

Attendance Card Court Meeting

A Court Meeting of Aldermore Group PLC (the **Company**) convened with the permission of the Court under Part 26 of the Companies Act 2006 will be held on 8 December 2017 at 11.00 a.m. at the offices of Linklaters LLP

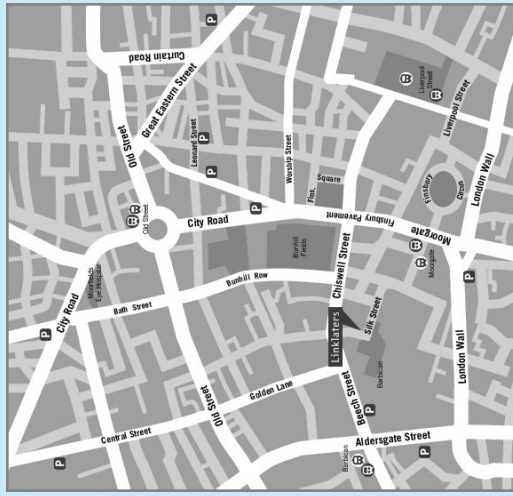
Aldermore

Signature:

Shareholder Reference Number:

Meeting Venue:

The offices of Linklaters LLP, 1 Silk Street, London
EC2Y 8HQ



Attendance

If you wish to attend the Court Meeting, please sign this card and bring it with you for production at the registration desk to authenticate your right to attend. You will receive a poll card at the Court Meeting after registering at the registration desk.

You are encouraged to complete and return the Form of Proxy that accompanies this attendance card even if you wish to attend the Court Meeting. Doing so will not prevent you from attending, voting or speaking in person at such meeting, but will ensure that your vote is counted if you are unable to attend.

If you are unable to attend the Court Meeting, you are entitled to appoint another person or persons as your proxy to exercise all or any of your rights to attend the meeting and to vote and speak on your behalf. You may register your proxy appointment(s) and voting instructions online or by returning the Form of Proxy that accompanies this attendance card. Please see the Notes on the reverse of this attendance card for further details.

Please use a **black** pen.

I/We, being a holder of Scheme Shares of the Company entitled to attend, speak and vote at the Court Meeting, hereby appoint the Chairman of the Court Meeting or the following person as my/our proxy to attend, speak and vote for me/us on my/our behalf in respect of the following number of Scheme Shares:

Name of Proxy¹:

Number of Scheme Shares²:

at the Court Meeting, and any adjournment thereof, and to vote for me/us and in my/our name for the Scheme or against the Scheme (with or without any changes, as my/our proxy may approve) as indicated below.

Note 1: If you do not wish to appoint the Chairman of the Court Meeting as your proxy, add in block capitals the name of your chosen proxy in the empty box above. Please leave the box empty if you wish to appoint the Chairman of the Court Meeting as your proxy.

Note 2: Please leave the box empty if you wish to appoint a proxy in relation to all of your Scheme Shares.

Tick box if one of a multiple proxy appointment.

For the appointment of more than one proxy, please refer to note 8 overleaf.

IMPORTANT: If you wish to vote for the Scheme, sign your name in the box marked "FOR the Scheme". If you wish to vote against the Scheme, sign your name in the box marked "AGAINST the Scheme". Only insert your signature once. If you sign both boxes, or if you do not sign in either box, then this Form of Proxy will be invalid. Joint shareholders should refer to explanatory note 9.

FOR the Scheme:

AGAINST the Scheme:

Date:

Please detach this portion of the Proxy Form before posting in the reply-paid envelope provided. Alternatively, you can submit your proxy electronically at www.sharevote.co.uk using the Voting ID, Task ID and Shareholder Reference Number given above. Members who hold their shares in uncertificated form through CREST who wish to appoint a proxy or proxies through the CREST electronic appointment service may do so by using the procedures described in the CREST manual.

If the Form of Proxy is not returned by the specified time, it may be handed to the Chairman of the Court Meeting or the Registrar at the Court Meeting before the start of the Court Meeting.

FORM OF PROXY

Court Meeting

Please read the Notice of the Court Meeting in the Scheme Document and the explanatory notes below before completing this form.

By an order dated 10 November 2017 made in the matter of Aldermore Group PLC (the **Company**), the Court has granted permission for a meeting of the Scheme Shareholders (as defined in the scheme document of the Company dated 13 November 2017 (the **Scheme Document**)) to be convened for the purpose of considering and, if thought fit, approving (with or without modification) a scheme of arrangement pursuant to Part 26 of the Companies Act 2006 (the **Scheme**) between the Company and the Scheme Shareholders and that such court meeting shall be held at the offices of Linklaters LLP, 1 Silk Street, London EC2Y 8HQ on 8 December 2017 at 11.00 a.m. (the **Court Meeting**) at which place and time all Scheme Shareholders are requested to attend.

Voting ID

Task ID

Shareholder Reference Number

Notes to the Form of Proxy

1. Full details of the Court Meeting, with explanatory notes, are set out in the Notice of Court Meeting which is set out in the Scheme Document. Before completing this Form of Proxy please also read "Action to be Taken" set out in the Scheme Document. Terms defined in the Scheme Document relating to the Scheme sent to members on 13 November 2017 shall apply in this Form of Proxy unless the context otherwise requires.
2. Only Scheme Shareholders, or their duly appointed representatives, are entitled to attend, speak and vote at the Court Meeting. A Scheme Shareholder may appoint one or more proxies (provided that each proxy is appointed to exercise rights attached to a different share or shares), who need not be Scheme Shareholders, to exercise all or any of his/her rights to attend, speak and vote on his/her behalf. Proxies may only be appointed using the procedures set out in this Form of Proxy. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. If left blank, your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this Form of Proxy has been issued in respect of a designated account for a Scheme Shareholder, the full voting entitlement for that designated account). The Form of Proxy gives your proxy or proxies full rights to attend, speak and vote. If you wish to restrict the rights of your proxy or proxies please cross out either or both of the words 'speak' or 'vote' as you feel appropriate. Any proxy appointed pursuant to this Form of Proxy will vote as indicated by this Form of Proxy on the Scheme. For any other business arising at the Court Meeting (including any procedural motion or resolution not listed in the Notice of the Court Meeting) the proxy appointed pursuant to this Form of Proxy will vote at his/her sole discretion.
3. This Form of Proxy (i) in the case of an individual must either be signed by the appointor or his/her attorney or authenticated in accordance with the Company's articles; and (ii) in the case of a corporation must be either given under its common seal or be signed on its behalf by an attorney or a duly authorised officer of the corporation or authenticated in accordance with the Company's articles. Any signature on or authentication of such appointment need not be witnessed. Where an appointment of a proxy is signed on behalf of the appointor by an attorney, the power of attorney or a copy thereof certified notarially or in some other way approved by the directors of the Company must (unless previously registered with the Company) be submitted to the Company, failing which the appointment may be treated as invalid.
4. The appointment of a proxy will not prevent a Scheme Shareholder from subsequently attending and voting at the Court Meeting in person. If a Scheme Shareholder appoints a proxy or proxies and then decides to attend the Court Meeting in person and vote on a poll using his/her poll card, then the vote in person will override the proxy vote(s). If the vote in person is in respect of the Scheme Shareholder's entire holding then all proxy votes will be disregarded. If, however, the Scheme Shareholder votes at the meeting in respect of less than the Scheme Shareholder's entire holding, and the Scheme Shareholder indicates on his/her polling card that all proxies are to be disregarded, that shall be the case; but if the Scheme Shareholder does not specifically revoke proxies, then the vote in person will be treated in the same way as if it were the last received proxy and earlier proxies will only be disregarded to the extent that to count them would result in the number of votes being cast exceeding the Scheme Shareholder's entire holding.
5. To be valid, the Form of Proxy, and any power of attorney or other authority under which it is executed (or duly certified copy of any such power or authority), must either be (a) sent (or delivered by hand during normal business hours) to the Company's Registrar, Equiniti, Corporate Actions, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA or (b) lodged using the CREST electronic proxy appointment service in accordance with the procedures set out in the CREST manual, in each case, so as to arrive no later than 11.00 a.m. (London time) on 6 December 2017 or, if the Court Meeting is adjourned, 48 hours (excluding non-working days) before the time fixed for the adjourned Court Meeting. If the Form of Proxy is not returned by the specified time, it may be handed to the Chairman of the Court Meeting or the Registrar at the Court Meeting before the start of the Court Meeting. A stamp is not required if posted in Great Britain, the Channel Islands or Northern Ireland. Alternatively, Scheme Shareholders who prefer to register the appointment of their proxy electronically via the Internet can do so through the Equiniti website at www.sharevote.co.uk where full instructions on the procedure are given. The Voting ID, Task ID and Shareholder Reference Number printed on the Form of Proxy will be required to use this electronic proxy appointment system. Scheme Shareholders who have already registered with the Equiniti online portfolio service, Shareview, can appoint their proxy electronically via their portfolio at www.shareview.co.uk. A proxy appointment made electronically will not be valid if sent to any address other than that provided or if received by Equiniti after 11.00 a.m. on 6 December 2017 (or, in the case of an adjourned meeting, later than 48 hours (excluding non-working days) prior to the time and date set for the adjourned meeting). Please note that any electronic communication found to contain a computer virus will not be accepted. A proxy appointment sent by CREST may be treated as invalid in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001. The CREST Manual is available by logging on to www.euroclear.com.
6. Please indicate how you wish to vote with a signature in either the box marked "FOR the Scheme" or the box marked "AGAINST the Scheme". Unless otherwise instructed, the person appointed as proxy will exercise his/her discretion as to how he/she votes or whether he/she abstains from voting on the resolution and on any other business (including amendments to the resolution and any procedural business, including any resolution to adjourn) which may come before the Court Meeting.
7. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), only those Scheme Shareholders registered in the register of shareholders of the Company as at 6.30 p.m. (London time) on 6 December 2017 or, if the Court Meeting is adjourned, as at 6.30 p.m. (London time) on the day that is two days (excluding non-working days) prior to the Court Meeting, will be entitled to attend or vote at the Court Meeting in respect of the number of shares registered in their name at that time. Changes to entries on the relevant register of shareholders after 6.30 p.m. (London time) on 6 December 2017 or, if the Court Meeting is adjourned, after 6.30 p.m. (London time) on the day that is two days (excluding non-working days) prior to the Court Meeting, will be disregarded in determining the rights of any person to attend or vote at the Court Meeting.
8. If you wish to appoint more than one proxy in respect of your shareholding, mark the box where indicated and photocopy the Form of Proxy or contact the Company's Registrar, Equiniti, by telephone on 0371 384 2220 (from within the UK) or on +44 121 415 0140 (from outside the UK) for further Forms of Proxy. Lines are open from 8.30 a.m. to 5.30 p.m. (London time) Monday to Friday. Calls will be charged at national or international rates as the case may be. Different charges may apply to calls from mobile telephones. Please note that calls may be recorded and Equiniti cannot provide legal, tax or financial advice, or advice on the merits of the Scheme. Please ensure that all of the multiple Forms of Proxy in respect of one registered holding of Scheme Shares are sent to the Company's Registrar, Equiniti Limited, at Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA.
9. In the case of joint holders, any one holder may vote. If more than one holder is present at the meeting, or purports to appoint a proxy, only the vote of, or appointment made by, the senior holder will be accepted, seniority being determined by the order in which the names appear on the register.
10. A Scheme Shareholder which is a corporation may authorise a person or persons to act as its representative(s) at the Court Meeting. In accordance with the provisions of the Companies Act 2006, each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual Scheme Shareholder of the Company, provided that it does not do so in relation to the same shares.
11. Any alterations to this Form of Proxy must be initialled by the person who signs it.
12. Neither the death nor the insanity of a Scheme Shareholder who has appointed a proxy, nor the revocation or termination by a Scheme Shareholder of the appointment of a proxy (or of the authority under which the appointment was made), shall invalidate the proxy or the exercise of any of the rights of the proxy thereunder, unless notice of such death, insanity, revocation or termination shall have been either (i) received by the Company at the address specified for receipt of the Forms of Proxy not less than 48 hours before the commencement of the Court Meeting or adjournment thereof or (ii) handed to the Chairman of the Court Meeting or the Registrar at the Court Meeting before the start of the Court Meeting.
13. You may not use any electronic address provided either in this Form of Proxy, in the Notice of Court Meeting or in any related documents to communicate with the Company for any purposes other than those expressly stated.
14. The Court has appointed Danuta Gray, or failing her, Phillip Monks, or failing him any other director of the Company to act as Chairman of the Court Meeting and has directed the Chairman to report the result thereof to the Court.
15. If you have any questions relating to the Form of Proxy, please call Equiniti between 8.30 a.m. and 5.30 p.m. (London time) Monday to Friday (except public holidays) on 0371 384 2220 (from within the UK) or +44 121 415 0140 (from outside the UK). Calls will be charged at national or international rates as the case may be. Different charges may apply to calls from mobile telephones. Please note that calls may be recorded and Equiniti cannot provide legal, tax or financial advice, or advice on the merits of the Scheme.