

northern rock



Form of Proxy – Extraordinary General Meeting
15th January 2008



BEFORE COMPLETING THIS FORM, PLEASE SEE THE EXPLANATORY NOTES OVERLEAF.

Resolutions

(*) Special Resolution

- 1 To replace the Directors' existing authority to allot shares with an authority to allot a lower number of shares
- 2 To replace the Directors' existing authority to issue shares on a non pre-emptive basis with an authority to issue a lower number of shares on a non pre-emptive basis (*)
- 3 To amend the articles of association to prevent disposals or acquisitions of assets by the Company and to prevent the Company from taking action which would permit disposals or acquisitions of assets by other group companies, in each case above specified thresholds (*)
- 4 To require the Company to take action to prevent the disposal, transfer or issue of shares or any other changes to the capital structure of other members of the Company's group (*)

For	Against	Vote Withheld
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Resolutions

- 5 To re-appoint Bryan Kaye Sanderson as a Director
- 6 To re-appoint Simon Timothy Laffin as a Director
- 7 To re-appoint John Francis Devaney as a Director
- 8 To re-appoint Laurence Philip Adams as a Director
- 9 To re-appoint Andy Menze Kuipers as a Director

For	Against	Vote Withheld
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

I/We hereby appoint the Chairman of the Meeting **OR** the person named in the box below (see note 1 overleaf):

Please leave the box below blank if you have selected the Chairman. Do not insert your own name(s). (BLOCK CAPITALS)

As my/our proxy to attend and vote for me/us and on my/our behalf at the EXTRAORDINARY GENERAL MEETING of Northern Rock plc (the "Company") to be held at 10.00 am on Tuesday, 15th January 2008 and at any adjournment of the Meeting. I/We wish my/our proxy to vote on the resolutions proposed at the Meeting as indicated on this form (see notes 9 and 10 overleaf).

Please tick here to indicate that this proxy instruction is in addition to a previous instruction. Otherwise it will overwrite any previous instruction.

Kindly Note: This form is issued only to the addressee(s) and is specific to the unique Investor Code printed hereon. This form is not transferable between different shareholders. Neither the Company nor Capita Registrars Limited accept any liability for any instruction that does not comply with these conditions.

If you wish to attend in person or have appointed a proxy to attend on your behalf please detach the attendance card where indicated and retain it for inspection. After detaching the attendance card please fold this form once only along the mark indicated and return, using the pre-paid envelope provided. Alternatively, you may choose to appoint your proxy electronically (see note 4 overleaf).

northern rock

Attendance Card – Extraordinary General Meeting.

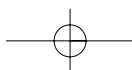
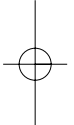
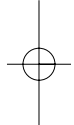


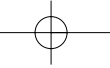
to be held at the Metro Radio Arena, Newcastle upon Tyne on Tuesday, 15th January 2008 at 10.00 am. If you or your proxy attends the Meeting, you or your proxy should sign this card and, on arrival, hand it to a Company official.

Signature of Shareholder/Proxy* _____

* (delete whichever is not applicable)

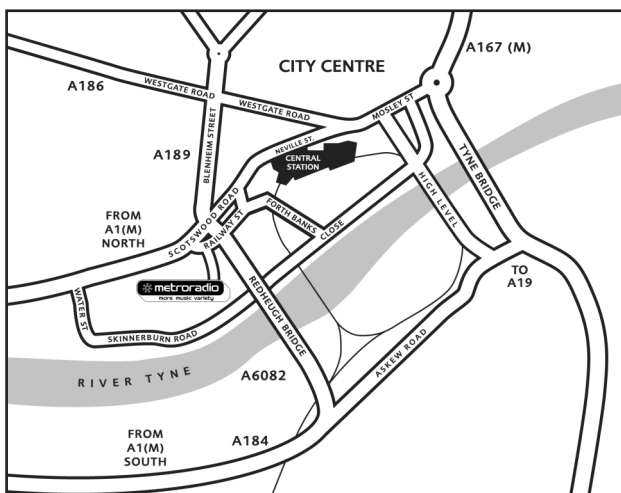
Northern Rock plc, Registered Office: Northern Rock House, Gosforth, Newcastle upon Tyne NE3 4PL
Registered in England and Wales No. 3273685.





NOTES

1. As a member entitled to attend and vote, if you would prefer to appoint some person other than the Chairman of the Meeting as your proxy (who need not be a member of the Company), you should insert the full name of your proxy in the box on the front of this form. You can only appoint a proxy using the procedures set out in these notes.
 2. To be valid this Form of Proxy together with any authority (see notes 5 and 6) must be signed and must be received by the Company's Registrar at Capita Registrars Limited, Proxies, The Registry, 34 Beckenham Road, Beckenham, BR3 4ZB by 10.00 am on Sunday, 13th January 2008. Please use the pre-paid envelope provided.
 3. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, (an) additional proxy form(s) may be obtained by contacting the Registrars helpline on 0871 664 0340 (calls cost 10p per minute plus network extras) or you may copy this form. Please indicate in the box with the proxy holder's name (see reverse) the number of securities in relation to which they are authorised to act as your proxy. Please also indicate by ticking the box provided if the proxy instruction is in addition to a previous instruction. All forms must be returned together in the same envelope.
 4. To submit your proxy instructions electronically, click on www.shareregistrars-northernrock.co.uk and follow the online instructions. Alternatively, CREST members can submit their vote through the CREST electronic proxy appointment service. Please refer to the notes on the accompanying Notice. You may not use any electronic address provided in this Form of Proxy to communicate with the Company for any purposes other than those expressly stated.
 5. If someone signs this Form of Proxy on your behalf, the appropriate power of attorney must be lodged with the Company's Registrar.
 6. A corporation must execute this Form of Proxy under its seal or under the hand of a duly authorised officer or attorney or other person authorised to sign it and the appropriate power of attorney or other authority must be lodged with the Company's Registrar.
 7. In the case of joint holders the vote of the senior shall be accepted to the exclusion of that of the other joint holders. Seniority will be determined by the order in which the names of the joint holders stand in the register of members in respect of the joint holding.
 8. A proxy need not be a member of the Company. Completion and return of the Form of Proxy will not prevent you from attending and voting at the Meeting in person.
 9. Please place an X in the boxes overleaf indicating how you wish your votes to be cast on the resolutions (see note 10 if you wish any of your votes to be withheld). Subject to any voting instruction given, the proxy will vote or may withhold his or her vote on any resolution as he or she may think fit. Unless otherwise instructed, the proxy may also vote or withhold his or her vote as he or she thinks fit on any other business which may properly come before the Meeting (including any motion to amend any of the resolutions). The full text of each resolution is set out in the Notice of the Meeting.
- ORDPX 10. The "Vote Withheld" box is provided to enable you to abstain on any particular resolution. However, it should be noted that a "vote withheld" is not a vote in law and will not be counted in the calculation of the proportion of votes "for" and "against" a resolution.



Directional Guide

How to get there by Car or Coach

The Metro Radio Arena Newcastle is only 3 minutes from the A1 North - South route. Take the A184 signposted 'City Centre', then follow the A6082 over the Redheugh Bridge. When in the vicinity of the Arena, follow the signs to the appropriate car parks.

Public Transport

Take local bus services or the Metro to Central Station and the Arena is approximately 5 minutes walk away.

Please bring this card with you

