

The Ardonagh Group Limited

Annual General Meeting, Tuesday 15 May 2018

Form of Proxy

(for use by members not attending AGM)

Please read this Proxy Form and the notes below before completing this form.

I,..... hereby appoint:

- the Chairman of the Meeting or..... in respect of all of my shares;
- in respect of shares; and
- in respect of shares; and
- in respect of shares; and
- in respect of shares

as my proxy/ies to attend and speak* and vote* on my behalf at the Annual General Meeting of The Ardonagh Group Limited to be held on 15 May 2018 and at any adjournment thereof.

Please indicate with an “X” in the appropriate boxes how you wish the proxy or proxies to vote or if you wish them to abstain from voting.

If you appoint a proxy or multiple proxies and wish to give him or them separate instructions to vote or abstain from voting in respect of a certain number of shares, please indicate how you wish each such proxy or proxies to vote or abstain from voting by writing in each appropriate box the number of shares to be voted or withheld from voting by a proxy and, where multiple proxies are appointed, the name of the proxy instructed to vote that number of shares.

		For	Against	Vote withheld
Ordinary resolutions				
1	To re-appoint John Tiner as Chairman and Non-Executive Director of the Company, Ardonagh Midco 1 Limited, Ardonagh Midco 2 plc, Ardonagh Midco 3 plc, Ardonagh Finco plc and Towergate Insurance Limited.			
2	To re-appoint David Ross as Chief Executive Officer and Executive Director of the Company, Ardonagh Midco 1 Limited, Ardonagh Midco 2 plc, Ardonagh Midco 3 plc, Ardonagh Finco plc and Towergate Insurance Limited.			

3	To re-appoint Antonios Erotocritou as Group Finance Director and Executive Director of the Company, Ardonagh Midco 1 Limited, Ardonagh Midco 2 plc, Ardonagh Midco 3 plc, Ardonagh Finco plc and Towergate Insurance Limited.			
4	To re-appoint Clive Bouch as Non-Executive Director of the Company, Ardonagh Midco 1 Limited, Ardonagh Midco 2 plc, Ardonagh Midco 3 plc, Ardonagh Finco plc and Towergate Insurance Limited.			
5	To re-appoint Patrick Butler as Non-Executive Director of the Company, Ardonagh Midco 1 Limited, Ardonagh Midco 2 plc, Ardonagh Midco 3 plc, Ardonagh Finco plc and Towergate Insurance Limited.			
6	To re-appoint Christine Dandridge as Non-Executive Director of the Company, Ardonagh Midco 1 Limited, Ardonagh Midco 2 plc, Ardonagh Midco 3 plc, Ardonagh Finco plc and Towergate Insurance Limited.			
7	To re-appoint Feilim Mackle as Non-Executive Director of the Company, Ardonagh Midco 1 Limited, Ardonagh Midco 2 plc, Ardonagh Midco 3 plc, Ardonagh Finco plc and Towergate Insurance Limited.			
8	To note the re-appointment of Vahe Dombalagian as an Investor Director.			
9	To note the re-appointment of Matthew Raino as an Investor Director.			
10	To note the re-appointment of Scot French as an Investor Director.			
11	To note the re-appointment of Aurelio Cusaro as an Investor Director.			
12	To note the re-appointment of Matthieu Boulanger as an Investor Director.			

13	To receive the audited financial statements of the Company for the year ending 31 December 2017 and the related auditors report (the 2017 Annual Report and Accounts).			
14	To re-appoint Deloitte LLP as auditors of the Company (the "Auditors"), to hold office until the conclusion of the AGM of the Company to be held in 2019.			
15	To authorise the Audit Committee to fix the remuneration of the Auditors.			

Signed

Date

Notes and Instructions

- To be entitled to vote at the 2018 Annual General Meeting (and for the purpose of determining the number of votes you may cast), you must be entered on the Company's register of members at **3.00 p.m. on 11 May 2018** or, if the meeting is adjourned, you must be entered on the register 48 hours before the time fixed for the adjourned meeting. Full details of the resolutions to be proposed at the Annual General Meeting, with explanatory notes, are set out in the Notice of Annual General Meeting enclosed with this card.
- **If you cannot attend the Annual General Meeting**, you are entitled to appoint a proxy to exercise **all** or **any** of your rights to **attend** and to **speak** and **vote** on your behalf at the meeting. If you want to appoint a proxy or more than one proxy, please complete, sign and return the Proxy Form above after carefully reading the Proxy Form and the instructions below. If you complete and return the Proxy Form this will not prevent you from attending in person and voting at the Meeting should you subsequently decide to do so.
- You can appoint the Chairman of the Meeting or anyone else to be your proxy at the Annual General Meeting. You can also, if you wish, appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to a different share or shares held by you.
 - To appoint the **Chairman** as your **sole proxy** in respect of all of your shares insert your name at the top of the form and fill in any voting instructions and sign and date the Proxy Form, but leave all other proxy appointment details blank.
 - To appoint a **single proxy** in respect of all your shares **other than** the Chairman, cross out only the words "the Chairman of the Meeting" and insert the name and address of your proxy (who need not be a member of the Company). Then complete the rest of the Proxy Form, but leave all other proxy appointment details blank.
 - To appoint **more than one** proxy:
 - cross out the words "the Chairman of the Meeting/.....in respect of all of my shares";
 - fill in the names and addresses of each of your proxies in the blanks provided. If you wish to appoint the Chairman as one of your multiple proxies you can just write "the Chairman of the Meeting"; and
 - make sure that for each proxy appointed in this way you fill in, alongside the proxy's details, the number of shares in respect of which each proxy is appointed.
- The Proxy Form gives your proxy or proxies full rights to attend, speak and vote. If you wish to restrict the rights of your proxies please cross out either or both of the words "speak" or "vote" as you feel appropriate where indicated by an asterisk.
- The proxy or proxies are to vote as instructed in respect of the resolutions specified in the Proxy Form above. In the absence of instructions the proxy or proxies may vote or abstain from voting the shares with respect to which he or she has been appointed as he or she thinks fit on both:
 - the resolutions specified in the Proxy Form above; and
 - unless instructed otherwise, on any other business (including amendments to resolutions) which may come before the Meeting.
- The "vote withheld" option is to allow you to instruct your proxy or proxies to abstain from voting on any of the specified resolutions. Please note that an abstention has no legal effect and will not be counted in the votes "For" or "Against" a resolution.
- If the Proxy Form is signed by someone else on your behalf, their authority to sign must be returned with the Proxy Form. In the case of a joint holding, any holder may sign. If the shareholder is a corporation, the form must be executed under its common seal or signed by an officer, attorney or other person duly authorised by the corporation.
- Any alterations to this Proxy Form should be initialled.

- To be valid the completed Proxy Form must be received by post to, or (during normal business hours only) by hand at, Crestbridge Corporate Services Limited, 47 Esplanade, St Helier, Jersey JE1 0BD, or by email to Towergate.Jsy@crestbridge.com, in each case so as to be received **no later than 3.00 p.m. on 11 May 2018**.
- You may not use any electronic address provided in this Proxy Form or any related documents (including the notice of meeting) to communicate with the Company for any purposes other than those expressly stated.