

FIRST SUPPLEMENTARY PROSPECTUS DATED 19 SEPTEMBER 2025



ALDERMORE GROUP PLC

(incorporated under the laws of in England and Wales with registered number 06764335)

£2,000,000,000

**Euro Medium Term Note Programme
for the issue of Senior Notes and Tier 2 Capital Notes**

This supplement (the “**Supplement**”) to the base prospectus dated 12 March 2025 (the “**Base Prospectus**”, which definition includes the base prospectus and all information incorporated by reference therein) constitutes a supplementary prospectus for the purposes of Article 23 of Regulation (EU) 2017/1129 as it forms part of UK domestic law (the “**UK Prospectus Regulation**”) and is prepared in connection with the £2,000,000,000 Euro Medium Term Note Programme established by Aldermore Group PLC (the “**Issuer**”).

This Supplement is supplemental to, and should be read in conjunction with, the Base Prospectus and the information incorporated by reference therein. Capitalised terms used in this Supplement but not defined herein shall have the meanings ascribed to them in the Base Prospectus.

The purpose of this Supplement is to:

- (i) incorporate by reference into the Base Prospectus:
 1. the Issuer’s 2025 Financial Statements (as defined in this Supplement) and certain regulatory capital information (as set out in this Supplement), each as set out in the Issuer’s 2025 Annual Report (as defined in this Supplement) published on the website of the Issuer on 11 September 2025; and
 2. the Issuer’s Pillar 3 Disclosures 2025 (as defined in this Supplement) which were published on the website of the Issuer on 11 September 2025.
- (ii) update the sub-section entitled “*Consolidated Financial Information and Regulatory Metrics*” in the “*Description of the Issuer*” section of the Base Prospectus;
- (iii) update the “*Directors of the Issuer*” section of the Base Prospectus; and
- (iv) update the paragraph entitled “*No Significant/Material Change*” in the “*General Information*” section of the Base Prospectus.

This Supplement has been approved by the United Kingdom Financial Conduct Authority (the “**FCA**”), which is the United Kingdom competent authority under the UK Prospectus Regulation, as a supplement to the Base Prospectus in compliance with the UK Prospectus Regulation. The FCA only approves this Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the UK Prospectus Regulation.

The Issuer accepts responsibility for the information contained in this Supplement. To the best of the knowledge of the Issuer, the information contained in this Supplement is in accordance with the facts and this Supplement makes no omission likely to affect the import of such information.

Documents Incorporated by Reference

By virtue of this Supplement:

1. the audited consolidated financial statements (including the notes thereto) of the Issuer for the financial year ended 30 June 2025, together with the audit report thereon (the “**2025 Financial Statements**”), as set out on pages 100 to 192 (inclusive) and 103 to 110 (inclusive), respectively, of the Issuer’s annual report and accounts for the financial year ended 30 June 2025 (the “**2025 Annual Report**”) available at <https://www.aldermore.co.uk/media/1l2mikzv/aldermore-group-annual-report-2025.pdf>, including, but not limited to, the sub-sections “*Loans and advances to customers*” set out on page 153 of the 2025 Annual Report and “*FCA review into historical Motor Finance commissions*” set out on pages 168 to 170 of the 2025 Annual Report;

2. the following additional sections of the 2025 Annual Report:

Analysis of Net loans to customers by division	Page 17
The table entitled “Summary Income Statement”	Page 19
The table entitled “Key Performance Indicators”	Page 19
Analysis of the liquidity buffer	Page 94
Liquidity Coverage Ratio	Pages 94 to 95
Customer deposits and wholesale funding – (audited)	Pages 95 to 96
Capital risk – (audited)	Page 98; and

3. the Issuer’s Pillar 3 Disclosures for the year ended 30 June 2025 (the “**2025 Pillar 3 Disclosures**”) available at <https://www.aldermore.co.uk/media/sgufisw5/aldermore-group-plc-2025-pillar-3-disclosures.pdf>, including, but not limited to, the section “*Key Metrics*” set out on pages 4 to 5,

shall be deemed to be incorporated in, and form part of, the Base Prospectus and supplement the section entitled “*Information Incorporated by Reference*” on pages ix to x of the Base Prospectus.

Any information itself incorporated by reference in the 2025 Financial Statements, the other parts of the 2025 Annual Report identified at 2 above and the 2025 Pillar 3 Disclosures shall not form part of the Base Prospectus. The parts of the 2025 Annual Report and the 2025 Pillar 3 Disclosures which are not incorporated by reference are either not relevant for investors or are covered elsewhere in this Supplement.

“Description of the Issuer” section of the Base Prospectus

By virtue of this Supplement, in the sub-section “*Consolidated Financial Information and Regulatory Metrics*” in the section “*Description of the Issuer*” on pages 144-145 of the Base Prospectus, the following sentence is added immediately after the last paragraph:

“The Issuer’s “Own Funds Requirements” (including the associated footnote) and “Combined Buffer Requirement” as at 30 June 2024 as set out in the table above are unchanged as at 30 June 2025. As at 15 September 2025, the Issuer received an updated Pillar 2A requirement of 1.31%, compared to 1.56% as at 30 June 2025.”

“Directors of the Issuer” section of the Base Prospectus

By virtue of this Supplement, the section “*Directors of the Issuer*” on pages 152-154 of the Base Prospectus is updated by inserting the following sentences at the end of that section:

“On 11 September 2025, the Issuer announced that Steven Martin Cooper is stepping down as Chief Executive Officer. Subject to regulatory approval, Raj Makanjee will step into the role of Chief Executive Officer on 3 November 2025 and will become an Executive Director of Aldermore Invoice Finance (Oxford) Limited, Aldermore Invoice Finance Limited, Aldermore Invoice Finance (Holdings) Limited, Aldermore Group PLC, Aldermore Bank PLC and MotoNovo Finance Limited when his appointment takes effect.

On 27 August 2025, the Issuer announced the appointment of Louise Britnell as its Chief Financial Officer, replacing Ralph Coates effective 15 September 2025. With her appointment, Louise Britnell has also become an Executive Director of Aldermore Invoice Finance (Oxford) Limited, Aldermore Invoice Finance Limited, Aldermore Invoice Finance (Holdings) Limited, Aldermore Bank PLC and MotoNovo Finance Limited.

On 28 May 2025, John Hitchins stepped down from his role as a Non-Executive Director of Aldermore Bank PLC and MotoNovo Finance Limited.”

“General Information” section of the Base Prospectus

By virtue of this Supplement, the “*No Significant/Material Change*” paragraph in the “*General Information*” section on page 172 of the Base Prospectus shall be deleted in its entirety and replaced with the following:

“No Significant/Material Change

There has been no significant change in the financial performance or financial position of the Issuer or the Group since 30 June 2025, being the end of the most recent financial period for which the Issuer has published financial statements. There has been no material adverse change in the prospects of the Issuer or the Group since 30 June 2025, being the end of the most recent financial period for which the Issuer has published audited financial statements.”

General

For as long as Notes may be issued pursuant to the Base Prospectus, a copy of this Supplement and the information incorporated by reference in the Base Prospectus may be obtained (without charge) from the Issuer’s website at <https://www.aldermore.co.uk/investors/>.

To the extent that there is any inconsistency between: (a) any statement in this Supplement or any statement incorporated by reference into the Base Prospectus by this Supplement; and (b) any other statement in or incorporated by reference in the Base Prospectus, the statements in (a) above will prevail.

Save as disclosed in this Supplement, there has been no other significant new factor, material mistake or material inaccuracy relating to information included in the Base Prospectus since the publication of the Base Prospectus.