

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser authorised under the Financial Services and Markets Act 2000 immediately.

If you sell or have sold or otherwise transferred all of your ordinary shares in Aldermore Group PLC, please pass this document, together with the accompanying documents, to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

Aldermore

ALDERMORE GROUP PLC

(incorporated in the United Kingdom and registered in England and Wales under company number 06764335)

NOTICE OF 2017 ANNUAL GENERAL MEETING

**to be held at 11.00am on Tuesday 16 May 2017 at the offices of Linklaters LLP,
1 Silk Street, London EC2Y 8HQ**

Whether or not you propose to attend the AGM, please complete and submit a Proxy Form. Proxy Forms must be received by Equiniti no later than **11.00am on Sunday 14 May 2017** at Equiniti, Aspect House, Spencer Road, Lancing, BN99 6DA or otherwise in accordance with the instructions found on pages 12 and 13 of this document. Completion of a Proxy Form will not prevent members from attending and voting in person should they wish to do so.

Registered office:

Aldermore Group PLC
C/O Aldermore Bank PLC
4th Floor Block D
Apex Plaza
Forbury Road
Reading
Berkshire
RG1 1AX

Incorporated in the United Kingdom and
registered in England and Wales under
company number 06764335

31 March 2017

Dear Shareholder

Annual General Meeting to be held on Tuesday 16 May 2017

I am pleased to invite you to Aldermore Group PLC's (the "Company") 2017 Annual General Meeting ("AGM"), which will be held at 11.00am on Tuesday 16 May 2017 in the offices of Linklaters LLP, 1 Silk Street, London EC2Y 8HQ. A location map is included on the enclosed Proxy Form.

Business of the meeting

The formal notice of the AGM (the "Notice") on pages 3 to 5 sets out the resolutions to be proposed, and explanatory notes to each of the resolutions are included on pages 6 to 8.

The AGM gives the Board the opportunity to provide shareholders with an update on the Company's performance and strategy, and to respond to any questions that shareholders might have. All members of the Board will be in attendance at the AGM, and will be available after the meeting to meet shareholders.

If you are unable to attend the AGM, you may submit questions relating to the business of the meeting in advance by writing to the Company Secretary at 50 St Mary Axe, London EC3A 8FR. We will consider all questions received and, if appropriate, address them at the AGM.

Board of Directors

In accordance with the provisions of the UK Corporate Governance Code 2014 (the "Code"), all Directors will be submitting themselves for re-election by shareholders at the AGM. Chris Patrick has joined the Board as a Non-Executive Director since our last AGM, and he will stand for election by shareholders for the first time. Biographical details for each of the Directors standing for election or re-election are provided at Appendix 1 to the Notice.

In the 2016 Annual Report and Accounts we advised that, under the Listing Rules, as the funds associated with AnaCap Financial Partners LLP ("AnaCap") were classed as a controlling shareholder (defined as anyone holding more than 30% of the votes), the Independent Non-Executive Directors would need to be re-elected by both a majority of the votes cast by all of the Company's shareholders and a majority of the votes cast by the Company's independent shareholders (being all of the Company's shareholders other than the controlling shareholder). Since the 2016 Annual Report and Accounts was signed and before mailing to shareholders, we have been notified by AnaCap that it has sold part of its shareholding and, as a result, its interest in the Company has reduced from 40.14% to 25.15%. Consequently, AnaCap is no longer classed as a controlling shareholder and there is no requirement to seek the separate independent shareholder vote.

External Auditor Appointment

During 2016, the Audit Committee initiated a project to design and execute a tender process for the external audit contract. This was a comprehensive exercise which concluded with the Board approving the Audit Committee's recommendation that Deloitte LLP be appointed as the Company's external auditor for the period commencing 1 January 2017. As required by the Companies Act 2006, the appointment of Deloitte LLP will be put to shareholders for approval at the AGM. Further details of the external audit tender process can be found on page 68 of the 2016 Annual Report and Accounts.

Appendix 2 to this Notice contains a statutory statement from KPMG LLP in relation to their ceasing to hold office as the Company's external auditor following the outcome of the competitive tender process. We would like to extend our thanks to our audit partner and the wider audit team at KPMG LLP for the support they have given to the organisation as it has transitioned into a listed company.

New Articles of Association

Resolution 19 in this Notice seeks shareholder approval for certain amendments to the Company's articles of association, which will allow for general meetings of the Company to be held electronically in accordance with the Companies (Shareholders' Rights) Regulations 2009 and the Companies Act 2006. Nothing in the new articles will preclude physical meetings from being held in the future but the changes will provide extended choice for the Board when making arrangements for general meetings.

Voting at the AGM

Voting at the AGM will be by way of a poll rather than a show of hands, which will allow the votes of all shareholders to be counted. If you would like to vote on the resolutions but are unable to attend the AGM, you can register your vote electronically or by completing and returning your Proxy Form by post. Full details on how to vote are set out on pages 12 and 13.

Recommendation

The Board considers that all of the proposed resolutions are in the best interests of the Company and its shareholders as a whole. Accordingly, the Directors recommend that you vote in favour of each resolution, as the Directors intend to do in respect of their own beneficial holdings.

We look forward to welcoming you at the AGM.



Danuta Gray

Interim Chairman

Aldermore Group PLC (the "Company")
(incorporated in the United Kingdom and registered in England and Wales
under company number 06764335)

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2017 Annual General Meeting of shareholders of the Company (the "AGM") will be held at 11.00am on Tuesday 16 May 2017 at the offices of Linklaters LLP, 1 Silk Street, London EC2Y 8HQ. The business of the AGM will be to consider and, if thought fit, approve the following resolutions, of which numbers 1 to 15 (inclusive) will be proposed as ordinary resolutions and numbers 16 to 19 (inclusive) will be proposed as special resolutions.

ORDINARY RESOLUTIONS

Report and Accounts

1. TO receive the Directors' Report, Strategic Report and Accounts for the financial year ended 31 December 2016 together with the report of the auditor of the Company.

Remuneration Report

2. TO approve the Statement from the Remuneration Committee Chair and the Annual Report on Remuneration set out on pages 74 to 91 of the Directors' Remuneration Report for the financial year ended 31 December 2016.

Auditor

3. TO appoint Deloitte LLP as auditor of the Company to hold office until the conclusion of the next general meeting at which accounts are laid before the Company.
4. TO authorise the Board to determine the remuneration of the auditor of the Company.

Directors

5. TO re-elect Phillip Monks as a Director of the Company.
6. TO re-elect James Mack as a Director of the Company.
7. TO re-elect Danuta Gray as a Director of the Company.
8. TO re-elect John Hitchins as a Director of the Company.
9. TO re-elect Robert Sharpe as a Director of the Company.
10. TO re-elect Peter Shaw as a Director of the Company.
11. TO re-elect Chris Stamper as a Director of the Company.
12. TO re-elect Cathy Turner as a Director of the Company.
13. TO elect Chris Patrick as a Director of the Company.

Political donations

14. 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:

- (i) make political donations to political parties and/or independent election candidates;
- (ii) make political donations to political organisations other than political parties; and
- (iii) 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 AGM to be held in 2018 or, if earlier, at the close of business on 30 June 2018. Words and expressions defined for the purpose of the Companies Act 2006 shall have the same meaning in this resolution.

Directors' authority to allot

15. THAT the Board be generally and unconditionally authorised pursuant to and in accordance with Section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company:

- (i) up to a nominal amount of £11,497,341;
- (ii) comprising equity securities (as defined in Section 560(1) of the Companies Act 2006) up to a further nominal amount of £11,497,341 in connection with an offer by way of a rights issue;

such authorities to apply in substitution for all previous authorities pursuant to Section 551 of the Companies Act 2006 and to expire at the conclusion of the Company's AGM to be held in 2018 or, if earlier, at the close of business on 30 June 2018 but, in each case, so that the Company may, before such expiry, make offers and enter into agreements which would, or might, require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after the authority given by this resolution has expired.

For the purposes of this resolution, "rights issue" means an offer to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings 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, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory.

SPECIAL RESOLUTIONS

Disapplication of pre-emption rights

16. THAT, subject to the passing of Resolution 15 above, the Directors be authorised to allot equity securities (as defined in Section 560(1) of the Companies Act 2006) wholly for cash:

- (i) pursuant to the authority given by paragraph (i) of Resolution 15 above or where the allotment constitutes an allotment of equity securities by virtue of Section 560(3) of the Companies Act 2006 in each case:
 - (a) in connection with a pre-emptive offer; and
 - (b) otherwise than in connection with a pre-emptive offer, up to an aggregate nominal amount of £1,724,601; and
- (ii) pursuant to the authority given by paragraph (ii) of Resolution 15 above in connection with a pre-emptive rights issue, as if Section 561(1) of the Companies Act 2006 did not apply to any such allotment;

such authority to expire at the conclusion of the Company's AGM to be held in 2018 or, if earlier, at the close of business on 30 June 2018, but so that the Company may, before such expiry, make offers and enter into agreements which would, or might, require equity securities to be allotted and treasury shares to be sold after the authority given by this resolution has expired and the Directors may allot equity securities and sell treasury shares under any such offer or agreement as if the authority had not expired.

For the purposes of this resolution:

- (I) "rights issue" has the same meaning as in Resolution 15 above;
 - (II) "pre-emptive offer" means an offer of equity securities open for acceptance for a period fixed by the Directors to holders (other than the Company) on the register on a record date fixed by the Directors of ordinary shares in proportion to their respective holdings but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory;
 - (III) references to an allotment of equity securities shall include a sale of treasury shares; and
 - (IV) the nominal amount of any securities shall be taken to be, in the case of rights to subscribe for or convert any securities into shares of the Company, the nominal amount of such shares which may be allotted pursuant to such rights.
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17. THAT, subject to the passing of Resolution 15 above and in addition to any authority granted under Resolution 16 above, the Directors be authorised to allot equity securities (as defined in Section 560(1) of the Companies Act 2006) wholly for cash pursuant to the authority given by Resolution 15 above or where the allotment constitutes an allotment of equity securities by virtue of Section 560(3) of the Companies Act 2006 as if Section 561(1) of the Companies Act 2006 did not apply to any such allotment, such authority to be:

- (i) limited to the allotment of equity securities or sale of treasury shares up to an aggregate nominal amount of £1,724,601; and
- (ii) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Board of Directors of the Company determines to be an acquisition or other 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,

such authority to expire at the conclusion of the Company's AGM to be held in 2018 or, if earlier, at the close of business on 30 June 2018, but so that the Company may, before such expiry, make offers and enter into agreements which would, or might, require equity securities to be allotted and treasury shares to be sold after the authority given by this resolution has expired and the Directors may allot equity securities and sell treasury shares under any such offer or agreement as if the authority had not expired.

General meeting notice period

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

New Articles of Association

19. THAT, with effect from the end of the meeting, the articles of association produced to the meeting and initialled for the purpose of identification by the Chairman of the meeting be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association.

By order of the Board



Rachel Spencer
Company Secretary

31 March 2017

Registered office:

Aldermore Group PLC
C/O Aldermore Bank PLC
4th Floor Block D
Apex Plaza
Forbury Road
Reading
Berkshire
RG11AX

Correspondence address:

Aldermore Group PLC
50 St Mary Axe
London
EC3A 8FR

EXPLANATORY NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

At the AGM there are 19 resolutions which shareholders will be asked to consider and, if thought fit, approve. An explanation of each resolution is given below. Resolutions 1 to 15 (inclusive) are proposed as ordinary resolutions. An ordinary resolution requires more than 50% of votes cast to be in favour of it for the resolution to be passed. Resolutions 16 to 19 (inclusive) are proposed as special resolutions. A special resolution requires at least 75% of votes cast to be in favour of it for the resolution to be passed.

ORDINARY RESOLUTIONS

Resolution 1: Directors' Report, Strategic Report and Accounts

The Directors present the Directors' Report, Strategic Report, the audited accounts and the independent auditor's report in respect of the year ended 31 December 2016 to the AGM. These documents are included in the 2016 Annual Report and Accounts, which is available on the Company's website at www.investors.aldermore.co.uk

Resolution 2: Remuneration Report

In accordance with The Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008 (the "Regulations"), the Remuneration Report in the 2016 Annual Report and Accounts includes:

- a statement by Cathy Turner, Chair of the Company's Remuneration Committee; and
- the Annual Report on Remuneration.

The Statement from the Remuneration Committee Chair and the Annual Report on Remuneration can be found on pages 74 to 75 and pages 76 to 91 respectively of the 2016 Annual Report and Accounts. The Annual Report on Remuneration sets out details of the implementation of the Company's Directors' Remuneration Policy (the "Remuneration Policy"). This includes the terms of payments and share awards made to the Directors in connection with their performance and that of the Company in respect of the year ended 31 December 2016, and how the Remuneration Policy will be implemented in 2017.

The resolution to approve these items is an advisory vote only and does not impact on the actual remuneration paid to any Director.

For ease of reference, an extract from the Remuneration Policy is also included in the Remuneration Report as an appendix and can be found on pages 92 to 99. The full Remuneration Policy, as approved by shareholders at the 2016 AGM, can be found on pages 95 to 103 of the 2015 Annual Report and Accounts on the Company's website at www.investors.aldermore.co.uk

Resolutions 3 and 4: Appointment and remuneration of the auditor

The Company is required to appoint an independent auditor at each general meeting at which accounts are laid before the Company, to hold office until the conclusion of the next such meeting. During 2016, the Audit Committee conducted a competitive tender process for the external audit contract, which culminated in a recommendation to the Board that Deloitte LLP should be appointed as the Company's auditor for the period commencing 1 January 2017. Resolution 3 deals with the appointment of Deloitte LLP as the Company's independent auditor for the next year, whilst Resolution 4 seeks authority for the Board to determine the auditor's remuneration. It is normal practice for the Board to be granted this authority.

KPMG LLP have, as required by the Companies Act 2006, issued a statement in relation to the circumstances connected with their ceasing to hold office as auditor of the Company which is included as Appendix 2 to this Notice.

Resolutions 5 to 13 (inclusive): Election and Re-election of Directors

Each Director will retire at the AGM and submit themselves for election or re-election by shareholders. This is in accordance with the Code and, in the case of Chris Patrick who has been appointed since the 2016 AGM, the Company's Articles of Association (the "Articles"). The biography of each Director proposed for election or re-election is set out in Appendix 1. The biographies demonstrate the skills, competencies and experience that each Director brings to the Board.

Recommendation

Prior to confirming that each Director should be proposed for election or re-election, the following factors were considered by the Corporate Governance and Nomination Committee (the "Nomination Committee"):

- During 2016, the Company assessed the contributions of individual Directors to the Board, and concluded that each Director continued to operate effectively.
 - In early 2017, the Nomination Committee reviewed the time commitment to the Company demonstrated by each Non-Executive Director (including attendance at Board and Committee meetings) and was satisfied that this was in line with the requirement set out in their letters of appointment, and sufficient to discharge their duties. The external directorships and other commitments of the Non-Executive Directors were also taken into account in making this assessment.
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- The independence of the Non-Executive Directors was reviewed by the Nomination Committee in early 2017, taking into account in particular the relationships and circumstances set out in the Code at provision B.1.1. The Nomination Committee was of the view that the Directors proposed for election or re-election at Resolutions 7 to 12 (inclusive) are and remain independent. Separately, on the basis that Danuta Gray will be acting as Chairman in an interim capacity for a limited period only, the Board continues to regard her as independent.
- Having considered each of these factors, as well as the balance of skills, knowledge and experience on the Board as a whole, the Board approved the Nomination Committee's recommendation that each Director should be proposed for election or re-election at the AGM.

The Code requires that non-executive directors should be appointed for a specified term subject to re-election and to statutory provisions relating to the removal of a director. Any term beyond six years for a non-executive director should be subject to particularly rigorous review, and should take into account the need for progressive refreshing of the Board. None of the Non-Executive Directors currently on the Board have served a term beyond six years.

Resolution 14: Political donations

The Companies Act 2006 requires companies to seek shareholder approval before they can make political donations exceeding £5,000 in aggregate in any 12 month period, subject to limited exceptions. This requirement applies to donations to political parties, other political organisations or independent candidates, or any political expenditure incurred.

It is the Company's policy not to make political donations and/or incur political expenditure. However, the definitions of political donations, political organisations and political expenditure in the Companies Act 2006 are very wide and could inadvertently catch activities such as supporting policy review in the business community, employee activity in union activity, and funding seminars and other functions to which politicians are invited. Therefore, to avoid inadvertent infringement of the widely drawn Companies Act 2006, the Directors are seeking shareholders' authority to incur political expenditure up to a maximum aggregate amount of £50,000 during the period set out in the resolution. Political donations made or political expenditure incurred will be disclosed in the Company's 2017 Annual Report and Accounts, as required by the Companies Act 2006. There were no political donations made in 2016.

Resolution 15: Authority to allot shares

The purpose of Resolution 15 is to renew the Directors' authority to allot shares.

The authority in paragraph (i) will allow the Directors to allot new shares and grant rights to subscribe for, or convert other securities into, shares up to a nominal value of £11,497,341, which is equivalent to approximately 33% of the total issued ordinary share capital of the Company, exclusive of treasury shares, as at 31 March 2017.

The authority in paragraph (ii) will allow the Directors to allot new shares and grant rights to subscribe for, or convert other securities into, shares only in connection with a rights issue up to a further nominal value of £11,497,341, which is equivalent to approximately 33% of the total issued ordinary share capital of the Company, exclusive of treasury shares, as at 31 March 2017. This is in line with the Investment Association's Share Capital Management Guidelines issued in July 2016.

At 31 March 2017, the Company did not hold any shares in treasury.

There are no present plans to undertake a rights issue or to allot new shares other than in connection with employee share and incentive plans. However, the Directors consider it desirable to have the maximum flexibility permitted by investor guidelines to respond to market developments and to enable allotments to take place to finance business opportunities as they arise.

If the resolution is passed the authority will expire on the conclusion of the Company's AGM to be held in 2018 or, if earlier, at the close of business on 30 June 2018.

Resolutions 16 and 17: Disapplication of pre-emption rights

If the Directors wish to allot new shares and other equity securities for cash (other than in connection with an employee share scheme), company law requires that these shares are offered first to shareholders in proportion to their existing holdings (known as pre-emption rights).

Limbs (i)(a) and (ii) of Resolution 16 seek shareholder approval to allot a limited number of ordinary shares or other equity securities for cash on a pre-emptive basis but subject to such exclusions or arrangements as the Directors may deem appropriate to deal with certain legal, regulatory or practical difficulties. For example, in a pre-emptive rights issue, there may be difficulties in relation to fractional entitlements or the issue of new shares to certain shareholders, particularly those resident in certain overseas jurisdictions. The Board has no current intention of exercising the authority under part (i) of Resolution 16 but considers the authority to be appropriate in order to allow the Company flexibility to finance business opportunities or to conduct a pre-emptive offer or pre-emptive rights issue having made appropriate exclusions or arrangements to address such difficulties.

In addition, there may be circumstances when the Directors consider it in the best interests of the Company to allot a limited number of ordinary shares or other equity securities for cash on a non pre-emptive basis. The Pre-Emption Group's Statement of Principles, as updated in March 2015, supports the annual disapplication of pre-emption rights in respect of allotments of shares and other equity securities for cash representing no more than 5% of the issued ordinary share capital (exclusive of treasury shares), without restriction as to the use of proceeds of those allotments.

Accordingly, the purpose of limb (i)(b) of Resolution 16 is to authorise the Directors to allot new shares and other equity securities pursuant to the allotment authority given by Resolution 15 for cash up to a nominal value of £1,724,601, equivalent to 5% of the total issued ordinary share capital of the Company excluding treasury shares, as at 31 March 2017, without the shares first being offered to existing shareholders in proportion to their existing holdings. As at 31 March 2017, the Company did not hold any shares in treasury.

The Pre-Emption Group's Statement of Principles also supports the annual disapplication of pre-emption rights in respect of allotments of shares and other equity securities for cash representing no more than an additional 5% of issued ordinary share capital (exclusive of treasury shares), to be used only in connection with an acquisition or specified capital investment. The Pre-Emption Group's Statement of Principles defines "specified capital investment" as meaning one or more specific capital investment-related uses for the proceeds of an issue of equity securities, in respect of which sufficient information regarding the effect of the transaction on the Company, the assets the subject of the transaction and (where appropriate) the profits attributable to them is made available to shareholders to enable them to reach an assessment of the potential return.

Accordingly, and in line with the template resolutions published by the Pre-Emption Group in May 2016, the purpose of Resolution 17 is to authorise the Directors to allot new shares and other equity securities pursuant to the allotment authority given by Resolution 15 for cash up to a further nominal amount of £1,724,601, equivalent to 5% of the total issued ordinary share capital of the Company as at 31 March 2017, exclusive of treasury shares, only in connection with an acquisition or specified capital investment which is announced contemporaneously with the allotment, or which has taken place in the preceding six-month period and is disclosed in the announcement of the issue. If the authority given in Resolution 17 is used, the Company will publish details of the placing in the 2017 Annual Report and Accounts.

The Board intends to adhere to the provisions in the Pre-emption Group's Statement of Principles and not to allot shares or other equity securities or for cash on a non pre-emptive basis pursuant to the authority in Resolution 16 in excess of an amount equal to 7.5% of the total issued ordinary share capital of the Company, excluding treasury shares, within a rolling three-year period, other than:

- (i) with prior consultation with shareholders; or
- (ii) in connection with an acquisition or specified capital investment which is announced contemporaneously with the allotment or which has taken place in the preceding six-month period and is disclosed in the announcement of the allotment.

The Board considers the authorities in Resolutions 16 and 17 to be appropriate in order to allow the Company flexibility to finance business opportunities or to conduct a pre-emptive offer or rights issue without the need to comply with the strict requirements of the statutory pre-emption provisions.

If the resolutions are passed the authority will expire on the conclusion of the Company's AGM to be held in 2018 or, if earlier, at the close of business on 30 June 2018.

Resolution 18: Notice of general meetings

Under the Companies Act 2006, the notice period required for all general meetings of the Company is 21 days. AGMs will always be held on at least 21 clear days' notice but shareholders can approve a shorter notice period for other general meetings, as long as this is not less than 14 clear days.

The shorter notice period would not be used as a matter of routine for general meetings, but only where the flexibility is merited by the business of the meeting and is thought to be to the advantage of shareholders as a whole. A full explanation will be provided if it is deemed necessary to call a meeting on 14 clear days' notice in the future.

In order to maintain flexibility for the Company, Resolution 18 seeks such approval. The approval will be effective until the Company's AGM to be held in 2018, when it is intended that a similar resolution will be proposed.

Resolution 19: New Articles of Association

The purpose of Resolution 19 is to adopt new articles of association (the "New Articles") to allow for general meetings to be held electronically as well as physically in accordance with the Companies (Shareholders' Rights Regulations) 2009 and the Companies Act 2006. If this resolution is passed, the changes introduced in the New Articles will allow for general meetings to be held and conducted in such a way that persons who are not present together at the same place may attend, speak and vote at the meeting by electronic means. Nothing in the New Articles will preclude physical general meetings from being held.

The New Articles showing all of the changes to the Company's existing articles of association are available for inspection, as noted on page 13 of this document.

APPENDIX 1

Biographies of Directors (Resolutions 5 to 13 (inclusive))

Danuta Gray
Interim Chairman**Appointed:**

September 2014

Board Committee membership:

- Corporate Governance and Nomination Committee (Chair)
- Remuneration Committee

Relevant strengths, skills and experience:

Danuta brings significant leadership experience to the Board, having spent nine years as CEO of Telefónica O2 in Ireland. Her career in telecommunications spans 26 years, during which time she held numerous senior roles at BT Group PLC, gaining experience in marketing, customer service, communications, technology and sales, and leading and implementing change. She has also served as a Non-Executive Director of Irish Life & Permanent PLC and Aer Lingus Group PLC.

Principal external appointments:

- Non-Executive Director of Direct Line Insurance Group PLC
- Non-Executive Director and Chairman of the Remuneration Committee of Old Mutual PLC
- Non-Executive Director and Chairman of the Remuneration Committee of PageGroup PLC
- Member of the Defence Board of the Ministry of Defence

John Hitchens
Independent Non-Executive Director**Appointed:**

May 2014

Board Committee membership:

- Audit Committee (Chair)
- Risk Committee

Relevant skills, strengths and experience:

John has extensive financial and audit experience having previously been a senior banking partner at PricewaterhouseCoopers LLP, specialising in bank auditing and advisory services for clients including Lloyds Banking Group PLC, the Bank of England, Bank of Ireland (UK) PLC, Barclays PLC and JP Morgan Chase. From 2001 to 2010, John was PwC's banking industry leader and from 2010 until his retirement led the PwC network's global IFRS technical group. John has also carried out a wide variety of advisory work for other banks and on behalf of the regulators covering corporate governance, high-level controls and other regulatory issues.

Principal external appointments:

- Trustee and member of the Governing Council of the Centre for the Study of Financial Innovation, a not-for-profit City-based think tank
- Deputy Chairman of the Financial Reporting Review Panel

Phillip Monks OBE
Chief Executive Officer**Appointed:**

May 2009

Relevant skills, strengths and experience:

Phillip is the founding CEO of Aldermore and has a long-standing track record in championing small and medium-sized businesses and British economic growth. His banking career spans more than three decades, which includes establishing and serving as CEO of Europe Arab Bank PLC and over 20 years at Barclays PLC where he held a variety of senior corporate and private banking roles, including CEO of Gerrard Investment Management Limited, Managing Director of Barclays Corporate Banking in London, the Midlands and South East, and Head of Barclays Private Bank in Geneva. In June 2016, Phillip was awarded an OBE for his services to banking.

Principal external appointments:

- Member of the FCA Smaller Business Practitioner Panel

Chris Patrick
Non-Executive Director**Appointed:**

November 2016

Board Committee membership:

- Corporate Governance and Nomination Committee
- Risk Committee

Relevant skills, strengths and experience:

Chris brings over 25 years of financial services experience to the Board. He has been a Partner at AnaCap Financial Partners LLP since 2009 and heads the Risk and Liability Management Team, which assists the AnaCap Funds in funding, liquidity management, and monitoring key credit and market risks relating to their portfolio investments. Prior to joining AnaCap, Chris spent 10 years at Lehman Brothers International and prior to that, he held roles at Credit Suisse First Boston, Nomura International and Goldman Sachs.

Principal external appointments:

- Partner and Head of Risk and Liability Management at AnaCap Financial Partners LLP
- Member of the Supervisory Board of Credoma a.s.
- Director of Equa Holdings Limited

James Mack
Chief Financial Officer**Appointed:**September 2013¹**Relevant skills, strengths and experience:**

James brings significant financial experience to the Board, having spent six years at Skipton Building Society in capital markets, finance and audit, where he was instrumental in leading the merger with Scarborough Building Society. James began his career with KPMG LLP where he spent 11 years in the firm's financial services audit practice and he has also been Acting CFO of the Co-operative Banking Group Limited.

Principal external appointments:

None

¹ Appointed as a Director of Aldermore Bank PLC in June 2013.**Robert Sharpe**
Independent Non-Executive Director**Appointed:**

June 2015

Board Committee membership:

- Audit Committee
- Risk Committee

Relevant skills, strengths and experience:

Robert has over 35 years' experience in the banking sector, with a strong focus on mortgage lending. His previous executive roles include Group Operations Director and then CEO of Portman Building Society, where he led the merger with Nationwide Building Society, and CEO, Mortgages at Bank of Ireland (UK) PLC. In 2008, he joined West Bromwich Building Society as CEO to chart and implement its rescue plan. Robert is an experienced Non-Executive Director with previous appointments including United Arab Bank PJSC, National Bank of Oman SAOG and George Wimpey PLC.

Principal external appointments:

- Chairman of Al Rayan Bank PLC
- Chairman of Bank of Ireland (UK) PLC
- Executive Chairman of Stonehaven UK Limited
- Chairman of Honeycomb Investment Trust PLC

Peter Shaw
Independent Non-Executive Director

Appointed:

September 2014

Board Committee membership:

- Audit Committee
- Corporate Governance and Nomination Committee
- Remuneration Committee
- Risk Committee (Chair)

Relevant skills, strengths and experience:

Peter brings over 30 years' financial services experience having spent most of his career at The Royal Bank of Scotland PLC and National Westminster Bank PLC where he worked across a number of business areas including retail, SME, private banking, corporate banking, HR and risk. Peter spent many years in senior risk management roles including COO of the risk function at Group Head Office in the UK and CRO for various group businesses within RBS NatWest. In addition, Peter served as Interim CRO at the Co-operative Banking Group Limited.

Principal external appointments:

- Non-Executive Director and Chairman of the Risk Committee of Bank of Ireland (UK) PLC
- Non-Executive Director of esure Group PLC
- Non-Executive Director of Willis Limited

Chris Stamper
Independent Non-Executive Director

Appointed:

February 2014²

Board Committee membership:

- Audit Committee
- Risk Committee

Relevant skills, strengths and experience:

Chris has 35 years' experience in the asset finance arena, most latterly as Director and CEO of ING Lease (UK) Limited. He is a founding Governor of the Leasing Foundation and was Director of the Finance and Leasing Association and a former Chairman of their Asset Finance Division. Prior to this, Chris held senior management roles at Abbey National PLC, where he was responsible for five business units focused on the SME market, and was the Managing Director of Lombard Sales Finance where he spent 21 years.

Principal external appointments:

None

² Appointed as a Director of Aldermore Bank PLC in May 2013.

Cathy Turner
Independent Non-Executive Director

Appointed:

May 2014

Board Committee membership:

- Corporate Governance and Nomination Committee
- Remuneration Committee (Chair)

Relevant skills, strengths and experience:

Cathy has held a number of banking roles during her career, including Chief Administrative Officer at Lloyds Banking Group PLC and Group HR Director at Barclays PLC, where she was responsible for HR, strategy, corporate affairs, brand and marketing. She was also Director of Investor Relations at Barclays for four years. Formerly, Cathy worked in consultancy with Deloitte & Touche LLP, Ernst & Young LLP and Watson Wyatt Worldwide, Inc managing client relationships with a particular focus on compensation and benefits.

Principal external appointments:

- Non-Executive Director and Chairman of the Remuneration Committee of Countrywide PLC
- Non-Executive Director and Chairman of the Remuneration Committee of Old Mutual Wealth Management Limited
- Partner of Manchester Square Partners LLP
- Trustee of the Gurkha Welfare Trust
- Honorary Fellow of UNICEF UK

APPENDIX 2

KPMG LLP – Statutory Statement of Circumstances



KPMG LLP
Financial Services
15 Canada Square
London E14 5GL
United Kingdom

Tel +44 (0) 20 7311 1000
Fax +44 (0) 20 7311 3311

Aldermore Group Plc
4th Floor Block D,
Apex Plaza,
Forbury Road,
Reading,
Berkshire,
RG1 1AX

Our ref

MP

24 March 2017

Dear Sirs

Statement to Aldermore Group Plc (no. 06764335) on ceasing to hold office as auditors pursuant to section 519 of the Companies Act 2006

The reason connected with our ceasing to hold office is the holding of a competitive tender for the audit in which we were unsuccessful in retaining the audit.

Yours faithfully,

A handwritten signature in black ink that reads 'KPMG LLP'.

KPMG LLP

Audit registration number: 9188307
Audit registration address:
15 Canada Square
Canary Wharf, London E14 5GL

Notes:

1. Shareholders are entitled to appoint a proxy to exercise all or any of their rights to attend, speak and vote on their behalf at the AGM. A proxy need not be a shareholder of the Company. A shareholder may appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. To appoint more than one proxy please follow the instructions set out in the Proxy Form. If you do not have a Proxy Form and believe that you should have one, or if you require additional forms, please contact Equiniti, Aspect House, Spencer Road, Lancing, BN99 6DA.
 2. To be valid, the Proxy Form or other instrument appointing a proxy (together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority) must be received by the Company's proxy processing agent, Equiniti, at Aspect House, Spencer Road, Lancing, BN99 6DA by no later than 11.00am on Sunday 14 May 2017, either in hard copy form, by post, by courier or by hand.
 3. If you would like to submit your Proxy Form electronically, you may do so by going to www.sharevote.co.uk. You will need your Voting ID, Task ID and Shareholder Reference Number which can be found on the Proxy Form sent to you.
 4. 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 their joint holding (the first-named being the most senior).
 5. If you submit more than one valid proxy appointment, the appointment received last prior to the deadline for the receipt of proxies will take precedence.
 6. Any person to whom this Notice is sent who is a person nominated under Section 146 of the Companies Act 2006 to enjoy information rights (a "Nominated Person") may, under an agreement between him/her and the member by whom he was nominated, have a right to be appointed (or 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 member as to the exercise of voting rights. The statement of the rights of members in relation to the appointment of proxies in Note 1 above can only be exercised by members of the Company.
 7. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed (a) 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.
 8. In order for a proxy appointment or instruction made using the CREST service 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 information required for such instruction, as described in the CREST Manual (available at www.euroclear.com). The message, regardless of whether it constitutes the appointment or a proxy or is an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by Equiniti (ID number RA19) by 11.00am on Sunday 14 May 2017. For this purpose, the time of receipt will be taken to be the time (as determined by the date stamp applied to the message by the CREST Applications Host) from which Equiniti is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
 9. CREST members and, where applicable, their CREST sponsors, or voting service providers, should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Therefore, normal system timing and limitations will apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed (a) voting service provider(s), to procure that his/her CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
 10. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertified Securities Regulations 2001 and the Articles.
 11. The return of a completed Proxy Form or any CREST Proxy Instruction will not prevent a shareholder attending the AGM and voting in person if he/she wishes to do so.
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12. The Company specifies that, pursuant to Article 42.3 of the Articles, only those shareholders included in the register of members as at 6.30pm on Sunday 14 May 2017 or, in the event that the AGM is adjourned, in the register of members at 6.30pm two days before the date of the adjourned AGM, shall be entitled to attend and vote at the meeting (or any adjourned meeting) in respect of the number of shares registered in their name at that time. Changes to the register of members after 6.30pm on Sunday 14 May 2017 or, in the event that the AGM is adjourned, in the register of members at 6.30pm two days before the date of the adjourned AGM, shall be disregarded in determining the rights of any persons to attend or vote at the AGM (or the adjourned AGM).
 13. In accordance with Article 62 of the Articles, any corporation which is a shareholder may appoint one or more corporate representatives who may exercise on its behalf all of its powers as a shareholder, as if the corporation were an individual shareholder, provided that they do not do so in relation to the same shares and provided that on a poll vote if two or more corporate representatives of the same shareholder purport to exercise a power in respect of the same shares, then (i) if they exercise the power in the same manner, it shall be exercised in such manner, but (ii) if they exercise the power in a different manner, it shall be deemed not to have been exercised.
 14. Indirect holders (who hold shares via a stockbroker or other nominee) have been sent this document for information only, but may have the right to be appointed a proxy by the registered shareholder to attend, speak and vote at the AGM, and may also be able to give voting instructions to the registered shareholder via a stockbroker or nominee administrator.
 15. Voting on each resolution will be conducted by way of a poll rather than on a show of hands. The Company believes that a poll is more representative of the shareholders' voting intentions because shareholder votes are counted according to the number of shares held and all votes tendered are taken into account. The results of the poll will be announced to the London Stock Exchange and will be made available on the Company's website at www.investors.aldermore.co.uk as soon as practicable following the conclusion of the AGM.
 16. Any member attending the meeting has the right to ask questions. The Company must provide an answer to any such questions relating to the business being dealt with at the meeting but no such answer need be given if (i) to do so would interfere unduly with the preparation for the meeting or involve discussion of confidential information, (ii) the answer has already been given on a website in the form of an answer to a question, or (iii) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
 17. Any electronic address provided in this or any other related document (including the Proxy Form) may not be used to communicate with the Company for any purposes other than those expressly stated.
 18. A copy of this Notice, the Company's 2016 Annual Report and Accounts and other shareholder documents can be found on the Company's website at www.investors.aldermore.co.uk.
 19. A copy of the service contracts of Executive Directors, the letters of appointment of Non-Executive Directors and the New Articles are available for inspection at an agreed time during normal business hours on any weekday (excluding public holidays) at the Company's registered office, and at Aldermore Group PLC, 50 St Mary Axe, London EC3A 8FR. They will also be available at the AGM venue, 15 minutes prior to the start of the AGM until its conclusion.
 20. The total issued share capital of the Company as at 31 March 2017, being the latest practicable date prior to publication of this Notice, is 344,920,238 ordinary shares, none of which are held in treasury. Therefore, the total number of voting rights in the Company as at the date of this Notice is 344,920,238.
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