

Registered Number: 05132981

INTEGRO (IRELAND) LTD

(the “Company”)

PRIVATE COMPANY LIMITED BY SHARES

**SHAREHOLDERS’ WRITTEN RESOLUTION
CIRCULATED ON 30 May 2019
PURSUANT TO CHAPTER 2
OF PART 13 OF THE COMPANIES ACT 2006**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions be passed as special resolutions:

SPECIAL RESOLUTIONS

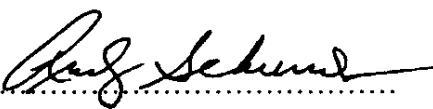
1. **THAT** the issued share capital of the Company be reduced by an aggregate amount of £998.00 by cancelling and extinguishing: (a) 289 of the issued A shares of £1.00 each in the capital of the Company; and (b) 709 of the issued B shares of £1.00 each in the capital of the Company, each of which is fully paid, and such amount to be credited to a reserve; and
2. **THAT** the entire amount standing to the credit of the share premium account of the Company be cancelled and the amount of the share premium reserve so cancelled be credited to a reserve.

Please read the explanatory notes at the end of this document before signifying your agreement to the resolutions.

We, the undersigned, were at the time the resolutions were circulated entitled to vote on the resolutions and irrevocably agree to the resolutions.

[Signature page overleaf]



Signed by 

Date 30 May 2019

Andrew Behrends

for and on behalf of **INTEGRO
INSURANCE BROKERS HOLDINGS
LIMITED**

EXPLANATORY NOTES FOR SHAREHOLDERS:

1. If you agree to the resolutions, please signify your agreement by signing and dating this document where indicated above and returning it to the Company by using one of the following methods:

BY HAND: by delivering the signed copy to the Company's registered address.

BY E-MAIL: by attaching a scanned copy of the signed document to an e-mail and sending it to Katherine Cross at katherine.cross@tysers.com.

2. If you do not agree to the above resolution, you do not need to do anything.
3. Once you have signified your agreement to the resolution, you may not revoke your agreement.
4. Unless, by the date at the end of the 28 day period beginning on the circulation date, sufficient agreement has been received for the resolution to be passed, it will lapse. If you agree to the resolutions, please ensure that signification of your agreement reaches us before or on this date.
5. Sufficient agreement will have been reached to pass a special resolution if eligible members representing not less than 75% of the total voting rights of eligible members signify their agreement to it.