

The Ardonagh Group Limited

(Company No. 117710)

10 October 2017 (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 11.5.2.2 of the Articles of Association of the Company (the “**Articles**”) HEREBY RESOLVE that the resolution in paragraph 1 below be passed as a Shareholder Simple Majority Matter (as that term is defined in the amended and restated composite shareholders’ deed relating to the Company and others dated 8 May 2017 (as amended and/or restated from time to time thereafter, the “**Shareholders’ Deed**”)) (the “**Resolution**”):

1. Acquisition of assets with a fair market value exceeding £15,000,000

THAT entry into the SPA and completion of the Stockholm Acquisition, which would constitute an acquisition of assets with a fair market value exceeding £15,000,000 for the purposes of the provisions of paragraph 2.4(i) of Part B, Schedule 3 of the Shareholders’ Deed and paragraph 2.4.1 of Part B, Appendix A of the Articles, be approved.

“**SPA**” means the share purchase agreement proposed to be entered into (subject to the passing of this resolution) between (i) Atlanta Investment Holdings A Limited (“Atlanta A”); (ii) Atlanta Investment Holdings 2 Limited (“Atlanta 2”), (iii) GUK Broking Services Limited (iv) David Ian Newman; (v) Clive Timothy Roberts; and (vi) Nicholas Robert Baker

“**Stockholm Acquisition**” means the proposed acquisition by the Company of the entire issued share capital of Carole Nash Insurance Consultants Limited pursuant to the terms of the SPA.

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 Crestbridge at 47 Esplanade, St Helier, Jersey, JE1 0BD, FAO Rebecca Rioda; or
 - By e-mail: scanned copy of the signed document to be attached to an email and sent to TOWERGATE.JSY@crestbridge.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 Resolutions 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.