

The Ardonagh Group Limited

(Company No. 117710)

(the “**Company**”)

_____ 2020 (the “**Circulation Date**”)

Written resolution of the holders of ordinary shares in the Company

We, the undersigned, being a member of the Company who, at the date when the following resolution is deemed passed, would be entitled to vote on such resolution if the same were proposed at a duly convened general meeting of the Company, pursuant to Article 95 of the Companies (Jersey) Law 1991 and article 14.5.2.2 of the Articles and clause 5.12 of the SHA **HEREBY RESOLVE** that the resolution in paragraph 1 be passed as a Shareholder Supermajority Matter (as defined in the Articles and SHA) (the “**Resolution**”):

1. **THAT** the allotment, issuance and creation of: (a) up to [REDACTED] New Shares (as defined in the SHA and Articles) with an aggregate nominal value of £ [REDACTED] to Mr Derek Coles and Mr Scott Hough; and (b) up to [REDACTED] MIP Shares (as defined in the SHA and Articles) with an aggregate nominal value of £ [REDACTED] to Mr Derek Coles, Mr Scott Hough, Mr Alan Hunter and Ms Nicola Walsh, as consideration for the transfer to the Company of the loan notes with an aggregate principal amount of £ [REDACTED] which are issued by Ardonagh Midco 1 Limited and held by Mr Derek Coles, Mr Scott Hough, Mr Alan Hunter and Ms Nicola Walsh, and which will constitute the issue of share capital in the Company for the purposes of the provisions of paragraph 1.1 of Part A of Schedule 3 of the SHA and paragraph 1.1 of Part A of Appendix A of the Articles, be approved.

For the purposes of the Resolution:

“**Articles**” means the articles of association of the Company;

“**SHA**” means the amended and restated shareholders' deed between the Company, Midco 1, Finco, Townergate Insurance Limited, Sentry Holdings Limited, GLAS Nominees Limited, the SUN NewCo Shareholders (as defined in the Articles and SHA) and the Shareholders (as defined in the Articles and SHA) amongst other parties dated 18 December 2018 and/or restated from time to time thereafter.

Please read the notes accompanying this document before you signify your agreement to the Resolution.

..... Signature

BY / FOR AND ON BEHALF OF

..... Name of shareholder

Notes

1. If you agree to the Resolutions, please indicate your agreement by signing and dating this document as indicated and returning it to the Company using one of the following methods:
 - by hand or by post: signed copy to be delivered/sent to Ogier Global (Jersey) Limited, 3rd Floor, 44 Esplanade, St Helier, Jersey, JE4 9WG; or
 - by e-mail: scanned copy of the signed document to be attached to an email and sent to Ardonagh@ogier.com with "The Ardonagh Group Limited – shareholder written resolutions" in the subject box.
2. If you do not agree to the Resolutions you do not need to do anything; you will not be deemed to agree if you fail to reply.
3. Your agreement to the Resolutions, once indicated, may not be revoked.
4. If sufficient agreement has not been received by the date that is 28 days after the Circulation Date then the Resolutions will lapse.
5. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
6. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.