

Shawbrook Group plc

Notice of Annual General Meeting

To be held at Floor 10, 40 Leadenhall Street, London, EC3A 2BJ
at 10am on Thursday 21 May 2026.

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to the action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000 (or, if you are resident outside the UK, an appropriately qualified independent financial adviser). If you have sold or transferred all of your shares in Shawbrook Group 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.

Dear Shareholder,

I am pleased to invite you to attend the Annual General Meeting (the "**AGM**") of Shawbrook Group plc ("**Shawbrook**" or the "**Company**"), our first since being readmitted to the London Stock Exchange.

The AGM will be held at our offices at Floor 10, 40 Leadenhall Street, London, EC3A 2BJ at 10am on Thursday, 21 May 2026. Shawbrook event staff will be available at both Leadenhall Street and Fenchurch Street entrances to assist shareholders with gaining entry to the offices.

2025 was a milestone year for Shawbrook. We delivered another strong performance with underlying profit before tax of £340.5 million (£272.2 million on a statutory basis). Our return as a listed company marked an important step for the Company, providing a robust platform from which to continue the disciplined execution of our strategy. The strength of our model allowed us to continue growing responsibly, while generating an underlying return on tangible equity of 17.2%, (13.2% on a statutory basis) and maintaining our prudent approach to risk and capital.

On behalf of the Board, I would like to welcome the new investors who have joined our share register, and thank our existing shareholders for their continued support.

Questions and Voting

As a shareholder, you will be able to ask questions to the Board either in person, if you are able to attend the AGM, or by submitting questions in advance of the meeting by emailing **CompanySecretary@shawbrook.co.uk** any time before 10am on Tuesday, 19 May 2026. This will allow questions to be addressed in a comprehensive and constructive manner during the AGM Q&A session, which will take place before the formal voting process.

We will endeavour to publish any questions received before 10am on Tuesday, 19 May 2026, and our responses to those questions, on our website prior to the AGM. Following the AGM, we will publish (on an anonymised basis) the full set of questions received (including those received after 10am on Tuesday, 19 May 2026 and at our AGM) and answers to those questions on our website. However, we reserve the right to edit questions or not to respond where we consider it appropriate to do so, taking account of our legal obligations.

You will be able to vote at the AGM in person if you attend the meeting, or by appointing a proxy in advance of the meeting. Whether or not you intend to be present at the AGM, you are strongly encouraged to appoint a proxy to cast your votes as soon as possible and to appoint the Chair of the AGM to act as your proxy for this purpose.

You can either complete, sign and return the enclosed proxy form, or submit an electronic proxy appointment instruction at **www.investorcentre.co.uk/eproxy**. In order for your vote to be counted, your instructions must be received by Computershare at the relevant address set out in the Important Notes to the Notice of Meeting by no later than Tuesday, 19 May 2026.

Completion and return of the proxy form or submission of an electronic proxy appointment will not preclude you from attending and voting in person at the AGM should you subsequently decide to do so.

All Resolutions at the AGM will be put to vote on a poll, rather than being conducted on a show of hands. On a poll, each shareholder has one vote for every share held. The results of the voting on the Resolutions will be announced to the London Stock Exchange and published on our website, as soon as reasonably possible after the conclusion of the AGM.

Recommendation

The Board considers that all Resolutions in the Notice of Meeting are in the best interests of the Company and its shareholders as a whole, and unanimously recommends that you vote in favour of them, as the Directors intend to do in respect of their own beneficial holdings. As at 21 April 2026 (being the last practicable date prior to the printing of this Notice of Meeting), the Directors beneficially own 2,308,802 ordinary shares, representing approximately 0.44% of the Company's ordinary shares currently in issue.

Yours faithfully

John Callender

Chair

21 April 2026

Notice of Annual General Meeting

Notice is hereby given that the 2026 Annual General Meeting ("**AGM**") of Shawbrook Group plc (the "**Company**") will be held at Floor 10, 40 Leadenhall Street, London, EC3A 2BJ on 21 May 2026 at 10am to consider and, if thought fit, pass the resolutions (the "**Resolutions**") as set out below.

Resolutions 1 to 17 (inclusive) are proposed as ordinary resolutions. For each of these to be passed, more than half of the total votes cast must be in favour of the relevant Resolution.

Resolutions 18 to 20 (inclusive) are proposed as special resolutions. For each of these to be passed, at least three-quarters of the total votes cast must be in favour of the relevant Resolution.

For further information on all Resolutions, please refer to the Explanatory Notes which can be found on pages 8-11 of this document.

Ordinary Resolutions

Annual Report and Financial Statements

1. To receive the accounts of the Company for the financial year ended 31 December 2025 and the reports of the Directors and the Auditor thereon (the "**2025 Annual Report**").

Directors' Remuneration Report

2. To approve the Directors' Remuneration Report for the financial year ended 31 December 2025, other than the part containing the Directors' Remuneration Policy, as set out on pages 82 to 101 (inclusive) of the 2025 Annual Report.

Directors' Remuneration Policy

3. To approve the Directors' Remuneration Policy, as set out on pages 83 to 92 (inclusive) of the 2025 Annual Report.

Directors

4. To re-appoint John Callender as a Director of the Company.
5. To re-appoint Marcelino Castrillo as a Director of the Company.
6. To re-appoint Janet Connor as a Director of the Company.
7. To re-appoint Andrew Didham as a Director of the Company.
8. To re-appoint Cedric Dubourdieu as a Director of the Company.
9. To re-appoint Lindsey McMurray as a Director of the Company.
10. To re-appoint Dylan Minto as a Director of the Company.
11. To re-appoint Lan Tu as a Director of the Company.
12. To re-appoint Michele Turmore as a Director of the Company.
13. To re-appoint Derek Weir as a Director of the Company.

Auditor

14. To re-appoint KPMG LLP as the Auditor of the Company.
15. To authorise the Company's Audit Committee, for and on behalf of the Board, to set the remuneration of the Auditor.

Authority to make political donations

16. That, in accordance with sections 366 and 367 of the Companies Act 2006 (the "**Act**"), the Company and all companies that are its subsidiaries at any time during the period for which this Resolution is effective be and are hereby authorised to:
 - (a) make political donations to political parties and/or independent election candidates not exceeding £50,000 in aggregate;
 - (b) make political donations to political organisations other than political parties not exceeding £50,000 in aggregate; and
 - (c) incur political expenditure not exceeding £50,000 in aggregate,(as such terms are defined in sections 363 to 365 of the Act), provided that the aggregate amount of any such donations and expenditure shall not exceed £50,000 during the period commencing on the date of passing this Resolution and ending at the end of the next AGM, (or, if earlier, the close of business on 20 August 2027), and provided that the authorised sum referred to in paragraphs (a), (b) and (c) above may be comprised of one or more amounts in different currencies which, for the purposes of calculating that authorised sum, shall be converted into pounds sterling at such rate as the Board in its absolute discretion may determine to be appropriate.

General authority to allot shares

17. That the Directors be generally and unconditionally authorised, in substitution for all subsisting authorities, to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company:
 - (a) up to a nominal amount of £866,145.45 (such amount to be reduced by any allotments or grants made under paragraph (b) below in excess of such sum); and
 - (b) comprising equity securities (as defined in the Act) up to a nominal amount of £1,732,290.90 (such amount to be reduced by any allotments or grants made under paragraph (a) above) in connection with a pre-emptive offer (including an offer by way of a rights issue or open offer):
 - (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 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,such authority to apply until the end of the next AGM (or, if earlier, the close of business on 20 August 2027) provided that, in each case, during this period the Company may make offers and enter into agreements which would, or might, require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after the authority ends and the Directors may allot shares or grant rights to subscribe for or convert securities into shares under any such offer or agreement as if the authority had not ended.

Special Resolution

General authority to disapply pre-emption rights

18. That, if Resolution 17 is passed, the Directors be given power to allot equity securities (as defined in the Act) for cash under the authority given by that Resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, such power to be limited:

(a) to the allotment of equity securities and sale of treasury shares in connection with an offer of, or invitation to apply for, equity securities (but in the case of the authority granted under paragraph (b) of Resolution 17, by way of a pre-emptive offer (including a rights issue or open offer));

(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 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) in the case of the authority granted under paragraph (a) of Resolution 17 and/or in the case of any sale of treasury shares, to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to a nominal amount of £259,843.63; and

(c) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) or paragraph (b) above) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (b) above, such power to be used only for the purposes of making a follow-on offer which the Board determines to be of a kind contemplated by paragraph 3 of section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice,

such power to apply until the end of the next AGM (or, if earlier, the close of business on 20 August 2027) provided that, in each case, during this period the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and/or treasury shares to be sold) after the power ends and the Directors may allot equity securities (and/or sell treasury shares) under any such offer or agreement as if the power had not ended.

Specific power to disapply pre-emption rights in connection with an acquisition or specified capital investment

19. That, if Resolution 17 is passed, the Directors be given the power in addition to any power granted under Resolution 18, to allot equity securities (as defined in the Act) for cash under the authority granted under paragraph (a) of Resolution 17 and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, such power to be:

- (a) limited to the allotment of equity securities or sale of treasury shares up to a total aggregate nominal amount of £259,843.63, such power to be used only for the purposes of financing a transaction which the Directors determine to be either an acquisition or a specified capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice of Meeting or for the purposes of refinancing such a transaction within 12 months of its taking place; and
- (b) limited to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (a) above, such power to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice,

such power to expire at the end of the next AGM (or, if earlier, the close of business on 20 August 2027) but so that in each case, prior to its expiry, the Directors may make offers and enter into agreements, which would, or might, require equity securities to be allotted (and/or treasury shares to be sold) after the power ends and the Directors may allot equity securities (and/or sell treasury shares) pursuant to any such offer or agreement as if the power had not expired.

Notice period for general meetings, other than AGMs

20. That any general meeting of the Company, other than an AGM, may be called on not less than 14 clear days' notice.

By order of the Board

Andrew Nicholson
Group Company Secretary

Registered Office:

Lutea House
Warley Hill Business Park
The Drive
Great Warley
Brentwood
Essex
CM13 3BE

Registered in England and Wales No 07240248

Explanatory Notes to the proposed resolutions

The explanatory notes on the following pages explain each of the proposed Resolutions. Resolutions 1 to 17 (inclusive) are proposed as ordinary resolutions. For each of these to be passed, more than half of the total votes cast must be in favour of the relevant Resolution. Resolutions 18 to 20 (inclusive) are proposed as special resolutions. For each of these to be passed, at least three-quarters of the total votes cast must be in favour of the relevant Resolution.

All Resolutions at the AGM will be put to shareholders by way of a poll rather than a show of hands. A poll vote is more representative of shareholders' voting intentions because shareholder votes are counted according to the number of shares held and all votes tendered are counted. After the meeting, the results of voting, including proxy directions to withhold votes, will be published on our website.

Ordinary Resolutions

Resolution 1 – Annual Report and Accounts

The Directors are required by the Act to present the Company's annual report and accounts to shareholders at each AGM. The 2025 Annual Report contains the audited financial statements for the year ended 31 December 2025 together with the strategic report, directors' report, the remuneration report and the auditor's report.

Resolution 2 – Directors' Remuneration Report

The Directors' Remuneration Report can be found on pages 82 to 101 of the 2025 Annual Report (excluding the part containing the Directors' Remuneration Policy). It provides details of the directors' remuneration for the year ended 31 December 2025. In compliance with the Act, shareholders will be invited to approve the Directors' Remuneration Report. The vote is advisory only and the Directors' entitlement to remuneration is not conditional on this Resolution being passed.

Resolution 3 – Directors' Remuneration Policy

In accordance with the Act, the Company is required to put the Directors' Remuneration Policy, which sets out the framework for directors' remuneration, to its shareholders for approval at the first AGM following listing, and at least once every three years thereafter. The shareholders' vote on this Resolution is binding on the Company. The Directors' Remuneration Policy is set out on pages 83 to 92 of the 2025 Annual Report and shows the proposed framework for how the Company will pay its directors going forward.

The Directors' Remuneration Policy, if approved, will take effect from the date of the AGM and will remain effective for up to three years until replaced or amended by a new policy.

Resolutions 4 to 13 – Re-appointment of Directors

In accordance with the UK Corporate Governance Code and the Company's Articles of Association, all Directors of the Company are required to be subject to annual appointment and re-appointment by the shareholders. All of the Directors will stand for election at the forthcoming AGM. Each Director will be proposed for election pursuant to a separate Resolution, which, if approved, will take effect from the conclusion of the AGM.

Biographical details for each Director, together with information on skills, experience, contribution and committee memberships, are set out in pages 59 to 61 of the 2025 Annual Report. Details of how the Board evaluates its effectiveness can be found on page 65 of the 2025 Annual Report.

Resolutions 4, 6, 7 and 11 to 13 relate to the re-appointment of John Callender, Janet Connor, Andrew Didham, Lan Tu, Michele Turmore, and Derek Weir respectively, who are the Directors that the Board has determined are independent directors for the purposes of the UK Corporate Governance Code.

Under the UK Listing Rules, because each of PSC Marlin Holdco Limited and Marlinbass Limited, is a controlling shareholder of the Company (that is, each exercises or controls more than 30% of the voting rights of the Company), the election or re-election of any independent director by shareholders must be approved by a majority vote of both:

1. the shareholders of the Company; and
2. the independent shareholders of the Company (that is, the shareholders of the Company entitled to vote on the election of directors who are not controlling shareholders of the Company (or treated as acting in concert with such controlling shareholders)).

Resolutions 4, 6, 7 and 11 to 13 are therefore being proposed as ordinary resolutions on which all shareholders may vote on, but in addition, the Company will separately count the number of votes cast by independent shareholders in favour of the Resolutions (as a proportion of the total votes of independent shareholders cast on the Resolutions) to determine whether the second threshold referred to in 2. above has been met. The Company will announce the results of the Resolutions on this basis as well as announcing the results of the ordinary resolutions of all shareholders.

Under the UK Listing Rules, if a resolution to elect or re-elect an independent director is not approved by a majority vote of both the shareholders as a whole and the independent shareholders of the Company at the AGM, a further resolution may be put forward to be approved by the shareholders as a whole at a meeting which must be held more than 90 days after the date of the first vote but within 120 days of the first vote. Accordingly, if any of Resolutions 4, 6, 7 and 11 to 13 is not approved by a majority vote of the Company's independent shareholders at the AGM, the relevant Director(s) will be treated as having been re-elected only for the period from the date of the AGM until the earlier of: (i) the close of any general meeting of the Company, convened for a date more than 90 days after the AGM but within 120 days of the AGM, to propose a further resolution to re-elect the Director; (ii) the date which is 120 days after the AGM; and (iii) the date of any announcement by the Board that it does not intend to hold a second vote. In the event that the Director's re-election is approved by a majority vote of all shareholders at a second meeting, the Director will then be re-elected until the next AGM.

Resolution 14 – Re-appointment of Auditor

The Company is required to appoint an Auditor at each AGM at which accounts are laid to hold office until the conclusion of the next such meeting. Accordingly, and on the unanimous recommendation of the Board's Audit Committee following its evaluation of the Auditor's effectiveness and independence, the Board proposes the re-appointment of KPMG LLP as the Company's Auditor to hold office until the conclusion of the next AGM.

Resolution 15 – Auditor remuneration

The Directors may set the remuneration of the Auditor if authorised to do so by the shareholders. This Resolution seeks authority for the Board's Audit Committee (for and on behalf of the Board) to set the external Auditor's remuneration.

Resolution 16 – Authority to make political donations and incur political expenditure

In accordance with the Act, the Company is required to seek shareholders' authority to make any political donations and/or incur political expenditure. Although the Company does not make, and does not intend to make, donations to political parties, and/or to independent election candidates within the normal meaning of that expression, the definitions of political donations and political expenditure used in the Act are very wide. As a result, they may cover activities such as funding seminars and other functions to which politicians are invited; supporting certain bodies involved in policy review and law reform; and matching employee donations to certain charities.

Therefore, in accordance with current best practice, this Resolution seeks to authorise the Company and its subsidiaries to make certain types of political donations or incur political expenditure, as described in the Resolution, up to an aggregate limit of £50,000. This authority shall expire at the conclusion of next year's AGM, or if earlier, 20 August 2027.

Resolution 17 – General authority to allot shares

Resolution 17 requests that shareholders grant the Directors authority, by way of an ordinary resolution and in line with prescribed limits, to allot shares in the Company and to grant rights to subscribe for or convert any securities into shares in the Company. Paragraph (a) of this Resolution would give the Directors the authority to allot shares or grant rights to subscribe for or convert any securities into shares up to an aggregate nominal amount equal to £866,145.45 (representing 173,229,090 shares of £0.005 each). This amount represents approximately one-third of the issued ordinary share capital of the Company as at 21 April 2026, the latest practicable date prior to publication of this Notice of Meeting.

In line with the limits set out in guidance issued by the Investment Association ("IA"), paragraph (b) of this Resolution would give the Directors authority to allot shares or grant rights to subscribe for or convert any securities into shares in connection with a pre-emptive offer, including a rights issue or open offer, in favour of ordinary shareholders up to an aggregate nominal amount equal to £1,732,290.90 (representing 346,458,180 ordinary shares), as reduced by the nominal amount of any shares issued under paragraph (a) of this Resolution. This amount (before any reduction) represents approximately two-thirds of the issued ordinary share capital of the Company as at 21 April 2026, the latest practicable date prior to publication of this Notice of Meeting.

The authority sought under this Resolution will expire at the earlier of 20 August 2027 and the conclusion of the next AGM of the Company.

The Directors have no present intention to exercise the authority sought under this Resolution.

As at the date of this Notice of Meeting, no shares are held by the Company in treasury.

Special Resolutions

Resolution 18 and 19 – General authority to disapply pre-emption rights and specific disapplication in connection with an acquisition or specified capital investment

Resolutions 18 and 19 will be proposed as special resolutions. They would give the Directors the power to allot shares (or sell any ordinary shares which the Company holds in treasury) for cash without first offering them to existing shareholders in proportion to their existing shareholdings.

The power set out in Resolution 18 would be limited to:

- (a) pre-emptive offers, including rights issues or open offers and offers to holders of other equity securities if required by the rights of those securities, or as the Board otherwise considers necessary;
- (b) otherwise, allotments or sales up to an aggregate nominal amount of £259,843.63 (representing 51,968,726 shares and approximately 10% of the issued ordinary share capital of the Company as at 21 April 2026, the latest practicable date prior to publication of this Notice of Meeting); and
- (c) allotments or sales up to an additional aggregate nominal amount equal to 20% of any allotments or sales made under (b) above (so a maximum of 2%), such power to be used only for the purposes of making a follow-on offer of a kind contemplated by Section 2B of the Pre-emption Group's Statement of Principles 2022.

Resolution 19 is intended to give the Company flexibility to make non-pre-emptive issues of ordinary shares in connection with acquisitions and specified capital investments as contemplated by the Pre-emption Group's Statement of Principles 2022. The power under Resolution 19 is in addition to that proposed by Resolution 18 and would be limited to:

- (i) allotments or sales of up to an aggregate nominal amount of £259,843.63 (representing 51,968,726 shares and an additional 10% of the issued ordinary share capital of the Company as at 21 April 2026, the latest practicable date prior to publication of this Notice of Meeting); and

- (ii) allotments or sales up to an additional aggregate nominal amount equal to 20% of any allotments or sales made under (i) above (so a maximum of 2%), such power to be used only for the purposes of making a follow-on offer of a kind contemplated by Section 2B of the Pre-emption Group's Statement of Principles 2022.

The limits in Resolutions 18 and 19 are in line with those set out in the Pre-emption Group's Statement of Principles 2022.

The Directors have no present intention to exercise the powers sought by Resolutions 18 or 19. If the powers sought by Resolutions 18 or 19 are used in relation to a non-pre-emptive offer, the Directors confirm their intention to follow the shareholder protections in paragraph 1 of Part 2B of the Pre-emption Group's Statement of Principles 2022 and, where relevant, follow the expected features of a follow-on offer as set out in paragraph 3 of Part 2B of the Pre-emption Group's Statement of Principles 2022.

The powers under Resolutions 18 and 19 will expire at the earlier of 20 August 2027 and the conclusion of the next AGM of the Company.

Resolution 20 – Notice period for general meetings

This Resolution is proposed as a special resolution.

The Act permits general meetings (other than AGMs) of a listed company to be called on at least 14 clear days' notice, provided shareholders approve this by special resolution.

This Resolution allows the Company to hold general meetings (other than AGMs) on 14 clear days' notice. The shorter notice period will not be used as a matter of routine, but only in circumstances where time-sensitive matters merit the flexibility afforded by the shorter notice period. The Directors consider this authority to be in the best interests of the Company and shareholders as a whole, providing flexibility when circumstances require prompt decision-making.

Important Notes

The following notes explain your general rights as a shareholder and your right to attend and vote at this AGM or appoint someone else on your behalf:

1. Attending and voting at the AGM: Only shareholders entered on the Company's register of members at close of business on 19 May 2026 will be entitled to attend, speak and vote at the AGM. If the AGM is adjourned, only shareholders entered on the company's register of members 48 hours (excluding any part of a day that is not a working day) before the time of the adjourned meeting will be entitled to attend, speak and vote at the meeting. Changes to entries on the register after the deadlines noted above will be disregarded in determining the rights of any person to attend or vote at the meeting.

2. Appointment of proxies: You can appoint one or more people to attend, speak and vote at the AGM on your behalf (your proxy). Your proxy does not need to be a shareholder or Director of the Company but must attend the AGM for your vote to be counted. Your proxy must vote as you instruct and must attend the AGM for your vote to be counted. A proxy form, which may be used to make such appointment and give proxy instructions, accompanies this Notice of Meeting

Shareholders are strongly encouraged to appoint the Chair of the AGM (rather than a named person) as their proxy and to submit voting instructions in advance of the AGM.

You can appoint more than one proxy, as long as each proxy is appointed to exercise the rights attached to a different share or shares held by you. To appoint more than one proxy, you may photocopy the proxy form accompanying this Notice of Meeting. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All proxy forms must be signed and should be returned together in the same envelope. A failure to specify the number of shares to which each proxy appointment relates or specifying a number more than those held by you will result in the appointment being invalid.

A shareholder may change proxy instructions by returning a new proxy form using the methods set out above. If you have appointed a proxy using the hard-copy proxy form but would like to change your instructions using another hard-copy form, you should contact Computershare on 0370 707 1695. The deadline specified below for receipt of proxy forms also applies to amended instructions. Any attempt to terminate or amend a proxy form after the relevant deadline will be disregarded.

To appoint a proxy by post: complete the enclosed form of proxy, together with any supporting authority (e.g. a certified copy of a power of attorney) and return to our Registrar, Computershare Investor Services PLC (Computershare), The Pavilions, Bridgwater Road, Bristol BS99 6ZY, using the pre-paid envelope provided.

To appoint a proxy online: register your proxy appointment at www.investorcentre.co.uk/eproxy.

Your proxy instruction must be received no later than 10am on 19 May 2026 or, in the event of an adjournment of the AGM, no less than 48 hours before the stated time of the adjourned meeting (excluding any part of a day that is not a working day). The appointment of a proxy will not prevent you from subsequently attending and voting at the AGM in person.

If you have any problems voting, please contact Computershare by emailing web.queries@computershare.co.uk or by calling +44 (0)370 707 1688.

3. Joint shareholders: For joint shareholders, the vote or proxy instruction of the senior holder will be accepted in priority to instructions received from other joint holders. Seniority will be determined by the order in which the names appear in the company's register of members in respect of the relevant joint holding (the first-named being the most senior).

4. Nominated Persons: Any person to whom this Notice of Meeting is sent who is a person nominated under section 146 of the Act to enjoy information rights (Nominated Person) may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. 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 shareholder as to the exercise of voting rights.

The right to appoint a proxy as stated in notes 2, 5 and 6 does not apply to Nominated Persons. The rights described in these notes can only be exercised by shareholders.

5. Crest proxy appointments: CREST members can appoint a proxy or proxies for the AGM or any adjourned meeting by using the CREST electronic proxy appointment service and following the procedures described in the CREST Manual at www.euroclear.com.

CREST personal members, CREST sponsored members and CREST members who have appointed a voting 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.

For a proxy appointment made via CREST 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 required information as described in the CREST Manual.

The message must be received by the issuer's agent (ID 3RA50), by 10am on Tuesday, 19 May 2026 or, in the event of an adjournment of the AGM, no less than 48 hours before the stated time of the adjourned meeting (excluding any part of a day that is not a working day). The time of receipt will be deemed to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

CREST members, sponsors or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member, personal member, sponsored member or voting service provider(s) to take necessary actions to ensure that a message is transmitted by means of the CREST system by any particular time.

CREST members, sponsors or voting service providers are particularly referred to the sections of the CREST Manual concerning practical limitations of the CREST system and timings.

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 (as amended).

6. Proximity Voting: Institutional investors may also be able to appoint a proxy electronically via the Proximity platform, a process which has been agreed by the Company and approved by the Registrar.

For further information on Proximity, please go to www.proximity.io. To be considered valid, your proxy must be lodged by 10am on 19 May 2026 or, in the event of an adjournment of the AGM, no less than 48 hours before the stated time of the adjourned meeting (excluding any part of a day that is not a working day). Before you can appoint a proxy via this process you will need to have agreed to Proximity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.

7. Corporate shareholders and representatives:

A corporate shareholder can appoint one or more corporate representatives to exercise, on their behalf, all of its powers as a shareholder. Each corporate representative can only exercise such powers in relation to the shares over which they have been appointed.

8. Issued capital and voting rights: As at 21 April 2026 (being the last practicable date prior to the printing of this Notice of Meeting) the Company's share capital consisted of 519,687,271 ordinary shares with a nominal value of £0.005 each. Each ordinary share carries one vote.

9. Directors' beneficial holdings: Since 11 March 2026 (the date of the 2025 Annual Report), Janet Connor has purchased ordinary shares in the Company, details of which were announced by the Company by way of a PDMR notification. Save as disclosed above, there have been no other changes to the Directors' beneficial holdings.

10. Shareholders' interests: The following shareholders have notified the Company, in accordance with Rule 5 of the Disclosure and Transparency Rules, that they hold more than 3% of the total voting rights of the Company:

Name	% of issued share capital voting rights held
PSC Marlin Holdco Limited	37.56%
Marlinbass Limited	37.56%
Wellington Management Group LLP	5.20%

11. Statement of audit concerns and related information:

Under section 527 of the Act, shareholders 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: (a) 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 AGM; or (b) 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 Act. 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 Act. Where the Company is required to place a statement on a website under section 527 of the Act, 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 AGM includes any statement that the Company has been required under section 527 of the Act to publish on a website.

12. Questions regarding the AGM: Any shareholder, corporate representative or proxy attending the AGM has the right to ask questions at the AGM. No answer need be given if: (a) the question does not relate to the business of the AGM; (b) to do so would interfere unduly with the preparation for the AGM or involve the disclosure of confidential information; (c) the answer has already been given on a website in the form of an answer to a question; or (d) it is undesirable in the interests of the Company or good order of the AGM that the question be answered.

13. Voting on the AGM Resolutions: You can vote in advance of the AGM by appointing a proxy in accordance with procedures set out in these Notes.

You should submit your vote no later than 10am on 19 May 2026 or, in the event of an adjournment of the AGM, no less than 48 hours before the stated time of the adjourned meeting (excluding any part of a day that is not a working day).

Voting at the AGM will be conducted by way of a poll. This will result in a more accurate reflection of the views of shareholders by ensuring that every vote is recognised, including all votes of shareholders who do not attend the AGM in person but give proxy instructions. On a poll, each ordinary shareholder has one vote for every ordinary share held. Voting results will be announced to the London Stock Exchange as soon as possible after the conclusion of the AGM and will also be published on our website.

14. Electronic Poll Receipts and Post Meeting Vote Confirmations: In the event of a poll and a vote has been cast by electronic means, a receipt will be provided to shareholders electronically to confirm lodgement of the vote cast. The confirmation will be provided to the shareholder, or to their appointed proxy or corporate representative, as soon as reasonably practicable after the vote has been cast.

If a registered shareholder wishes to receive a post meeting confirmation of how their vote was applied at a poll, whether that vote was cast electronically or not, then a request can be made to Computershare by emailing web.queries@computershare.co.uk, no later than 30 days following the date of the meeting. Requests must include the registered shareholder's name, address, shareholder reference number and confirm the name of the issuer and the date of the meeting for which they wish to receive a confirmation.

In line with the requirements of the Act, the confirmation will be provided to the registered shareholder no later than 15 days from the day following the announcement of the poll results or receipt of the request, whichever is the later. The confirmation will be provided to the registered shareholder in the manner stipulated by Computershare.

15. Registration: On arrival at the AGM venue, you will be asked to register at the registration desk. Corporate representatives, proxies and guests must also register at the registration desk.

16. Timings:

9.30am – Registration opens

10am – AGM commences

17. Personal data: The Company may process personal data of attendees to the AGM. This may include webcasts, photos, recording audio and video links, as well as other forms of personal data. The Company shall process personal data in accordance with its privacy policy, which can be found at [shawbrook.co.uk/information/privacy-notice].

18. Communication with the Company: Any electronic address (within the meaning of section 333(4) of the Act) provided in this Notice of Meeting (or in any related documents including the form of proxy) may not be used to communicate with the Company for any purposes other than those expressly stated.

19. Documents available for inspection: The following documents will be available for inspection by prior appointment at the Company's registered office during normal business hours on any weekday (public holidays excluded) from the date of the Notice of Meeting until the time of the AGM, and at the place of the AGM from at least 15 minutes before the meeting and until it ends:

- (a) the 2025 Annual Report;
- (b) copies of the Executive Directors' service contracts;
- (c) copies of the Non-Executive Directors' letters of appointment; and
- (d) this Notice of Meeting.

