

Shareholders Name



Proxy Form

2016 Annual General Meeting of Aldermore Group PLC to be held at the offices of Linklaters LLP, One Silk Street, London EC2Y 8HQ on Tuesday 17 May 2016 at 10.30am.

Voting ID.

Task ID.

Shareholder reference number

Before completing this Proxy Form, please read the explanatory notes overleaf.
You can submit your Proxy Form electronically at www.sharevote.co.uk using the ID and reference numbers provided above.
Please note that the deadline for receiving proxy appointments is 10.30am on Sunday 15 May 2016.

I/We hereby appoint the Chairman of the meeting OR the following person: (Note 3)

Number of shares the proxy is appointed over: (Note 4)

as my/our proxy to exercise all or any of my/our rights to attend, speak and vote in respect of my/our full voting entitlement* on my/our behalf at the AGM of Aldermore Group PLC to be held at the offices of Linklaters LLP, One Silk Street, London EC2Y 8HQ on Tuesday 17 May 2016 at 10.30am.

* or in respect of the number of shares entered in the box above.

Please tick here if this proxy appointment is one of multiple proxy instructions. ☐ (Note 4)

	For	Against	Vote withheld		For	Against	Vote withheld
1 To receive the 2015 Annual Report and Accounts	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10 To re-elect John Hitchins	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 To approve the Statement from the Remuneration Committee Chair and the Annual Report on Remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11 To elect Robert Sharpe	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 To approve the Remuneration Policy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12 To re-elect Peter Shaw	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 To re-appoint KPMG LLP as auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13 To re-elect Chris Stamper	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 To authorise the Board to determine the remuneration of the auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14 To re-elect Cathy Turner	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 To re-elect Glyn Jones	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15 To re-elect Peter Cartwright	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 To re-elect Phillip Monks	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	16 To re-elect Neil Cochrane	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 To re-elect James Mack	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	17 To give authority to make political donations	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9 To re-elect Danuta Gray	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	18 To give authority to allot shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
				19 To give authority to dis-apply pre-emption rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
				20 To give authority for a 14-day notice period for general meetings	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

I/We instruct my/our proxy to vote on the resolutions at the AGM as indicated on this Proxy Form. Unless otherwise instructed, the proxy may vote as he/she sees fit or abstain in relation to any business of the meeting or adjourned meeting

Signed (Notes 7 and 8)

Date

Explanatory notes for completing your Proxy Form

1. As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes.
2. Appointment of a proxy does not preclude you from attending the meeting and voting in person.
3. A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the Chairman of the meeting, insert their full name in the box. If you sign and return this Proxy Form with no name inserted in the box, the Chairman of the meeting will be deemed to be your proxy. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.
4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, (an) additional Proxy Form(s) may be obtained by contacting the registrar's helpline on 0371 384 2030 or you may photocopy this Form. Overseas holders should contact +44 (0)121 415 7047. Lines are open from 8.30am to 5.30pm Monday to Friday. Please indicate in the box below the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All Forms must be signed and should be returned together.
5. Voting at the AGM will be by way of a poll. To direct your proxy how to vote, mark the appropriate box with an 'X'. To abstain from voting on a resolution, select the relevant "Vote withheld" box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
6. To appoint a proxy using this Proxy Form, the Form must be:
 - completed and signed;
 - sent or delivered to Equiniti at Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA – a pre-paid envelope is provided, and
 - received by Equiniti no later than 10.30am on Sunday 15 May 2016.
7. In the case of a member which is a company, this proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
8. Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the Proxy Form.
9. As an alternative to completing the hard-copy Proxy Form, you can appoint a proxy electronically by visiting www.sharevote.co.uk. You will need your Voting ID, Task ID and Shareholder Reference Number (this is the series of numbers printed under your name on this proxy form). Alternatively, if you have already registered with Equiniti's online portfolio service, Shareview, you can submit your proxy form at www.shareview.co.uk. Full instructions are given on both websites. To be valid, your proxy appointment(s) and instructions should reach Equiniti no later than 10.30am on 15 May 2016.
10. CREST members who wish to appoint a proxy or proxies by using the CREST electronic appointment service may do so by using the procedures described in the CREST Manual. To be valid, the appropriate CREST message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instructions given to a previously appointed proxy, must be transmitted so as to be received by our agent, Equiniti (ID: RA19), by 10.30am on Sunday 15 May 2016. See the notes to the Notice of Meeting for further information on proxy appointment through CREST.
11. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
12. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
13. You may not use any electronic address provided in this Proxy Form to communicate with the Company for any purposes other than those expressly stated.



Attendance Card

2016 Annual General Meeting, to be held at the offices of Linklaters LLP, One Silk Street, London EC2Y 8HQ on Tuesday 17 May 2016 at 10.30am.

If you wish to attend the meeting

Please detach this card and bring it with you to the meeting. The card shows that you are entitled to attend and vote.



Shareholders Name

Shareholders Reference Number

IML Number

Transport and directions

Underground:

Barbican (Circle, Hammersmith & City, Metropolitan lines), Moorgate (Northern, Circle, Hammersmith & City, Metropolitan lines).

Buses: 11, 21, 23, 48, 76, 100, 141, 153

Schedule

9.30am Registration desks open. Light refreshments will be available.

10.30am Meeting starts.