

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

9<sup>TH</sup> JULY 2021 (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 (the "**Law**") and article 16.5.2.2 of the Articles and clause 5.12 of the SHA **HEREBY RESOLVE** that resolution 1 be passed as a special resolution (pursuant to article 57(2) of the Law) and as a Shareholder Supermajority Matter (as defined in the Articles and SHA) and resolution 2 be passed as an ordinary resolution pursuant to article 57(3)(a) of the Law and a Shareholder Simple Majority Matter (as defined in the Articles and SHA) (the "**Resolutions**"):

1. **THAT** with effect from the date of these resolutions, the MIP Share Buyback be and is hereby approved and sanctioned.
2. **THAT** with effect from the date of these resolutions, the MIP Share Buyback Contract and the execution and delivery by the Company of the MIP Share Buyback Contract as set out in the enclosed document be and is hereby approved and any other ancillary documents relating thereto are hereby approved.

For the purposes of the resolutions:

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

"**Cost**" has the meaning given to it in the Articles;

"**MIP Share Buyback**" means the repurchase by the Company pursuant to the MIP Share Buyback Contract of 754 new MIP A shares of £0.01 in the capital of the Company at Cost and 11,856 new MIP B shares of £0.01 each in the capital of the Company at Cost from The Ardonagh Nominee Company Limited ("**Nominee**"), being for cash consideration of £213.83 in total, followed by the cancellation by the Company of such shares;

"**MIP Share Buyback Contract**" means the contract proposed to be entered into between the Company and the Nominee to effect the MIP Share Buyback setting out the terms on which the Company will purchase its own shares from the Nominee;

"**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 17 February 2021 relating to the Ardonagh 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:

Date:

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.