

THE ARDONAGH GROUP LIMITED (the "Company")
(company number 117710)
30 MARCH 2021 (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 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 below resolutions be passed as Shareholder Simple Majority Matters (as defined in the Articles and the SHA) (the "**Resolutions**"):

Project Arrow

THAT the entry into the Arrow SPA and other documents contemplated by the Arrow SPA, under which Equity Interests in the Company would be issued to certain of the Arrow Sellers as part-consideration for the purchase of Arrow, and the issue of such Equity Interests in the Company, be and hereby are approved, for the purposes of Paragraph 2.2 of Part B of Schedule 3 of the SHA and Paragraphs 2.2 of Part B of Appendix A of the Articles and Paragraph 2.1 of Part B of Schedule 3 to the SHA and Paragraph 2.1 of Part B of Appendix A of the Articles (respectively).

THAT the proposed acquisition of Arrow and the entry into the Arrow SPA by Arrow Buyer be and hereby are approved, if and to the extent required 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:

"**Arrow Buyer**" means Ardonagh Advisory Holdings Limited.

"**Arrow SPA**" means a share purchase agreement proposed to be entered into between the Arrow Buyer and the Arrow Sellers in relation to the entire issued share capital of Arrow.

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

"**Equity Interests**" has the meaning given in the SHA.

"**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 Resolution on the Circulation Date hereby irrevocably agrees to the Resolution.

This written resolution may be signed in any number of counterparts, all of which taken together constitute one and the same document, and this written resolution is effective on the date when the last signatory signs it, as shown below.

[signature page follows]

Signed:

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 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 resolution" 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 Resolution you do not need to do anything; you will not be deemed to agree if you fail to reply.
3. Your agreement to the Resolution, 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 Resolution 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.