

**The Ardonagh Group Limited**  
**Registered company no 117710**  
**(the Company)**

**Proxy form**

I/We<sup>1</sup> .....

of .....

being a member/members of the Company and the holder/holders of

..... (number and class of shares)<sup>2</sup>

appoint the Chairperson of the Meeting/

..... (delete as appropriate) as my/our  
proxy, or in his/her absence <sup>3</sup>

.....

at the annual general meeting of the Company to be held at the Millennium Bridge Room, Lower Ground Floor, 55 Bishopsgate, London, EC2N 3AS on Tuesday 21<sup>st</sup> May 2019 at 12.30pm and at any adjournment of that meeting.

If the chairperson is appointed as proxy, the following is a statement of the chairperson's voting intentions in relation to undirected proxies:

The chairperson intends to vote any undirected proxies given to him in favour of the resolution.

Please indicate with a tick mark in the spaces opposite to each resolution how you wish the proxy to vote on your behalf. In the absence of any such indication, the proxy may vote for or against the resolutions or may abstain at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the meeting pursuant to the other items of business referred to in the notice convening the meeting.

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<sup>1</sup>Full name(s) and address(es) (as appearing in the Company's register of members) to be inserted in BLOCK LETTERS. In the case of joint holdings, the names of all holders (as appearing in the Company's register of members) must be inserted.

<sup>2</sup>If multiple proxies are to be appointed, insert the number of your shares in respect of which a proxy is to be appointed and complete multiple forms as necessary duplicates of which can be obtained from the Company.

<sup>3</sup>If desired, insert name and address of an alternate proxy, should the initial appointee be unable to attend the meeting.

<b>Resolutions</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>	
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 and Ardonagh Finco plc.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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 and Ardonagh Finco plc.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	To re-appoint Diane Cougill as Group Finance Director and Executive Director of the Company, Ardonagh Midco 1 Limited, Ardonagh Midco 2 plc, Ardonagh Midco 3 plc and Ardonagh Finco plc.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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 and Ardonagh Finco plc.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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 and Ardonagh Finco plc.			
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 and Ardonagh Finco plc.			
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 and Ardonagh Finco plc.			
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 2018 and the related auditors report (the 2018 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 2020.			
15	To authorise the Audit Committee to fix the remuneration of the Auditors.			

Dated 2019

.....  
Signature of shareholder

.....  
Signature of joint-shareholder, if any

## **Proxy instructions**

### **What happens if you do not follow these instructions?**

- 1 If you do not follow these instructions, any instrument you make appointing a proxy may be invalid.

### **Eligible members**

- 2 If you are a member entitled to attend and vote at this meeting of the Company, you may appoint a proxy to vote on your behalf.
- 3 A proxy need not be a member of the Company.

### **If you complete a proxy form, can you still attend and vote at the meeting?**

- 4 Completion of a proxy form does not preclude a member from subsequently attending and voting at the meeting in person if he or she so wishes.

### **Joint shareholders**

- 6 In the case of jointly held shares, if more than one joint holder purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. For this purpose, seniority will be determined by the order in which the names of the joint holders appear in the register of members (the first-named being the most senior).

### **How to appoint a proxy**

- 7 If you are an eligible member and a natural person, the appointment of your proxy must be in writing and signed by you or your authorised attorney.
- 8 If you are an eligible member and a company, the appointment of your proxy must be in writing and executed in any of the following ways: (i) under the company's common seal; (ii) not under the company's common seal but otherwise in accordance with its articles of association or constitution; or (iii) under the hand of the company's authorised attorney.
- 9 Despite paragraphs 7 and 8, the Company will accept an electronic record of your proxy if:
  - (a) the original is in writing and signed in one of the ways referred to in those paragraphs; and
  - (b) the Company permits receipt of electronic records by giving an electronic address for that purpose.

### **Delivery of proxy form to Company**

- 10 For an appointment of a proxy to be effective, the following documents must be received by the Company at least 48 hours before the time for the holding of the meeting or adjourned meeting at which the proxy proposes to vote:

- (a) the proxy form;
- (b) if the proxy form is executed by a company otherwise than under its common seal - an extract of its articles of association or constitution that evidences that it may be duly executed in that way; and
- (c) if the proxy form is signed by your attorney - the authority under which it was signed or a notarially certified copy of the authority.

11 Those documents may be delivered in either of the following ways:

- (a) In the case of hard-copy documents - they must be left at or sent by post to the Company's registered office or the other place, if any, specified by the Company for the purpose of the meeting.
- (b) In the case of documents comprised in an electronic record - they must be sent to an address specified by the Company for the purpose of receiving electronic records.