

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

25TH OCTOBER 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 article 19.5.2.2 of the Articles and clause 5.12 of the SHA **HEREBY RESOLVE** that the resolutions 1 to 3, 5, 7 and 8 are passed as special resolutions and as Shareholder Supermajority Matters, resolution 6 is passed as a special resolution and a Shareholder Simple Majority Matter (as defined in the Articles (and in respect of resolution 7 as defined in the New Articles) and the SHA), resolutions 4 and 9 are approved as ordinary resolutions and as Shareholder Simple Majority Matters 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 date of these Resolutions 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;
2. **THAT** with effect from the date of these Resolutions £●standing to the credit of the Company's share premium account be and is hereby capitalised and appropriated as capital to the holders of New MIP A Shares of £0.01 each in the capital of the Company whose names appear in the register of members as at the close of business on the date of these resolutions and that the directors be and are hereby authorised to apply such sum in paying up the nominal value of ● New MIP A Shares and to allot and issue such New MIP A Shares to the holders of New MIP A Shares at the rate of ● New MIP A Shares for every one existing New MIP A Share held by them (the "**Bonus Issue**") for the purposes of the provisions of Schedule 3, Part A, Paragraph 1.1 of the SHA, Appendix A, Part A, Paragraph 1.1 of the Articles, Schedule 3, Part B, Paragraph 4.1 of the SHA and Appendix A, Part B, Paragraph 4.1 of the Articles;
3. **THAT** pursuant to article 57(2) of the 1991 Law, the New MIP Share Buybacks be and are hereby approved and sanctioned and for the purposes of the provisions of Schedule 3, Part A, Paragraph 1.3 of the SHA and Appendix A, Part A, Paragraph 1.3 of the Articles;
4. **THAT** pursuant to article 57(3)(a) of the 1991 Law, the execution and delivery by the Company of the agreements relating to the New MIP Share Buybacks setting out the terms on which the Company will purchase its own New MIP Shares as set out in the enclosed documents be and are hereby approved and for the purposes of the provisions of Schedule 3, Part A, Paragraph 1.3 of the SHA and Appendix A, Part A, Paragraph 1.3 of the Articles;
5. **THAT** with effect from completion of the Bonus Issue and the New MIP Share Buybacks, the proposed re-designation of each New MIP Share then in issue into one B Ordinary Share 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 Articles;

6. **THAT** the entry by the Nominee into the SPA be and hereby is approved for the purposes of the provisions of Schedule 3, Part B, paragraph 2.5 of the SHA and Appendix A, Part B, paragraph 2.5 of the Articles;
7. **THAT** the proposed re-designation of each B Ordinary Share acquired pursuant to the 2021 B Share Purchase into one Ordinary Share pursuant to article 2.12.1.4 of the New Articles 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;
8. **THAT** pursuant to article 57(2) of the 1991 Law, the Deferred Share Buyback be and is hereby approved and sanctioned and for the purposes of the provisions of Schedule 3, Part A, Paragraph 1.3 of the SHA and Appendix A, Part A, Paragraph 1.3 of the Articles;
9. **THAT** pursuant to article 57(3)(a) of the 1991 Law, the execution and delivery by the Company of the agreement relating to the Deferred Share Buyback setting out the terms on which the Company will purchase its own Deferred Shares as set out in the enclosed document be and are hereby approved and for the purposes of the provisions of Schedule 3, Part A, Paragraph 1.3 of the SHA and Appendix A, Part A, Paragraph 1.3 of the Articles;

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 pages follow]

Signed:

Matthew W. Raino

For and on behalf of Tango Investments LLC

Date:

[Topco Shareholder Resolutions – Management Liquidity Event]

Signed:

For and on behalf of Sentry Holdings Limited

Date:

[Topco Shareholder Resolutions – Management Liquidity Event]

Signed:

For and on behalf of Mezzanine Partners Offshore Investment Master Fund II, L.P.

By: HPS Mezzanine Partners II, LLC as investment manager

By: HPS Investment Partners, LLC its sole and managing member

Date:

[Topco Shareholder Resolutions – Management Liquidity Event]

Signed:

For and on behalf of Institutional Mezzanine Partners, L.P.

By: HPS Mezzanine Partners, LLC as investment manager

By: HPS Investment Partners, LLC its sole and managing member

Date:

[Topco Shareholder Resolutions – Management Liquidity Event]

Signed:

For and on behalf of Mezzanine Partners - Offshore Investment Master Fund, L.P.

By: HPS Mezzanine Partners, LLC as investment manager

By: HPS Investment Partners, LLC its sole and managing member

Date:

[Topco Shareholder Resolutions – Management Liquidity Event]

Signed:

For and on behalf of Mezzanine Partners, L.P.

By: HPS Mezzanine Partners, LLC as investment manager

By: HPS Investment Partners, LLC its sole and managing member

Date:

[Topco Shareholder Resolutions – Management Liquidity Event]

Signed:

For and on behalf of AP Mezzanine Partners II, L.P.

By: HPS Mezzanine Partners II, LLC as investment manager

By: HPS Investment Partners, LLC its sole and managing member

Date:

[Topco Shareholder Resolutions – Management Liquidity Event]

Signed:

For and on behalf of Institutional Mezzanine Partners II, L.P.

By: HPS Mezzanine Partners II, LLC as investment manager

By: HPS Investment Partners, LLC its sole and managing member

Date:

[Topco Shareholder Resolutions – Management Liquidity Event]

Signed:

For and on behalf of Mezzanine Partners II, L.P.

By: HPS Mezzanine Partners II, LLC as investment manager

By: HPS Investment Partners, LLC its sole and managing member

Date:

[Topco Shareholder Resolutions – Management Liquidity Event]

Signed:

Derek Coles

Date:

[Topco Shareholder Resolutions – Management Liquidity Event]

Signed:

Scott Hough

Date:

[Topco Shareholder Resolutions – Management Liquidity Event]

Signed:

Craig Ball

Date:

[Topco Shareholder Resolutions – Management Liquidity Event]

Signed:

Ian Donaldson

Date:

[Topco Shareholder Resolutions – Management Liquidity Event]

Signed:

For and on behalf of FS KKR Capital Corp

Date:

[Topco Shareholder Resolutions – Management Liquidity Event]

Signed:

For and on behalf of Kearny Investors S.A.R.L.

Date:

[Topco Shareholder Resolutions – Management Liquidity Event]

Signed:

For and on behalf of Lyon Investors S.A.R.L.

Date:

[Topco Shareholder Resolutions – Management Liquidity Event]

Signed:

For and on behalf of Oregon Public Employees Retirement

Date:

[Topco Shareholder Resolutions – Management Liquidity Event]

Signed:

For and on behalf of Presidio Investors Limited

Date:

[Topco Shareholder Resolutions – Management Liquidity Event]

Signed:

For and on behalf of Valencia Investors Limited

Date:

[Topco Shareholder Resolutions – Management Liquidity Event]

Signed:

For and on behalf of Sankaty European Investments II, S.A.R.L.

Date:

[Topco Shareholder Resolutions – Management Liquidity Event]

Signed:

Donal Cronin

Date:

[Topco Shareholder Resolutions – Management Liquidity Event]

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.