

**THE ARDONAGH GROUP LIMITED (the "Company")**  
**(company number 117710)**

22 June 2020 (the "Circulation Date")

**WRITTEN RESOLUTIONS 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 resolutions are deemed passed, would be entitled to vote on such resolutions 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 of the Articles and clause 5 of the SHA **HEREBY RESOLVE** that the resolutions in paragraphs 1 and 2 be passed as Shareholder Simple Majority Matters (as defined in the Articles and the SHA) (the "**Resolutions**"):

1. **THAT** the proposed acquisition by AAHL of the entire issued share capital of Nevada 4 Midco 1 Limited for consideration of [REDACTED] pursuant to the terms of the Bravo SPA, the entry into the Bravo SPA by AAHL and the Bravo Debt Repayment be and hereby are approved, for the purposes of the provisions of Paragraphs 2.4(i) and 2.5 of Part B of Schedule 3 to the SHA and Paragraphs 2.4.1 and 2.5 of Part B of Appendix A of the Articles.
2. **THAT** the proposed acquisition by ASL of the entire issued share capital of Nevada 5 Topco Limited for consideration of [REDACTED] pursuant to the terms of the Arachas SPA, the entry into the Arachas SPA by ASL and the Arachas Debt Repayment be and hereby are approved, for the purposes of the provisions of Paragraphs 2.4(i) and 2.5 of Part B of Schedule 3 to the SHA and Paragraphs 2.4.1 and 2.5 of Part B of Appendix A of the Articles.

For the purposes of the resolutions:

"**AAHL**" means Ardonagh Advisory Holdings Limited;

"**Arachas Debt Repayment**" means the proposed financing by subsidiaries of the Company of the repayment and cancellation of all amounts owing at completion of the Arachas SPA under the debt facilities entered into by Nevada 5 Topco Limited and its subsidiaries;

"**Arachas SPA**" means a share purchase agreement proposed to be entered into between ASL and Tango Investments, LLC in relation to the entire issued share capital of Nevada 5 Topco Limited;

"**Articles**" means the articles of association of the Company;

"**ASL**" means Ardonagh Services Limited;

"**Bravo Debt Repayment**" means the proposed financing by subsidiaries of the Company of the repayment and cancellation of all amounts owing at completion of the Bravo SPA under the debt facilities entered into by Nevada 4 Midco 1 Limited and its subsidiaries;

"**Bravo SPA**" means a share purchase agreement proposed to be entered into between AAHL, AP Mezzanine Partners II, L.P., Institutional Mezzanine Partners II, L.P., Mezzanine Partners - Offshore Investment Master Fund II, L.P., and Mezzanine Partners II, L.P. and Tango Investments, LLC in relation to the entire issued share capital of Nevada 4 Midco 1 Limited; and

"**SHA**" means the amended and restated shareholders' deed between, amongst others, the Company, Ardonagh Midco 1 Limited, Ardonagh Midco 2 plc, Ardonagh Midco 3 plc, Ardonagh Finco plc, Sentry Holdings Limited, the SUN NewCo Shareholders (as defined in the SHA) and the Shareholders (as defined in the SHA) dated 2 April 2015 relating to the Towergate Group, as amended from time to time.

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

The undersigned being a person entitled to vote on the Resolutions on the Circulation Date hereby irrevocably agrees to the Resolutions.

These written resolutions may be signed in any number of counterparts, all of which taken together constitute one and the same document, and these written resolutions are effective on the date when the last signatory signs them, as shown below.

*[signature page follows]*

Signed:

For and on behalf of .....

Date:

*[Topco Shareholder resolutions – Bravo and Arachas Transactions and Debt Repayment]*

## 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 by e-mail. A scanned copy of the signed document is to be attached to an email and sent to Ardonagh@ogier.com with "The Ardonagh Group Limited – shareholder written resolutions" in the subject box with the original to follow by post to be delivered/sent to Ogier Global (Jersey) Limited, 3rd Floor, 44 Esplanade, St Helier, Jersey, JE4 9WG.
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.