

**ARDONAGH SERVICES LIMITED (the "Company")**

**(company number 07476462)**

**13 July 2020 (the "Circulation Date")**

**WRITTEN RESOLUTIONS OF THE COMPANY**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions (the "**Resolutions**") are passed as ordinary resolutions.

We, the undersigned, being the sole member of the Company who, at the circulation date of these Resolutions, would be entitled to vote on such resolutions if the same were proposed at a duly convened general meeting of the Company pursuant to Chapter 2 of Part 13 of the Companies Act 2006 **HEREBY RESOLVE** as follows:

1. **THAT** the directors be and are hereby generally and unconditionally authorised in accordance with Section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot ordinary shares in the Company and to grant rights to subscribe for, or to convert any security into, ordinary shares in the Company ("**Rights**") up to an aggregate of 14,000,000,000 ordinary shares of £0.01 each provided that this authority shall expire on the date which is five years from the date of the resolution being passed, save that the Company shall be entitled to make offers or agreements before the expiry of such authority which would or might require ordinary shares to be allotted or Rights to be granted after such expiry and the directors shall be entitled to allot ordinary shares or grant Rights pursuant to any such offer or agreement as if this authority had not expired; and all unexercised authorities previously granted to the directors to allot ordinary shares or grant Rights be and are hereby revoked.

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.

FRIDAY



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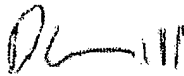
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COMPANIES HOUSE

Signed:



Name:

Diane Cougill

For and on behalf of:

Ardonagh Finco plc

Date:

13 July 2020

*[ASL Shareholder Resolution – ASL Subscription]*

## **Notes**

1. If you agree to the Resolutions, please indicate your agreement by signing and dating this document as indicated and returning a hard copy by hand or post, or scanned copy by email, to the Company.
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 falling 28 days after the Circulation Date for the Resolutions to pass 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.