lodge this Form of Acceptance no later than 1.00 p.m. on 8 May 2015, together with any share certificate(s) or other document(s) of title you may have available, with the Receiving Agent at the address shown at the top of this page, accompanied by a letter stating that you have lost one or more of your share certificate(s) or other document(s) of title. In the case of share certificate(s), you should write as soon as possible to TSB's registrar, Equiniti, to obtain a letter of indemnity which, when completed in accordance with the instructions given, should be returned by post or by hand to the Receiving Agent at the address given above as soon as possible thereafter. No payment of cash under the Offer will be made until after the acceptance is entirely in order and the relevant share certificate(s) and/or other document(s) of title or satisfactory indemnities have been received by the Receiving Agent.
- 8. If your full name or other particulars differ from those appearing on your share certificate(s) and/or other document(s) of title**
 - (a) For example, name on the certificate: Jon Smith
Correct name: John Smyth
Complete this Form of Acceptance with the correct name and return to the Receiving Agent, accompanied by a letter from your stockbroker, bank or solicitor confirming that the person described on the certificate(s) and the person who signed this Form of Acceptance is one and the same.
 - (b) Incorrect address on the certificate(s): complete Box 4A with the correct address.
 - (c) Change of name: If you have changed your name, lodge with the Receiving Agent your marriage certificate or the deed poll with this Form of Acceptance. Your marriage certificate or deed poll (as applicable) will be noted and returned.
- 9. If you wish to withdraw your acceptance**
You may withdraw your acceptance after having completed and returned a Form of Acceptance by written notice given to Equiniti, the Receiving Agent by post or by hand (during normal business hours only) to Equiniti, Corporate Actions, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, United Kingdom, in certain limited circumstances described in paragraph 3 of Part B of Appendix I to the Offer Document.
- 10. If you are not resident in or if you are subject to the laws of a jurisdiction other than the United Kingdom or the United States**
The attention of TSB Shareholders not resident in the United Kingdom or the United States or subject to the laws of a jurisdiction other than the United Kingdom or the United States (and custodians, nominees or trustees thereof) is drawn to paragraph 5 of Part B and paragraph (c) of Part C of Appendix I to the Offer Document.
- 11. Validity of acceptance of the Offer**
Without prejudice to Part B and Part C of Appendix I to the Offer Document, subject to the provisions of the Code, Sabadell reserves the right to treat as valid in whole or in part any acceptance of the Offer which is not entirely in order or which is not accompanied by the relevant share certificate(s) and/or other document(s) of title.

Forms of Acceptance should be returned as soon as possible and in any event so as to be received by Equiniti, the Receiving Agent, by post using the enclosed reply paid envelope, or by hand (during normal business hours only) to Equiniti, Corporate Actions, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, United Kingdom, no later than 1.00 p.m. on 8 May 2015.