

**The Ardonagh Group Limited**

**(Company No. 117710)**

(the “**Company**”)

19th December 2019 (the “**Circulation Date**”)

**WRITTEN RESOLUTION 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 resolution is deemed passed, would be entitled to vote on such resolution if the same was proposed at a duly convened general meeting of the Company, pursuant to Article 95 of the Companies (Jersey) Law 1991 and article 11.5.2.2 of the articles of association of the Company (the “**Articles**”) **HEREBY RESOLVE** that the resolution in the paragraph below be approved as a Shareholder Simple Majority Matter (as that term is defined in the Shareholders’ Deed) (the “**Resolution**”):

*“THAT, pursuant to article 2.5 of Part B, Appendix A of the Articles and paragraph 3.3 of Part C of Schedule 3 of the Shareholders’ Deed, Ardonagh Services Limited be authorised to enter into an agreement for aggregate consideration of greater than £10 million as further described in Schedule 1 below, together with any connected documents.”*

Please read the notes accompanying this document before you signify your agreement to the Resolution.

The undersigned being a person entitled to vote on the Resolution on the Circulation Date hereby irrevocably agrees to the Resolution.

*[signature page follows]*

Signed:

for and on behalf of

.....

Date:

.....

## Notes

1. If you agree to the Resolution, please indicate your agreement by signing and dating this document as indicated and returning it to the Company using one of the following methods:
  - By hand or by post: signed copy to be delivered/sent to the Company Secretary, Ogier Global Company Secretary (Jersey) Limited, 3<sup>rd</sup> Floor, 44 Esplanade, St. Helier, Jersey JE4 9WG; or
  - By e-mail: scanned copy of the signed document to be attached to an email and sent to [ardonagh@ogier.com](mailto:ardonagh@ogier.com) with “The Ardonagh Group Limited – shareholder written resolution” in the subject box.

If you do not agree to the Resolution you do not need to do anything; you will not be deemed to agree if you fail to reply.

2. Your agreement to the Resolution, once indicated, may not be revoked.
3. If sufficient agreement has not been received by the date that is 28 days from the Circulation Date then the Resolution will lapse.
4. 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.
5. 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.

**SCHEDULE 1**

*Details and signature pages have been distributed to shareholders. Replacement pages are available to shareholders on request; please contact the Company's Registrar at [ardonagh@ogier.com](mailto:ardonagh@ogier.com).*