

**THE ARDONAGH GROUP LIMITED (the "Company")**  
**(company number 117710)**  
**26<sup>TH</sup> MAY 2021 (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 clause 5 of the SHA **HEREBY RESOLVE** that the resolution in paragraph 1 be passed as a Shareholder Simple Majority Matter (as defined in the Articles and the SHA) (the "**Resolutions**"):

**Project Leaf – Acquisition of Broking business**

1. **THAT** the proposed acquisition by ASHL Newco of the entire issued share capital of the Target Companies for aggregate consideration in excess of £75 million, comprising initial aggregate consideration which is currently expected to be approximately US\$● and which is subject a post-completion price adjustment pursuant to the terms of the Project Leaf SPA be and is hereby approved for the purposes of Paragraph 2.4.1 of Part B of Appendix A of the Articles and Paragraph 2.4.1 of Part B of Schedule 3 of the SHA.

For the purposes of the resolution:

**"Articles"** means the articles of association of the Company.

**"ASHL Newco"** means ●.

**"Project Leaf SPA"** means a sale and purchase agreement proposed to be entered into between the Seller (as guarantor of the Sellers), ASHL Newco and the Company (as guarantor of ASHL Newco) in relation to the acquisition of the Target Companies.

**"Seller"** means ●.

**"SHA"** means the amended and restated shareholders' deed between, amongst others, the Company, Ardonagh Midco 1 Limited, Ardonagh Midco 2 plc, Ardonagh Midco 3 plc, Ardonagh Finco plc, Sentry Holdings Limited, the SUN NewCo Shareholders (as defined in the SHA) and the Shareholders (as defined in the SHA) originally dated 2 April 2015 relating to the Ardonagh Group, as amended from time to time, including as amended and restated by a deed of amendment dated 17 February 2021.

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.

## 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.