

THE ARDONAGH GROUP LIMITED (the "Company")
(company number 10706477)

_____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 resolutions in paragraphs 1 to 3 be passed as Shareholder Simple Majority Matters (as defined in the Articles and the SHA) (the "**Resolutions**"):

Project Hamilton – Acquisition of Hamilton Business

1. **THAT** the incorporation of Hamilton Holdco and the subscription by Ardonagh Overseas Investments Limited for shares in Hamilton Holdco for a total aggregate subscription currently expected to be approximately £22,996,000 be and hereby are approved, for the purposes of Paragraph 2.4.3 of Part B of Appendix A of the Articles and Paragraph 2.4.3 of Part B of Schedule 3 of the SHA.
2. **THAT** the incorporation of Hamilton Bidco and the subscription by Hamilton Holdco for shares (which are currently anticipated to comprise ordinary shares and preference shares) in Hamilton Bidco for a total aggregate subscription amount currently expected to be approximately £22,996,000 be and hereby are approved, for the purposes of Paragraph 2.4.3 of Part B of Appendix A of the Articles and Paragraph 2.4.3 of Part B of Schedule 3 of the SHA.
3. **THAT** the proposed acquisition by Hamilton Bidco of the trade and assets of HWF for initial consideration which is currently expected to be approximately £22,996,000 and aggregate potential consideration (including the initial consideration) in excess of £75 million pursuant to the terms of the Hamilton APA and the Hamilton SHA and the entry into the Hamilton APA and the Hamilton SHA by Hamilton Bidco be and hereby are approved, for the purposes of Paragraphs 2.4.1 and 2.5 of Part B of Appendix A of the Articles and Paragraphs 2.4.1 and 2.5 of Part B of Schedule 3 of the SHA.

For the purposes of the resolutions:

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

"**Hamilton Bidco**" means Hamilton Investment Bidco Limited (company number 13179703).

"**Hamilton Holdco**" means Hamilton Investment Holdings Limited (company number 13177076).

"**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.

Signed:

For and on behalf of Sentry Holdings Limited

Date:

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:

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:

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:

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:

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:

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:

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:

Signed:

Matthew W. Raino

For and on behalf of Tango Investments LLC

Date:

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.