

**The Ardonagh Group Limited**

**(Company No. 117710)**

**(the “Company”)**

**4<sup>th</sup> June 2021** (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 was proposed at a duly convened general meeting of the Company, pursuant to Article 95 of the Companies (Jersey) Law 1991 and article 11.5.2.2 of the articles of association of the Company (the “**Articles**”) **HEREBY RESOLVE** that the resolution in the paragraph below be approved as a Shareholder Simple Majority Matter (as that term is defined in the Shareholders’ Deed) (the “**Resolution**”):

*“THAT, pursuant to article 2.5 of Part B, Appendix A of the Articles and paragraph 3.3 of Part C of Schedule 3 of the Shareholders’ Deed as amended and dated 17<sup>th</sup> February 2021, Ardonagh Services Limited be authorised to enter into an agreement for aggregate consideration of greater than £10 million as further described in Schedule 1 below, together with any connected documents.”*

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

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

*[signature page follows]*

Signed:

for and on behalf of

.....

Date:

.....

## Notes

1. If you agree to the Resolution, 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 the Company Secretary, Ogier Global Company Secretary (Jersey) Limited, 3<sup>rd</sup> 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](mailto:ardonagh@ogier.com) with “The Ardonagh Group Limited – shareholder written resolution” in the subject box.

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.

2. Your agreement to the Resolution, once indicated, may not be revoked.
3. If sufficient agreement has not been received by the date that is 28 days from the Circulation Date then the Resolution will lapse.
4. 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.
5. 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.

**SCHEDULE 1****BT NETWORK AND TELECOMMUNICATIONS AGREEMENT**

Parties	<p>Ardonagh Services Limited</p> <p>British Telecommunications PLC</p>
Term	Effective Date of Agreement: June 2021, for a 5-year term starting from the first implementation date
Scope of Services	<p>The scope of the project is for the telephony system for the following business units: Group centre, Advisory Segment and MGA Segment.</p> <p>The service includes two regulated services of Call Recording and Card Payments for both the call-centre and back-office systems.</p>
Value	<p>Total consideration is £●inc VAT.</p> <p>The contract is expected to deliver savings of c. £●k per annum.</p>