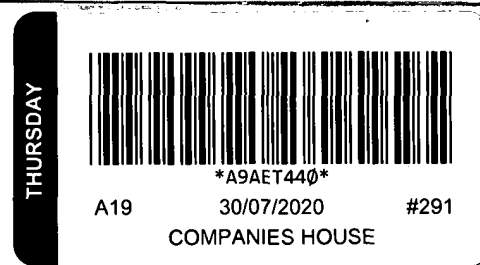


Company number: 3332314



PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

COMPASS UNDERWRITING LIMITED (the Company)

19th May 2020 2020 (the Circulation Date)

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

SPECIAL RESOLUTIONS

1. THAT the authorised share capital of the Company be increased from £4,000,000 to £5,000,000 by the creation of an additional 1,000,000 Ordinary Shares of £1.00 each.
2. THAT the authority to allot shares granted to the directors under section 551 of the Act (by Special Resolution passed on 22nd March 2019), and the associated disapplication of pre-emption rights under section 561(1) of the Act, be revoked.
3. THAT, in accordance with section 551 of the Act, the directors of the Company be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company (the Rights) up to an aggregate nominal amount of £1,100,000 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of the date of the passing of this resolution, save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This authority is in substitution for all previous authorities conferred on the directors in accordance with section 551 of the Act, but without prejudice to any allotment of shares or grant of Rights already made or offered or agreed to be made pursuant to such authority.

4. THAT, subject to the passing of resolution 3, and in accordance with section 570 of the Act, the directors be generally empowered to allot equity securities (as defined in

section 560 of the Act) pursuant to the authority conferred by resolution 3, as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall:

- 4.1 be limited to the allotment of equity securities up to an aggregate nominal amount of £1,100,000; and
- 4.2 expire on the fifth anniversary of the date of the passing of this resolution (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.
5. THAT the articles of association attached hereto be and are hereby adopted as the new articles of association of the Company in lieu of and to the exclusion of the existing articles of association.

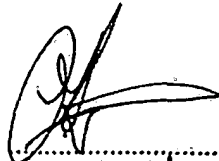
AGREEMENT

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

The undersigned, being all of the members entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions:


Signed by **ORTHO THOMAS DAVID BARNES**

Date


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19TH MAY 2020
.....

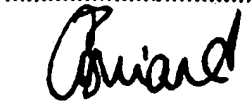
Signed by **KARI YANAI**

Date


.....
19TH MAY 2020
.....

Signed by **ANDREW EDMUND CHRISTIAN BRIANT**

Date


.....
19TH MAY 2020
.....

NOTES

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

By post: delivering the signed copy to Jane Saunders, Birketts LLP,
Brierly Place, New London Road, Chelmsford, Essex, CM2 0AP; or

By e-mail: by attaching a scanned copy of the signed document to an e-mail and sending it to jane-saunders@birketts.co.uk. Please enter "Compass Resolutions" in the e-mail subject box.

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.

2. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
3. Unless sufficient agreement has been received within 28 days of the Circulation Date for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us during the specified period. For the avoidance of doubt, the 28 day period includes the Circulation Date itself and the 28th day.
4. 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.
5. 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.