

Company Number: 06765335

ALDERMORE GROUP PLC

(the “Company”)

Resolutions concerning special business passed at the Annual General Meeting

At the Annual General Meeting of the Company duly convened and held at the offices of Linklaters LLP, One Silk Street, London EC2Y 8HQ on 17 May 2016 at 10.30am, the resolutions set out below were passed.

Resolutions 17 and 18 were passed as an ordinary resolutions and Resolutions 19 and 20 were passed as special resolutions.

ORDINARY RESOLUTIONS

Resolution 17: Political donations

THAT, in accordance with Part 14 of the Companies Act 2006, the Company and all companies that are subsidiaries of the Company 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;
- (B) make political donations to political organisations other than political parties; and
- (C) incur political expenditure,

provided that the aggregate amount of any such donations and expenditure incurred by the Company and its subsidiaries shall not exceed £50,000 during the period commencing on the passing of this resolution and ending at the conclusion of the Company's annual general meeting to be held in 2017 or, if earlier, at the close of business on 30 June 2017. Words and expressions defined for the purpose of the Companies Act 2006 shall have the same meaning in this resolution.

Resolution 18: Directors' authority to allot

THAT the Board be and is hereby generally and unconditionally authorised to exercise all the powers of the Company to allot equity securities (as defined in section 560 of the Companies Act 2006) in the Company, pursuant to and in accordance with section 551 of the Companies Act 2006:

- (A) up to an aggregate nominal amount of £22,982,638 (such amount to be reduced by any allotments or grants made under paragraph (B) below) solely in connection with an offer by way of a rights issue:
 - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) to holders of other shares or equity securities if this is required by the rights of those securities or, if the Board otherwise considers necessary, as permitted by the rights of those securities,

to subscribe for further securities by means of the issue of a renounceable letter (or other negotiable instrument) which may be traded for a period before payment for the securities is due 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) up to an aggregate nominal amount of £11,491,319 (such amount to be reduced by any allotments or grants made under paragraph (A) above in excess of such amount).

Such authorities shall apply in substitution for all previous authorities and shall expire at the conclusion of the Company's AGM to be held in 2017 or, if earlier, at the close of business on 30 June 2017. However, 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 given to the Board pursuant to this resolution ends and the Board may allot shares or grant rights to subscribe for or convert securities into shares under any such offer or agreement as if the authority given to the Board pursuant to this resolution had not ended.

SPECIAL RESOLUTIONS

Resolution 19: Disapplication of pre-emption rights

THAT, subject to the passing of Resolution 18, the Board be empowered to allot equity securities (as defined in section 560(1) of the Companies Act 2006) wholly for cash pursuant to the authority conferred by Resolution 18, and to sell ordinary shares held by the Company as treasury shares for cash, as if section 561 of the Companies Act 2006 did not apply to such allotment or sale, such power to be limited to:

- (A) the allotment of equity securities and sale of treasury shares for cash in connection with an offer of, or invitation to apply for, equity securities (whether by way of a rights issue, open offer or otherwise, but in the case of the authority granted under paragraph (A) of Resolution 18, by way of a rights issue only):
- (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) to holders of other shares or equity securities if this is required by the rights of those securities or, if the Board otherwise considers necessary, as permitted by the rights of those securities,

subject to any limits, restrictions or arrangements which the Board 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 authority granted under paragraph (B) of Resolution 18 and the sale of treasury shares for cash, the allotment (other than under paragraph (A) above) of equity securities up to an aggregate nominal amount of £3,447,395, provided that except where the proceeds of the issue of such equity securities are to be applied in connection with a specific acquisition or specified capital investment, the maximum nominal amount that may be allotted is £1,723,697.

Such power shall expire when the authority conferred on the Board by Resolution 18 expires, save that, before the expiry of this power, the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the power ends and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not ended.

Resolution 20: General meeting notice period

THAT a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.