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COMPANIES HOUSE

ARDONAGH MIDCO 2 PLC (the "Company")
(Company number 10679958)

MINUTES OF A GENERAL MEETING of the Company held [REDACTED] in the United Kingdom and by telephone conference on 18 May 2020 at 1.30pm GMT.

Present: Diane Cougill (Chairman)
John Tiner (as Corporate Representative of Ardonagh Midco 1 Limited)
David Ross
Clive Bouch
Patrick Butler
Vahe Dombalagian
Scot French
(the "**Directors**")

In attendance:

Observers:

1. CHAIRMAN

Diane Cougill was appointed as the Chairman of the meeting.

2. NOTICE AND QUORUM

2.1 It was noted that:

- 2.1.1 due notice of the meeting had been given, a notice convening the meeting (the "**Notice**") being produced to the meeting;
- 2.1.2 Ardonagh Midco 1 Limited ("**Midco 1**"), as sole member of the Company, had consented to the holding of the meeting at short notice;
- 2.1.3 the meeting was being held at the address of the corporate representative of Midco 1 and the Chairman and the other directors were attending the meeting by telephone conference as permitted under the articles of association of the Company (the "**Articles**") which incorporate Model Article 29 of the model articles of association for public companies contained in Schedule 3 to the Companies (Model Articles) Regulations 2008 (SI 2008 No 3229); and
- 2.1.4 the meeting was quorate in accordance with the Articles, and accordingly the meeting was declared open.

3. **AMENDMENTS TO ARTICLES**

3.1 The Chairman explained that the purpose of the meeting was to:

3.1.1 consider and, if thought fit, approve proposed amendments to [REDACTED]:

(A) the Articles;

[REDACTED] The Ardonagh Group Limited ("Topco") [REDACTED]

[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]

([REDACTED] the "Proposed Amendments");

3.1.2 [REDACTED]
[REDACTED]

(A) [REDACTED]
[REDACTED]

(B) [REDACTED]
[REDACTED]

3.2 [REDACTED]
[REDACTED]

[REDACTED]
[REDACTED]

[REDACTED]
[REDACTED]

[REDACTED]
[REDACTED]

[REDACTED] The Chairman explained that [REDACTED]
[REDACTED] the shareholders of Topco were considering the Proposed
Amendments and the Proposed Amendments were conditional upon approval of the

shareholders of Topco being received by way of shareholder written resolutions ("**Topco Shareholder Approval**").

4. **RESOLUTION**

IT WAS RESOLVED by Midco 1, as sole member of the Company, that the following resolutions be passed, resolution 1 as a special resolution and resolutions 2-4 as ordinary resolutions (and resolutions 3 and 4 being conditional on resolutions 1 and 2 having been passed and become effective) **THAT** conditional on Topco Shareholder Approval and with effect from the date of such approval:

- 4.1 the draft articles of association of the Company produced to the meeting be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association.

4.2

[REDACTED]

- 4.3 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 10,500,000,000 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.

4.4

[REDACTED]

5. **ANY OTHER BUSINESS**

There being no further business, the Chairman declared the meeting closed.

[signature page follows]