

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

6 August 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 resolutions 1, 2, 3, 4, 6, 10, 11, 12 and 13 are passed as ordinary resolutions and as Shareholder Simple Majority matters (as defined in the Articles and SHA), and resolutions 5, 7, 8, 9 and 14 are passed as special resolutions and as Shareholder Supermajority Matters (as defined in the Articles and SHA), and resolution 7 is passed separately as a Shareholder Simple Majority Matter (as defined in the Articles and SHA) (the "**Resolutions**"):

1. **THAT** the entry by Nevada 4 Midco 1 Limited ("**Nevada 4**") into a share purchase agreement with the Bravo C Managers for the acquisition of the Bravo C Shares held by the Bravo C Managers, the consideration for which will be [REDACTED] ("**Bravo C SPA**") and which, together with the Bravo D SPA, will constitute a series of related transactions by a Group Company (as defined in the SHA and Articles) for an aggregate consideration greater than [REDACTED] for the purposes of the provisions of Schedule 3, Part B, Paragraph 2.5 of the SHA and Appendix A, Part B, Paragraph 2.5 of the Articles, be and hereby is approved.
2. **THAT** the entry by Nevada 4 into a share purchase agreement with the Bravo D Managers for the acquisition of the Bravo D Shares held by the Bravo D Managers (the "**Bravo D SPA**"), the consideration for which will be [REDACTED] and which, together with the Bravo C SPA, will constitute a series of related transactions by a Group Company (as defined in the SHA and Articles) for an aggregate consideration greater than [REDACTED] for the purposes of the provisions of Schedule 3, Part B, Paragraph 2.5 of the SHA and Appendix A, Part B, Paragraph 2.5 of the Articles, be and hereby is approved.
3. **THAT** the entry by the Company, Nevada 4, AAHL, Finco, Midco 3, Midco 2, Midco 1, the Nominee and the Bravo D Managers into a put and call option deed ("**Bravo Put and Call Deed**") pursuant to which such Group Companies agree to purchase loan notes held by the Bravo D Managers in consideration for the issuance of new loan notes (in the case of each of AAHL, Finco, Midco 3, Midco 2, Midco 1) and B Ordinary Shares (in the case of the Company) (with an aggregate value of approximately [REDACTED]), which, together with the Bravo C SPA, will constitute a series of related transactions by a Group Company (as defined in the SHA and Articles) for an aggregate consideration greater than [REDACTED], for the purposes of the provisions of Schedule 3, Part B, Paragraph 2.5 of the SHA and Appendix A, Part B, Paragraph 2.5 of the Articles, be and hereby is approved.
4. **THAT** the issue by each of AAHL, Finco, Midco 3, Midco 2, Midco 1 of loan notes (with an aggregate value of approximately [REDACTED]) pursuant to the Bravo Put and Call Deed to the Bravo D Managers, be and hereby are approved, for the purposes of the provisions of Schedule 3, Part B, Paragraph 2.5 of the SHA and Appendix A, Part B, Paragraph 2.5 of the Articles.
5. **THAT** the issue by the Company of up to 4,152,000 B Ordinary Shares to the Nominee (for and on behalf of the Bravo D Managers) pursuant to the Bravo Put and Call Deed be and hereby is approved, for the purposes of the provisions of Schedule 3, Part A, Paragraph

1.1 of the SHA and Appendix A, Part A, Paragraph 1.1. of the Articles.

6. **THAT** the entry by Nevada 5 Topco into a share purchase agreement with the Arachas Managers for the acquisition of the Nevada 5 Midco 2 Shares held by the Arachas Managers, the consideration for which will be shares issued by Nevada 5 Topco with a value equal to the fair market value of such shares (approximately [REDACTED]) and which will constitute a transaction by a Group Company (as defined in the SHA and Articles) for an aggregate consideration greater than [REDACTED] for the purposes of the provisions of Schedule 3, Part B, Paragraph 2.5 of the SHA and Appendix A, Part B, Paragraph 2.5 of the Articles, be and hereby is approved.
7. **THAT** the entry by the Company, Nevada 5 Topco, ASL, Finco, Midco 3, Midco 2, Midco 1, the Nominee and the Arachas Managers into a put and call option deed ("**Arachas Put and Call Deed**") pursuant to which such Group Companies agree to purchase shares held by the Arachas Managers in consideration for the issuance of new shares (in the case of each of ASL, Finco, Midco 3, Midco 2, Midco 1) and Ordinary Shares or B Ordinary Shares (in the case of the Company) (with an aggregate value of approximately [REDACTED]), which will constitute entry into a transaction by a Group Company (as defined in the SHA and Articles) for an aggregate consideration greater than [REDACTED] for the purposes of the provisions of Schedule 3, Part B, Paragraph 2.5 of the SHA and Appendix A, Part B, Paragraph 2.5 of the Articles, and which will constitute an agreement containing a right to be issued shares in a Group Holding Company for the purposes of the provisions of Schedule 3, Part A, Paragraph 1.2 of the SHA and Appendix A, Part A, Paragraph 1.1 of the Articles, be and hereby is approved.
8. **THAT** the issue by each of ASL, Finco, Midco 3, Midco 2, Midco 1 of shares (with an aggregate value of approximately [REDACTED]) pursuant to the Arachas Put and Call Deed to the Arachas Managers, be and hereby are approved, for the purposes of the provisions of Schedule 3, Part A, Paragraph 1.1 of the SHA and Appendix A, Part A, Paragraph 1.1 of the Articles.
9. **THAT** the issue by the Company of up to 6,310,000 Ordinary Shares to the Arachas A Manager, and 1,073,000 B Ordinary Shares to the Nominee (for and on behalf of the Arachas B Managers) pursuant to the Arachas Put and Call Deed be and hereby is approved, for the purposes of the provisions of Schedule 3, Part A, Paragraph 1.1 of the SHA and Appendix A, Part A, Paragraph 1.1. of the Articles.
10. **THAT** the entry by Nevada Topco into share purchase agreements ("**Atlanta SPAs**") with the Atlanta Managers for the acquisition of the Atlanta A Shares held by the Atlanta Managers, the consideration for which will be loan notes issued by Nevada Topco with a principal amount equal to the fair market value of such shares (approximately [REDACTED]) and which will constitute a series of related transactions by a Group Company (as defined in the SHA and Articles) for an aggregate consideration greater than [REDACTED] for the purposes of the provisions of Schedule 3, Part B, Paragraph 2.5 of the SHA and Appendix A, Part B, Paragraph 2.5 of the Articles, be and hereby is approved.
11. **THAT** the issue by Nevada Topco of loan notes (with an aggregate value of approximately [REDACTED]) pursuant to the Atlanta SPAs to the Atlanta Managers, be and hereby are approved, for the purposes of the provisions of Schedule 3, Part B, Paragraph 2.5 of the SHA and Appendix A, Part B, Paragraph 2.5 of the Articles.
12. **THAT** the entry by the Company, Nevada Topco, Nevada 7, Nevada 6, Nevada 5, Finco, Midco 3, Midco 2, Midco 1, the Nominee and the Atlanta Managers into put and call option deeds ("**Atlanta Put and Call Deeds**") pursuant to which such Group Companies agree to purchase loan notes held by the Atlanta Managers in consideration for the issuance of new loan notes (in the case of each of Nevada 7, Nevada 6, Nevada 5, Finco, Midco 3, Midco 2, Midco 1) and Ordinary Shares and B Ordinary Shares (in the case of the Company) (with an aggregate value of approximately [REDACTED]), which will constitute entry into a series of related transactions by a Group Company (as defined in the SHA and Articles) for an aggregate consideration greater than [REDACTED] for the purposes of the provisions of

Schedule 3, Part B, Paragraph 2.5 of the SHA and Appendix A, Part B, Paragraph 2.5 of the Articles, be and hereby is approved.

13. **THAT** the issue by each of Nevada 7, Nevada 6, Nevada 5, Finco, Midco 3, Midco 2, Midco 1 of loan notes (with an aggregate value of approximately [REDACTED]) pursuant to the Atlanta Put and Call Deeds to the Atlanta Managers, be and hereby are approved, for the purposes of the provisions of Schedule 3, Part B, Paragraph 2.5 of the SHA and Appendix A, Part B, Paragraph 2.5 of the Articles.
14. **THAT** the issue by the Company of up to 10,591,000 Ordinary Shares in aggregate to the Atlanta Managers, and up to 2,852,000 B Ordinary Shares to the Nominee (for and on behalf of the Atlanta Managers) pursuant to the Atlanta Put and Call Deeds be and hereby is approved, for the purposes of the provisions of Schedule 3, Part A, Paragraph 1.1 of the SHA and Appendix A, Part A, Paragraph 1.1. of the Articles.

For the purposes of the resolutions:

“AAHL” means Ardonagh Advisory Holdings Limited;

“Arachas Managers” means the Arachas A Manager and Arachas B Managers;

“Arachas A Manager” means [REDACTED], as the holder of Nevada 5 Midco 2 A Shares;

“Arachas B Managers” means [REDACTED]
[REDACTED] as the holders of Nevada 5 Midco 2 B Shares;

“Articles” means the articles of association of the Company in force at the Circulation Date;

“ASL” means Ardonagh Services Limited;

“Atlanta” means Atlanta Investment Holdings 3 Limited;

“Atlanta Managers” means [REDACTED], as the holders of Atlanta A Shares;

“Atlanta A Shares” means the A ordinary shares of £0.01 each in the capital of Atlanta;

“B Ordinary Shares” has the meaning given to it in the Articles;

“BIHL” means Bravo Investment Holdings Limited;

“Bravo C Managers” means [REDACTED], as the holders of Bravo C Shares;

“Bravo C Shares” means C ordinary shares of £0.01 each in the capital of BIHL;

“Bravo D Managers” means [REDACTED]
[REDACTED], as the holders of Bravo D Shares;

“Bravo D Shares” means D ordinary shares of £0.01 each in the capital of BIHL;

“Finco” means Ardonagh Finco plc;

“Midco 1” means Ardonagh Midco 1 Limited;

“Midco 2” means Ardonagh Midco 2 plc;

“Midco 3” means Ardonagh Midco 3 plc;

“Nevada 4” means Nevada 4 Midco 1 Limited;

“Nevada 5 Topco” means Nevada 5 Topco Limited;

“Nevada 5 Midco 2” means Nevada 5 Midco 2 Limited;

“Nevada 5 Midco 2 Shares” means 75% of the Nevada 5 Midco 2 A Shares and 50% of the Nevada 5 Midco 2 B Shares held by the Arachas Managers;

“Nevada 5 Midco 2 A Shares” means A ordinary shares in Nevada 5 Midco 2 Limited;

“Nevada 5 Midco 2 B Shares” means B ordinary shares in Nevada 5 Midco 2 Limited;

“Nevada 5” means Nevada Investment Holdings 5 Limited;

“Nevada 6” means Nevada Investment Holdings 6 Limited;

“Nevada 7” means Nevada Investment Holdings 7 Limited;

“Nevada Topco” means Nevada Investments Topco Limited;

“Nominee” means the Ardonagh Nominee Company Limited;

“Ordinary Shares” has the meaning given to it in the Articles;

“SHA” means the amended and restated shareholders' deed between, amongst others, the Company, Midco 1, Midco 2, Midco 3, Finco, 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:

Matthew W. Raino

For and on behalf of Tango Investments LLC

Date:

[Topco BIHL, Arachas and Atlanta Rollup Shareholder Resolutions]

Signed:

For and on behalf of Sentry Holdings Limited

Date:

[Topco BIHL, Arachas and Atlanta Rollup Shareholder Resolutions]

Signed:

For and on behalf of Mezzanine Partners - Offshore Investment Master Fund II, L.P.

By: HPS Mezzanine Partners II, LLC as investment manager

By: HPS Investment Partners, LLC its sole and managing member

Date:

[Topco BIHL, Arachas and Atlanta Rollup Shareholder Resolutions]

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.