

6 JANUARY 2014

LEEK FINANCE NUMBER NINETEEN PLC ANNOUNCEMENT OF A CONSENT SOLICITATION TO ALL NOTEHOLDERS IN RESPECT OF:

£110,000,000 CLASS A2A MORTGAGE BACKED FLOATING RATE NOTES DUE 2038 (ISIN: XS0294479778),

U.S.\$624,100,000 CLASS A2B MORTGAGE BACKED FLOATING RATE NOTES DUE 2037 (REGULATION S NOTES: ISIN: XS0294480602, RULE 144A NOTES: ISIN: US52426WAB28,

€124,500,000 CLASS A2C MORTGAGE BACKED FLOATING RATE NOTES DUE 2038 (ISIN: XS0294482483),

£23,000,000 CLASS MA MORTGAGE BACKED FLOATING RATE NOTES DUE 2038 (ISIN: XS0294483614),

€68,000,000 CLASS MC MORTGAGE BACKED FLOATING RATE NOTES DUE 2038 (ISIN: XS0294484349),

£12,000,000 CLASS BA MORTGAGE BACKED FLOATING RATE NOTES DUE 2038 (ISIN: XS0294484778),

€51,000,000 CLASS BC MORTGAGE BACKED FLOATING RATE NOTES DUE 2038 (ISIN: XS0294485072),

£6,000,000 CLASS CA MORTGAGE BACKED FLOATING RATE NOTES DUE 2038 (ISIN: XS0294485403),

€32,900,000 CLASS CC MORTGAGE BACKED FLOATING RATE NOTES DUE 2038 (ISIN: XS0294486476),

£13,000,000 CLASS DA MORTGAGE BACKED FLOATING RATE NOTES DUE 2038 (ISIN: XS0294486559), AND

€6,700,000 CLASS DC MORTGAGE BACKED FLOATING RATE NOTES DUE 2038 (ISIN: XS0294486716).

Leek Finance Number Nineteen PLC (the **Issuer**) announced today that the meetings of the holders of the outstanding £110,000,000 Class A2a Mortgage Backed Floating Rate Notes due 2038 (ISIN: XS0294479778) (the **Class A2a Notes**), U.S.\$624,100,000 Class A2b Mortgage Backed Floating Rate Notes due 2037 (Regulation S Notes: ISIN: XS0294480602, Rule 144A Notes: ISIN: US52426WAB28) (the **Class A2b Notes**), €124,500,000 Class A2c Mortgage Backed Floating Rate Notes due 2038 (ISIN: XS0294482483) (the **Class A2c Notes**) (the Class A2a Notes, the Class A2b Notes and the Class A2c Notes together, the **Class A2 Notes**), £23,000,000 Class Ma Mortgage Backed Floating Rate Notes due 2038 (ISIN: XS0294483614) (the **Class Ma Notes**), €68,000,000 Class Mc Mortgage Backed Floating Rate Notes due 2038 (ISIN: XS0294484349) (the **Class Mc Notes**) (the Class Ma Notes and the Class Mc Notes together, the **Class M Notes**), £12,000,000 Class Ba Mortgage

Backed Floating Rate Notes due 2038 (ISIN: XS0294484778) (the **Class Ba Notes**), €1,000,000 Class Bc Mortgage Backed Floating Rate Notes due 2038 (ISIN: XS0294485072) (the **Class Bc Notes**) (the Class Ba Notes and the Class Bc Notes together, the **Class B Notes**), £6,000,000 Class Ca Mortgage Backed Floating Rate Notes due 2038 (ISIN: XS0294485403) (the **Class Ca Notes**), €32,900,000 Class Cc Mortgage Backed Floating Rate Notes due 2038 (ISIN: XS0294486476) (the **Class Cc Notes**) (the Class Ca Notes and the Class Cc Notes together, the **Class C Notes**), £13,000,000 Class Da Mortgage Backed Floating Rate Notes due 2038 (ISIN: XS0294486559) (the **Class Da Notes**), and €6,700,000 Class Dc Mortgage Backed Floating Rate Notes due 2038 (ISIN: XS0294486716) (the **Class Dc Notes**) (the Class Da Notes and the Class Dc Notes together, the **Class D Notes**) (the Class A2 Notes, the Class M Notes, the Class B Notes, the Class C Notes and the Class D Notes together, the **Notes**) which was held in respect of an Extraordinary Resolution in respect of their Notes has been adjourned for lack of a quorum and that adjourned meetings shall be convened in order to consider the Extraordinary Resolution. The Extraordinary Resolution will approve and assent to a Noteholder proposal which includes, amongst other things, (i) the entry into back-up cash management and back-up administration arrangements, certain changes related to the implementation of the back-up arrangements and certain consequential amendments to the Transaction Documents connected with such arrangements, (ii) the amendment of an existing perfection event such that it will be triggered by the transfer of the servicing of the Loans away from Platform Funding Limited, (iii) a change to the definition of Authorised Investments to allow for the Issuer (or the Cash Manager on its behalf) to invest in Authorised Investments which have a maturity date not later than the earlier of 100 days from the date such Authorised Investment is entered into and the Interest Payment Date following the date of such investment, (iv) a change to the provisioning policy such that upon the occurrence of a perfection event relating to the Portfolio, the provisioning shall be, as at each Calculation Date, the greater of (a) the amount provisioned for as at the Calculation Date immediately prior to the Relevant Event and (b) an amount equal to 40% of the aggregate principal balance of Loans which are six months (or more) In Arrears (as calculated on the relevant Calculation Date) and (v) making amendments to the Transaction Documents in order to facilitate that the Trustee must, subject to satisfaction of certain conditions and without the sanction or consent of the Noteholders (or any Secured Creditors which are not party to the relevant Transaction Document), agree to any modification to the Conditions of the Notes and/or the Transaction Documents which are necessary for the Issuer and/or the Swap Counterparty to comply with the provisions of The European Regulation 648/2012 of 4 July 2012, known as the European Market Infrastructure Regulation (EMIR) and/or the Dodd-Frank Wall Street Reform and Consumer Protection Act (Dodd-Frank) as applicable to it (together, the **Noteholder Proposal**).

The Noteholder Proposal is made on the terms and subject to the conditions contained in the Consent Solicitation Memorandum dated 5 December 2013 (the **Consent Solicitation Memorandum**).

The adjourned meetings of holders of each class of Notes (the **Adjourned Meetings**) to consider, and if thought fit, to pass the Extraordinary Resolution to approve the Noteholder Proposal will commence at:

(a) 12:40 p.m. (London time) (1:40 p.m. CET and 7.40 a.m. New York time) on 24 January 2014 in respect of the holders of the Class A2 Notes;

(b) 1:00 p.m. (London time) (2:00 p.m. CET and 8.00 a.m. New York time) on 24 January 2014 in respect of the holders of the Class M Notes;

(c) 1:20 p.m. (London time) (2:20 p.m. CET and 8.20 a.m. New York time) on 24 January 2014 in respect of the holders of the Class B Notes;

(d) 1:40 p.m. (London time) (2:40 p.m. CET and 8.40 a.m. New York time) on 24 January 2014 in respect of the holders of the Class C Notes; and

(e) 2:00 p.m. (London time) (3:00 p.m. CET and 9.00 a.m. New York time) on 24 January 2014 in respect of the holders of the Class D Notes,

each at the offices of Allen & Overy LLP, One Bishops Square, London E1 6AD.

The Issuer proposes to amend certain existing and enter into certain new Transaction Documents and the Conditions in order to implement the Noteholder Proposal.

The Noteholder Proposal, if passed and consented to by all appropriate parties, will, subject to it not being withdrawn by the Issuer, be implemented within 5 Business Days of the Adjourned Meetings (or within 5 Business Days of the further adjourned meetings in the event of the Extraordinary Resolution being passed at any further adjourned meetings) (the **Implementation Date**).

Holders of Notes who wish to accept the Noteholder Proposal should refer to the Consent Solicitation Memorandum for the procedures which must be followed in order to accept the Noteholder Proposal.

The **Expiration Deadline/Final Voting Deadline** is:

(a) 12:40 p.m. (London time) (1:40 p.m. CET) (7:40 a.m. New York time) on 22 January 2014 in respect of the holders of the Class A2 Notes;

(b) 1:00 p.m. (London time) (2:00 p.m. CET and 8.00 a.m. New York time) on 22 January 2014 in respect of the holders of the Class M Notes;

(c) 1:20 p.m. (London time) (2:20 p.m. CET and 8.20 a.m. New York time) on 22 January 2014 in respect of the holders of the Class B Notes;

(d) 1:40 p.m. (London time) (2:40 p.m. CET and 8.40 a.m. New York time) on 22 January 2014 in respect of the holders of the Class C Notes; and

(e) 2:00 p.m. (London time) (3:00 p.m. CET and 9.00 a.m. New York time) on 22 January 2014 in respect of the holders of the Class D Notes.

Capitalised terms used in this announcement have the meanings ascribed to them in or incorporated into the Consent Solicitation Memorandum.

Copies of the Trust Deed (including the Conditions), the draft Second Supplemental Trust Deed, the draft Third Supplemental Deed of Charge, the draft Amended and Restated Administration Agreement, the draft Amended and Restated Co-op GIC Agreement, the draft

Amended and Restated BNYM Deposit Agreement, the draft Corporate Services Agreement, the draft Back-Up Cash Management Agreement, the draft Replacement Cash Management Agreement, the draft Back-Up Administration Agreement, the draft Replacement Administration Agreement, the draft Deed of Amendment to the Mortgage Sale Agreements and the draft Amended and Restated Master Framework Agreement relating to the Extraordinary Resolution will be available for inspection by Noteholders at the specified office of the Principal Paying Agent set out below prior to the Adjourned Meetings (and any further adjournment of such Adjourned Meetings) and at Allen & Overy LLP (One Bishops Square, London E1 6AD) 15 minutes before and during the Adjourned Meetings (and any further adjournment of such Adjourned Meetings) or by electronic transmission upon request to the Tabulation Agent and confirmation from the recipient that it (i) is a Noteholder or a Beneficial Owner of the Notes, (ii) is not a person to or from whom it is unlawful to send the draft documents under applicable laws and regulations, (iii) consents to delivery of the draft documents by electronic transmission, (iv) acknowledges that the draft documents are confidential and agrees not to distribute or disclose them, to any other persons and (v) has understood the preceding terms on which the draft documents will be made available to it by electronic transmission.

For further information:

A complete description of the terms and conditions of the Noteholder Proposal and the Consent Solicitation will be set out in the Consent Solicitation Memorandum. Further details on the transaction can be obtained from:

The Solicitation Agents:

J.P. Morgan Securities plc

25 Bank Street

Canary Wharf

London E14 5JP

Attn: Fixed Income Syndicate

Fax: +44 (0)20 7777 9153

Tel: +44 (0)20 71342468

Email: ABS_London_Syndicate@jpmorgan.com

The Royal Bank of Scotland plc

135 Bishopsgate

London EC2M 3UR

Attn: Liability Management Group

Tel: +44 207 085 8806/9972

Email: liabilitymanagement@rbs.com

Requests for copies of the Consent Solicitation Memorandum and the draft documentation should be directed to:

The Tabulation Agent:

Lucid Issuer Services Limited

Leroy House

436 Essex Road

London N1 3QP

United Kingdom

Attention: Paul Kamminga/Victor Parzyiagla

Tel: +44 20 7704 0880

Fax: +44 20 7067 9098

Email: leek@lucid-is.com

Requests for information in relation to voting and attendance at the Adjourned Meetings should be directed to:

The Principal Paying Agent

HSBC Bank plc

8 Canada Square

London E14 5HQ

Attn: The Senior Manager, CT Client Services, Corporate Trust and Loan Agency

U.S. Registrar

HSBC Bank USA, National Association

452 Fifth Avenue

New York

NY 10018-2706

Email: US.CTLA.Structured.unit@us.hsbc.com

The Notice of the Adjourned Meetings has been submitted to the National Storage Mechanism and will shortly be available for inspection at www.Hemscott.com/nsm.do.

DISCLAIMER: This announcement must be read in conjunction with the Consent Solicitation Memorandum. The Consent Solicitation Memorandum contains important information which should be read carefully before any decision is made with respect to the Noteholder Proposal. If any Noteholder is in doubt as to the action it should take, it is recommended to seek its own financial advice, including in respect of any tax consequences, immediately from its stockbroker, bank manager, solicitor, accountant or other independent financial adviser. Any individual or company whose Notes are held on its behalf by a broker, dealer, bank, custodian, trust company or other nominee must contact such entity if it wishes to vote in respect of the Noteholder Proposal. None of the Issuer, the Co-operative Bank, the Administrator, the Solicitation Agents, the Tabulation Agent, the Principal Paying Agent, the U.S. Registrar or the Trustee for the Notes makes any recommendation as to whether or not or how holders of the Notes should vote in respect of the Noteholder Proposal.

The distribution of this announcement and the Consent Solicitation Memorandum in certain jurisdictions may be restricted by law and persons into whose possession this announcement and the Consent Solicitation Memorandum comes are requested to inform themselves about, and to observe, any such restrictions.