

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

17 August 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 of the Articles and clause 5 of the SHA

HEREBY RESOLVE that the following resolutions are passed as special resolutions and as Shareholder Supermajority Matters (as defined in the Articles (and in respect of resolutions 3, 4 and 5, as defined in the New Articles) and SHA), and resolution 1 is passed separately as a matter passed by Look-Through Shareholders holding together Shares on a Look-Through Basis representing at least 95% of the outstanding Ordinary Shares in the Company (each Resolution (unless otherwise specified) being conditional on the previous Resolution having been passed and become effective) (the "**Resolutions**"):

1. **THAT** with effect from the later of: (i) the date of these Resolutions; and (ii) immediately after the SHA Amendment becomes effective:
 - 1.1 the proposed new articles of association of the Company as set out in the enclosed document (the "**New Articles**"), be and hereby are approved as the articles of association of the Company in substitution for, and to the exclusion of, the Articles, for the purposes of the provisions of article 1.5.3 of the Articles, Schedule 3, Part A, Paragraph 1.4 of the SHA and Appendix A, Part A, Paragraph 1.4 of the Articles;
 - 1.2 the proposed new memorandum of association of the Company as set out in the enclosed document (the "**New Memorandum**"), be and hereby is approved as the memorandum of association of the Company in substitution for, and to the exclusion of, the Existing Memorandum, for the purposes of the provisions of article 1.5.3 of the Articles, Schedule 3, Part A, Paragraph 1.4 of the SHA and Appendix A, Part A, Paragraph 1.4 of the Articles; and
 - 1.3 the existing authorised share capital of the Company of £18,800,001 divided into:
 - 880,000,100 ordinary shares of £0.01 each;
 - 200,000,000 B ordinary shares of £0.01 each;
 - 150,000,000 MIP A shares of £0.01 each;
 - 150,000,000 MIP B shares of £0.01 each; and
 - 500,000,000 deferred shares of £0.01 each,be increased to £19,500,001 divided into:
 - 70,000,000 C Shares of £0.01 each;
 - 880,000,100 ordinary shares of £0.01 each;
 - 200,000,000 B ordinary shares of £0.01 each;
 - 150,000,000 MIP A shares of £0.01 each;
 - 150,000,000 MIP B shares of £0.01 each; and
 - 500,000,000 deferred shares of £0.01 each,

with such increase in the authorised share capital of the Company being approved for the purposes of the provisions of Schedule 3, Part A, Paragraph 1.1 of the SHA and Appendix A, Part A, Paragraph 1.1 of the Articles.

2. **THAT** the creation of a new class of C Shares, as permitted by the New Memorandum and with the rights set out in the New Articles, to take effect simultaneously with Resolution 1, be and hereby are approved, for the purposes of the provisions of Schedule 3, Part A, Paragraph 1.1 of the SHA and Appendix A, Part A, Paragraph 1.1 of the Articles.
3. **THAT** the re-designation of each B Ordinary Share to be purchased [REDACTED] [REDACTED] into one C Share, to take effect simultaneously with completion of the SPA, be and hereby is approved, for the purposes of the provisions of Schedule 3, Part A, Paragraph 1.1. of the SHA and Appendix A, part A, Paragraph 1.1 of the New Articles (the "**Redesignation**").
4. **THAT** the issue by the Company of [REDACTED] C Shares [REDACTED] for a subscription price of [REDACTED] per C Share pursuant to the terms of a subscription agreement between the Company and each Subscriber ("**C Share Issue**") [REDACTED] [REDACTED] be and hereby is approved, for the purposes of the provisions of Schedule 3, Part A, Paragraph 1.1 of the SHA and Appendix A, Part A, Paragraph 1.1 of the New Articles.

[REDACTED]

For the purposes of the resolutions:

"**Articles**" means the articles of association of the Company in force at the Circulation Date;

"**B Ordinary Shares**" has the meaning given to it in the New Articles;

[REDACTED]

"**C Shares**" has the meaning given to it in the New Articles;

"**Existing Memorandum**" means the memorandum of association of the Company in force at the Circulate Date;

[REDACTED]

"**Look-Through Shareholder**" has the meaning given to it in the New Articles;

[REDACTED]

[REDACTED]

[REDACTED]

“Ordinary Shares” has the meaning given to it in the Articles;

"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 Look-Through Shareholders (as defined in the SHA) dated 2 April 2015 relating to the Towergate Group, as amended from time to time.

“SHA Amendment” means the proposed amendment to the SHA circulated to be approved by the Look-Through Shareholders on or around the Circulation Date.

[REDACTED]

[REDACTED]

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]