

TIG Topco Limited

(Company No. 117710)

29 January 2017 (the “**Circulation Date**”)

WRITTEN RESOLUTIONS of the holders of ordinary shares in TIG Topco Limited (the “**Company**”)

It is noted that the Company is proposing to launch a preemptive offer of new ordinary shares to certain of its existing shareholders pursuant to the provisions of clause 8.6 of the composite shareholders’ deed relating to the Towergate Group made between the Company and others dated 2 April 2015, as amended on 3 November 2015 (“**Shareholders’ Deed**”) and Article 4.2 of the articles of association of the Company (“**Articles**”) (“**Preemptive Offer**”). It is further noted that it is proposed for a term loan facility agreement to be entered into between, among others, TIG Finco plc (“**TIG Finco**”), TIG Midco Limited (“**TIG Midco**”), and Tango Investments, LLC (“**Facility**”) and proposed for TIG Finco to borrow £25,000,000 (such principal amount, including any capitalised and accrued interest thereon, being the “**Loan**”) pursuant to the Facility. In connection with such Loan, and subject to the proceeds of the Preemptive Offer being sufficient to repay the full amount of the Loan and immediately prior to the issue of new ordinary shares by the Company pursuant to the Preemptive Offer, it is proposed for TIG Midco and the Company to assume TIG Finco’s obligations to repay the Loan and in consideration for which TIG Finco is expected to issue up to 25,180,000 new ordinary shares of £1.00 each in TIG Finco to TIG Midco and TIG Midco is expected to issue up to 25,180,000 new ordinary shares of £0.01 each in TIG Midco that have an aggregate value (calculated on the basis of £0.01 nominal value £0.99 premium per share) of £25,180,000 to the Company, (the “**Loan Assumptions**”).

It is noted that pursuant to the Preemptive Offer, the Company will be required to increase its authorised share capital and, pursuant to the Loan Assumptions, TIG Midco will be required to increase its authorised share capital.

Pursuant to clause 6.1 and paragraph 1.1 of Part A, Schedule 3 of the Shareholders’ Deed and Article 11.5.1 and paragraph 1.1 of Part A, Appendix A of the Articles, any issue or creation of new ordinary shares in the Company, TIG Midco, or TIG Finco and any increase in the authorised share capital of the Company or TIG Midco must first be unanimously approved by Shareholder Supermajority Approval (being the approval of the holders of a majority of at least 85% of all Shares entitled to vote on a written shareholders’ resolution of the Company).

We, the undersigned, being a member of the Company who, at the date when the following resolutions are deemed passed, would be entitled to vote on such resolutions if the same were proposed at a duly convened general meeting of the Company, pursuant to Article 95 of the Companies (Jersey) Law 1991 and Article 11.5.2.2 of the Articles HEREBY RESOLVE that the resolutions in paragraph 1 below be passed as special resolutions and that all resolutions below be approved as Shareholder Supermajority Matters (as that term is defined in the Shareholders’ Deed) (the “**Resolutions**”):

1. TIG Topco - Increase of authorised share capital

THAT:

- (a) *the Company's authorised share capital be increased from £3,600,001.00 divided into 360,000,100 shares of £0.01 each to £4,200,001 divided into 420,000,100 shares of £0.01 each, such shares having the rights, and being subject to the obligations, set out in the Articles; and*

- (b) *accordingly, the memorandum of association of the Company be amended, with effect from the date hereof, by the deletion of the fourth paragraph thereof and the insertion in its place of the following:*

"NUMBER OF SHARES

The share capital of the Company is 4,200,001 divided into 420,000,100 shares of £0.01 each."

2. TIG Midco – Increase of authorised share capital

THAT TIG Midco's authorised share capital be increased from £3,000,000.98 divided into 300,000,098 shares of £0.01 each to £3,251,800.98 divided into 325,180,098 shares of £0.01 each, such shares having the rights, and being subject to the obligations, set out in TIG Midco's articles of association.

3. Allotment and issue of new ordinary shares in TIG Topco

THAT:

- (a) *pursuant to Article 11.5.1 and paragraph 1.1 of Part A, Appendix A of the Articles, and Clause 6.1 and paragraph 1.1 of Part A of Schedule 3 of the Shareholders' Deed, the directors be generally and unconditionally authorised and authorised to allot and issue up to 60,000,000 new ordinary shares of £0.01 each in the Company up to an aggregate nominal amount of £600,000 (including 40,000,000 new ordinary shares of £0.01 each in the Company up to an aggregate nominal amount of £400,000 but for a subscription price of £1.00 per each new ordinary share in the Company pursuant to the Preemptive Offer) in accordance with the terms of the Shareholders' Deed (the "Shares"); and*
- (b) *the Directors of the Company be generally and unconditionally authorised to allot the Shares, provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 31 March 2018.*

4. Allotment and issue of new ordinary shares in TIG Midco

THAT, pursuant to Article 11.5.1 and paragraph 1.1 of Part A, Schedule 1 of the Articles and Clause 6.1 and paragraph 1.1 of Part A of Schedule 3 of the Shareholders' Deed, the allotment, issue and creation of up to 25,180,000 new ordinary shares of £0.01 each (that have a value (calculated on the basis of £0.01 nominal value £0.99 premium per share) of £25,180,000) in TIG Midco to the Company is hereby approved, and any director of the Company be generally and unconditionally authorised to issue any certificates or sign any documents required to give effect to this resolution.

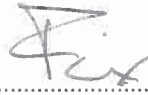
5. Allotment and issue of new ordinary shares in TIG Finco

THAT, pursuant to Article 11.5.1 and paragraph 1.1 of Part A, Schedule 1 of the Articles and Clause 6.1 and paragraph 1.1 of Part A of Schedule 3 of the Shareholders' Deed, the allotment, issue and creation of up to 25,180,000 new ordinary shares of £1.00 each in TIG Finco to TIG Midco is hereby approved, and any director of the Company be generally and unconditionally authorised to issue any certificates or sign any documents required to give effect to this resolution.


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.


[signature page follows]


		Signature:
	Signed on behalf of: Sentry Holdings Limited	
	Date	29 January 2017


199,904,686 Votes in Favour, No Abstentions or Votes Against as at
8.00pm (GMT) on 29.01.2017


		Signature:
	<p>Signed on behalf of:</p> <p>AP Mezzanine Partners II, L.P. By: HPS Mezzanine Partners II, LLC as investment manager By: HPS Investment Partners, LLC its sole and managing member</p> <p>Date</p>	 29 January 2017


		Signature:
	<p>Signed on behalf of:</p> <p>Mezzanine Partners - Offshore Investment Master Fund II, L.P. By: HPS Mezzanine Partners II, LLC as investment manager By: HPS Investment Partners, LLC its sole and managing member</p> <p>Date</p>	 <p>..... 29 January 2017</p>

		Signature:
	Signed on behalf of: Mezzanine Partners - Offshore Investment Master Fund, L.P. By: HPS Mezzanine Partners II, LLC as investment manager By: HPS Investment Partners, LLC its sole and managing member Date	 29 January 2017

		Signature:
	Signed on behalf of: Mezzanine Partners II, L.P. By: HPS Mezzanine Partners II, LLC as investment manager By: HPS Investment Partners, LLC its sole and managing member Date	 29 January 2017


		Signature:
	Signed on behalf of: Mezzanine Partners, L.P. By: HPS Mezzanine Partners II, LLC as investment manager By: HPS Investment Partners, LLC its sole and managing member Date	 29 January 2017

		Signature:
	Signed on behalf of: Institutional Mezzanine Partners II, L.P. By: HPS Mezzanine Partners II, LLC as investment manager By: HPS Investment Partners, LLC its sole and managing member Date	 29 January 2017


		Signature:
	Signed on behalf of: Institutional Mezzanine Partners, L.P. By: HPS Mezzanine Partners II, LLC as investment manager By: HPS Investment Partners, LLC its sole and managing member Date	 29 January 2017


		Signature:
	Signed on behalf of: Tango Investments, LLC	
	Date 29 January 2017


		Signature:
	Signed on behalf of: Corporate Capital Trust, Inc Date 29 January 2017	


		Signature:
	Signed on behalf of: Kearny Investors S.A.R.L. Date 29 January 2017	


		Signature:
	Signed on behalf of: KKR - PBPR Capital Partners L.P.	
	Date	29 January 2017


		Signature:
	Signed on behalf of: KKR Corporate Credit Partners L.P.	
	Date	29 January 2017


		Signature:
	Signed on behalf of: KKR Credit Relative Value Master Fund L.P.	
	Date	29 January 2017


		Signature:
	Signed on behalf of: KKR Debt Investors II (2006) (Ireland) L.P.	
	Date	29 January 2017

		Signature:
	Signed on behalf of: KKR Income Opportunities Fund	
	Date	29 January 2017

		Signature:
	Signed on behalf of: Lyon Investors S.A.R.L.	
	Date	29 January 2017

		Signature:
	Signed on behalf of: Maryland State Retirement and Pension System	
	Date	29 January 2017

		Signature:
	Signed on behalf of: Oregon Public Employees Retirement Fund	
	Date	29 January 2017

		Signature:
	Signed on behalf of: Presidio Investors Limited	
	Date29 January 2017.....

		Signature:
	Signed on behalf of: Valencia Investors Limited	
	Date	29 January 2017

Notes

1. If you agree to the Resolutions, please indicate your agreement by signing and dating this document as indicated and returning it to the Company using one of the following methods:
 - By hand or by post: signed copy to be delivered/sent to Crestbridge at 47 Esplanade, St Helier, Jersey, JE1 0BD, FAO Rebecca Rioda; or
 - By e-mail: scanned copy of the signed document to be attached to an email and sent to TOWERGATE.JSY@crestbridge.com with “TIG Topco Limited – shareholder written resolution” in the 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. Your agreement to the Resolutions, once indicated, may not be revoked.
3. If sufficient agreement has not been received by the date that is 28 days from the Circulation Date then the Resolutions will lapse.
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.