

Company Number: 06764335

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, 1 Silk Street, London EC2Y 8HQ on 16 May 2017 at 11.00am, the resolutions set out below were passed.

Resolutions 14 and 15 were passed as ordinary resolutions and Resolutions 16 to 19 were passed as special resolutions.

ORDINARY RESOLUTIONS

Resolution 14: 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:

- (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.

Resolution 15: Directors' authority to allot

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

Resolution 16: Disapplication of pre-emption rights

THAT, subject to the passing of Resolution 15 above, the Board 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.

Resolution 17: Disapplication of pre-emption rights

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.

Resolution 18: 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.

Resolution 19: New Articles of Association

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.