

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

_____ 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 (the "**Law**") and article 14.5.2.2 of the Articles and clause 5.12 of the SHA **HEREBY RESOLVE** that the resolutions in paragraphs 1-6 below be passed as special resolutions (pursuant to article 57(2) of the Law for resolution 6) and as Shareholder Supermajority Matters (as defined in the Articles and SHA) and the resolution in paragraph 7 below 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 proposed amendments to the Midco 1 Articles as set out in the enclosed document (the "**New Midco 1 Articles**"), be and hereby are approved and the New Midco 1 Articles be and hereby are approved as the articles of association of Midco 1 in substitution for, and to the exclusion of, the Midco 1 Articles.
2. **THAT** with effect from the date of these resolutions, the proposed amendments to the Midco 2 Articles as set out in the enclosed document (the "**New Midco 2 Articles**"), be and hereby are approved and the New Midco 2 Articles be and hereby are approved as the articles of association of Midco 2 in substitution for, and to the exclusion of, the Midco 2 Articles.
3. **THAT** with effect from the date of these resolutions, the proposed amendments to the Midco 3 Articles as set out in the enclosed document (the "**New Midco 3 Articles**"), be and hereby are approved and the New Midco 3 Articles be and hereby are approved as the articles of association of Midco 3 in substitution for, and to the exclusion of, the Midco 3 Articles.
4. **THAT** with effect from the date of these resolutions, the proposed amendments to the Finco Articles as set out in the enclosed document (the "**New Finco Articles**"), be and hereby are approved and the New Finco Articles be and hereby are approved as the articles of association of Finco in substitution for, and to the exclusion of, the Finco Articles.
5. **THAT** with effect from the later of: (i) the date of these resolutions; and (ii) the execution of the SHA Deed of Amendment, the proposed amendments to the Articles as set out in the enclosed document (the "**New Topco Articles**"), be and hereby are approved and the New Topco Articles be and hereby are adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Articles.
6. **THAT** with effect from the date of these resolutions, the MIP Share Buyback be and is hereby approved and sanctioned.
7. **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;

"Finco" means Ardonagh Finco plc;

"Finco Articles" means the existing articles of association of Finco;

"Midco 1" means Ardonagh Midco 1 Limited;

"Midco 1 Articles" means the existing articles of association of Midco 1;

"Midco 2" means Ardonagh Midco 2 plc;

"Midco 2 Articles" means the existing articles of association of Midco 2;

"Midco 3" means Ardonagh Midco 3 plc;

"Midco 3 Articles" means the existing articles of association of Midco 3;

"MIP Share Buyback" means the repurchase by the Company of 26,325 redeemable MIP shares of £0.01 from RBC cees Trustee Limited as trustee of the Ardonagh Group Limited Employee Benefit Trust (the **"EBT"**) for fair market value, being [REDACTED] in total;

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

"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 2 April 2015 relating to the Towergate Group, as amended from time to time and amended most recently by a deed of amendment dated 22 December 2018; and

"SHA Deed of Amendment" means a deed of amendment to the SHA setting out proposed amendments to clause 3.8 of the SHA.

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:

For and on behalf of

Date:

[Topco – Preparatory written shareholder resolutions]

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 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.