

The Ardonagh Group Limited

(Company No. 117710)

(the “Company”)

18 FEBRUARY 2020 (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 14.5.2.2 of the Articles and clause 5.12 of the SHA **HEREBY RESOLVE** that the resolution in paragraph 1 be passed as a Shareholder Supermajority Matter (as defined in the Articles and SHA), and the resolutions in paragraph 2 and 3 below be passed as Shareholder Simple Majority Matters (as defined in the Articles and the SHA) (the “Resolutions”):

1. **THAT** the allotment, issuance and creation of up to [REDACTED] New Shares (as defined in the SHA and Articles) with an aggregate nominal value of £[REDACTED] to Mr Craig Ball and Mr Ian Donaldson as consideration for the transfer to the Company of the Rollover Loan Notes which are issued by Ardonagh Midco 1 Limited and held by Mr Craig Ball and Mr Ian Donaldson, and which will constitute the issue of share capital in the Company for the purposes of the provisions of paragraph 1.1 of Part A of Schedule 3 of the SHA and paragraph 1.1 of Part A of Appendix A of the Articles, be approved; and
2. **THAT** the entry into share purchase agreements by Nevada Investments Topco Limited for the acquisition of up to [REDACTED] A ordinary shares in the issued capital of Atlanta Investment Holdings 3 Limited held by Mr Craig Ball and Mr Ian Donaldson, the consideration for which will be loan notes issued by Nevada Investments Topco Limited of a principal amount equal to the fair market value of such shares (approximately £[REDACTED] million), and which will constitute a transaction by a Group Company (as defined in the SHA and the Articles) for an aggregate consideration greater than £[REDACTED] for the purposes of the provisions of paragraph 2.5 of Part B of Schedule 3 of the SHA and paragraph 2.5 of Part B of Schedule 1 of the Articles, be approved.
3. **THAT** the entry by each of the Company, Midco 1, Midco 2, Midco 3, Finco, Nevada Investment Holdings 5 Limited, Nevada Investment Holdings 6 Limited, and Nevada Investment Holdings 7 Limited into a roll over deed pursuant to which such Group Companies agree to purchase loan notes held by Mr Craig Ball and Mr Ian Donaldson in consideration for the issuance of new loan notes (in the case of each of Midco 1, Midco 2, Midco 3, Finco, Nevada Investment Holdings 5 Limited, Nevada Investment Holdings 6 Limited, and Nevada Investment Holdings 7 Limited) and the New Shares (in the case of the Company), which will constitute entry into a transaction by a Group Company (as defined in the SHA and Articles) for an aggregate consideration greater than £[REDACTED], for the purposes of paragraph 2.5 of Part B of Schedule 3 to the SHA and for the purposes of paragraph 2.5 of Part B of Appendix A of the Articles, be approved;

For the purposes of the Resolutions:

“Articles” means the articles of association of the Company;

“Other Group Holding Companies” means Ardonagh Midco 1 Limited (**“Midco 1”**), Ardonagh Midco 2 plc (**“Midco 2”**), Ardonagh Midco 3 plc (**“Midco 3”**) and Ardonagh Finco plc (**“Finco”**);

“Rollover Loan Notes” means loan notes issued by each of the Other Group Holding Companies to Mr Craig Ball and Mr Ian Donaldson, each up to an aggregate principal amount of £ [REDACTED], in connection with the exchange by Mr Craig Ball and Mr Ian Donaldson of certain of their interests in Atlanta Investment Holdings 3 Limited ultimately for New Shares (as defined in the SHA and Articles); and

“SHA” means the amended and restated shareholders' deed between the Company, Midco 1, Finco, Towergate Insurance Limited, Sentry Holdings Limited, GLAS Nominees Limited, the SUN NewCo Shareholders (as defined in the Articles and SHA) and the Shareholders (as defined in the Articles and SHA) amongst other parties dated 18 December 2018 and/or restated from time to time thereafter.

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

Signed:

For and on behalf of

Date:

[Signature page to shareholder resolutions of The Ardonagh Group Limited]

Notes

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 using one of the following methods:
 - by hand or by post: signed copy to be delivered/sent to Ogier Global (Jersey) Limited, 3rd 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 with "The Ardonagh Group Limited – shareholder written resolutions" in the subject box.
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.