

27/08/14

Company No 01052150

Aldermore Holdings Limited

Written Resolution

of the Sole Member of the Company

Circulation Date: 23 September 2014

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution (the "**Resolution**")

Special Resolution

THAT, the directors of the Company having on 19 September 2014 made a solvency statement in accordance with section 643 of the Companies Act 2006, the Company's nominal share capital be reduced from £511,265 to £1 by cancelling 511,264 of its issued Ordinary Shares registered in the name of AC Acquisitions Limited, and the Company's share premium account totalling £233,224,775 60 be reduced to nil

Agreement

Please read the notes at the end of this document before signifying your agreement to the Resolution

The undersigned, being a person entitled to vote on the Resolution on 23 September 2014, hereby irrevocably agrees to the Resolution

Signed on behalf of AC Acquisitions Limited

Date

[Signature]
23 September 2014

NOTES

- 1 If you agree to the Resolution please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by hand or by post
- 2 If you do not agree to the Resolution, you do not need to do anything you will not be deemed to agree if you fail to reply
- 3 Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
- 4 Unless, by midnight on 21 September 2014, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before this time

The above Special Resolution was passed as a written resolution pursuant to Chapter 2 of Part 13 of the Companies Act 2006 on 23 September 2014, the signatory being duly authorised to sign the written resolution on behalf of the sole member of the Company.

[Signature]
Director

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WEDNESDAY



LD1 24/09/2014 #46
COMPANIES HOUSE