

The Companies Act 2006

Private Company Limited by Shares

WRITTEN RESOLUTION OF THE MEMBERS OF

TOWERGATE INSURANCE LIMITED

(Registered in England and Wales under number 7476462)

Pursuant to Chapter 2 of part 13 of the Companies Act 2006 (the "Act")

Passed the 21 day of DECEMBER 2016

Circulation Date: 21 December 2016

The undersigned being the Sole Member for the time being of the above-named company (the "**Company**"), entitled to receive notice of and to attend and vote at a General Meeting of the Company, hereby resolves to pass by way of written resolution the following resolution to take effect as a Special Resolution of the Company pursuant to Chapter 2 of Part 13 of the Act

SPECIAL RESOLUTION

THAT existing Article 3 of the Articles of Association of the Company (the "**Articles**"), be deleted in its entirety and replaced with the following

"3 Directors

3.1 Number of Directors

The Company shall at all times have at least five (5) and up to eleven (11) Directors consisting of

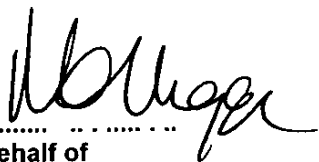
- (a) two (2) Executive Directors that are each designated as an "**Executive Directors**", one of whom shall also serve as Chief Executive Officer of TopCo and one of whom shall also serve as Chief Financial Officer of TopCo,
- (b) up to five (5) and not less than three (3) non-executive independent Directors (within the meaning of the UK Corporate Governance Code) that are each designated as a "**Non-Executive Independent Directors**", one of whom will be designated as Chairman of the Board in accordance with Article 5, and
- (c) up to four (4) non-executive directors that are each designated as an "**Investor Director**" and in connection with his or her designation as such, as appointees of the Look-Through shareholder who caused or procured the appointment of such investor director also as director of TopCo"



AGREEMENT

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

Signed.....
For and on behalf of
TIG FINCO PLC

A handwritten signature in black ink, appearing to be 'H. Blugger', is written over the dotted line of the signature field.