

## Attendance Card General Meeting

A General Meeting of Aldermore Group PLC (the **Company**) will be held on 8 December 2017 at 11.15 a.m. (or, if later, immediately after the conclusion or adjournment at the Court Meeting) at the offices of Linklaters LLP

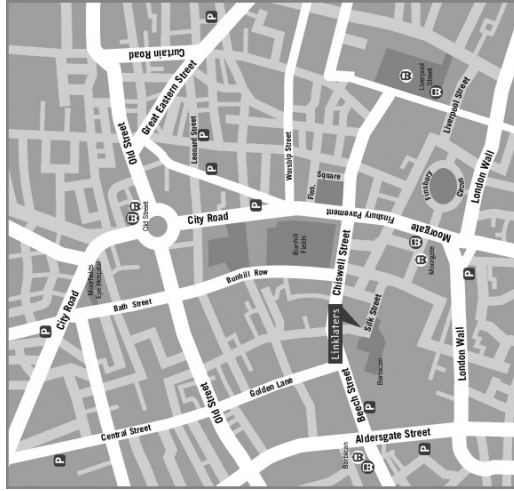
# Aldermore

Shareholder reference number:

Signature of person attending:

### Meeting Venue:

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



### Attendance

If you wish to attend the General 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 General Meeting after registering at the registration desk. It is intended that the resolution voted upon at the General Meeting will be subject to a poll (rather than a show of hands) which means that a shareholder has one vote for every share held. The voting procedure will be explained at the General Meeting.

You are encouraged to complete and return the Form of Proxy that accompanies this attendance card even if you wish to attend the General 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 General 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.

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Merrill Corporation Ltd, London  
17-25055-3

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## FORM OF PROXY

General Meeting of Aldermore Group PLC at 11.15 a.m. on 8 December 2017

**Please read the notice of the General Meeting in the Scheme Document and the explanatory notes below before completing this form.**

A general meeting of Aldermore Group PLC (the **Company**) for the purpose of giving effect to the scheme of arrangement pursuant to Part 26 of the Companies Act 2006 (the **Scheme**) as set out in a scheme document of the Company dated 13 November 2017 (the **Scheme Document**) between the Company and the Scheme Shareholders (as defined in the Scheme Document) will be held at the offices of **Linklaters LLP, 1 Silk Street, London EC2Y 8HQ on 8 December 2017 at 11.15 a.m. (the General Meeting)** (or as soon thereafter as the Court Meeting (as defined in the Scheme Document) convened by the Court for the same day shall have been concluded or adjourned) at which place and time the holders of the Company's ordinary shares (the **Shares**) are requested to attend.

Voting ID

Task ID

Shareholder Reference No.

I/We, being (a) member/member(s) of the Company entitled to attend and vote at the General Meeting, hereby appoint the Chairman of the General Meeting or the following person as my/our proxy to attend, speak and vote for me/us on my/our behalf over the following number of Shares:

Name of proxy<sup>1</sup>:

Number of Shares<sup>2</sup>:

at the General Meeting and at any adjournment thereof. The proxy is to vote as instructed in respect of the special resolution set out below.

Note 1: If you do not wish to appoint the Chairman of the General 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 General 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 9 overleaf.

**IMPORTANT: Please indicate with an "X" in the appropriate box how you wish the proxy to vote. If you mark more than one of the boxes below, this Form of Proxy will be invalid.**

### Special Resolution

To give effect to the Scheme (as defined in the Scheme Document):

(A) to authorise the directors of the Company to take all such action as they may consider necessary or appropriate for carrying the Scheme into effect; and

(B) to amend the articles of association of the Company by the adoption and inclusion of a new article 125,

in each case as described in the Notice of General Meeting which is set out in the Scheme Document.

FOR      AGAINST      WITHHELD

Signature (see Notes 3 and 12 overleaf)

Date

This Form of Proxy must be signed and dated before it is posted to Equiniti Limited (Equiniti) in the reply-paid envelope provided. Alternatively, you can submit your proxy electronically at [www.sharevote.co.uk](http://www.sharevote.co.uk) using the numbers above (see Note 5 overleaf). 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. To be valid this Form of Proxy needs to have been received by Equiniti no later than 11.15 a.m. on 6 December 2017. This Form of Proxy may not be handed to the Chairman of the General Meeting or a representative of Equiniti at the General Meeting.

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## Notes to the Form of Proxy

1. Full details of the resolution to be proposed at the General Meeting, with explanatory notes, are set out in the Notice of General 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 set to members on 13 November 2017 shall apply in this Form of Proxy unless the context otherwise requires.
2. Only members, or their duly appointed representatives, are entitled to attend, speak and vote at the General Meeting. A member 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 members, 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 and in these Notes. 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 member, 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 General Meeting (including any procedural motion or resolution not listed in the Notice of the General 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 member from subsequently attending and voting at the General Meeting in person. If a member appoints a proxy or proxies and then decides to attend the General 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 member's entire holding then all proxy votes will be disregarded. If, however, the member votes at the meeting in respect of less than the member's entire holding, and the member indicates on his/her polling card that all proxies are to be disregarded, that shall be the case; but if the member 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 member'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 11.15 a.m. (London time) on 6 December 2017 or, if the General Meeting is adjourned, 48 hours (excluding non-working days) before the time fixed for the adjourned General Meeting. A stamp is not required if posted in Great Britain, the Channel Islands or Northern Ireland. Alternatively, you can appoint a proxy electronically by visiting [www.sharevote.co.uk](http://www.sharevote.co.uk). You will need your Voting ID, Task ID and Shareholder Reference Number printed on the Form of Proxy. If you have already registered with the Equiniti online portfolio service, Shareview, you can submit your proxy at [www.shareview.co.uk](http://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 11.15 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](http://www.euroclear.com).
6. Please indicate with an 'X' in the boxes how you wish your vote to be cast. 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 General Meeting.
7. The 'Withheld' option on the Form of Proxy is provided to enable you to abstain on the resolution. However, a vote withheld is not a vote in law and will not be counted in the calculation of proportion of votes 'For' and 'Against' the resolution.
8. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), only those members registered in the register of members of the Company as at 6.30 p.m. (London time) on 6 December 2017 or, if the General 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 General Meeting, will be entitled to attend or vote at the General Meeting in respect of the number of shares registered in their name at that time. Changes to entries on the relevant register of members after 6.30 p.m. (London time) on 6 December 2017, or, if the General Meeting is adjourned, after 6.30 p.m. (London time) on the day that is two days (excluding non-working days) prior to the General Meeting, will be disregarded in determining the rights of any person to attend or vote at the General Meeting.
9. 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 Shares are sent to the Company's Registrar, Equiniti, Corporate Actions, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA.
10. A member of the Company which is a corporation may authorise a person or persons to act as its representative(s) at the General 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 member 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 initialised 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 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 General Meeting or adjournment thereof.
13. 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.
14. You may not use any electronic address provided either in this Form of Proxy, in the Notice of General Meeting or in any related documents to communicate with the Company for any purposes other than those expressly stated.
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.