

WRITTEN RESOLUTION OF THE MEMBERS OF

TIG TOPCO LIMITED

(the "Company")

(Registered in Jersey under number 117710)

Pursuant to s95 of the Companies (Jersey) Law 1991, as amended

Passed the day of 2017

Circulation Date: 27 February 2017

Pursuant to s95 of the Companies (Jersey) Law 1991, as amended, article 11.5.2 of the Company's Articles of Association (the "**Articles**") and clause 6.1 of the Composite Shareholders Deed relating to the Towergate Group dated 2 April 2015 (the "**Shareholders' Agreement**"), the Directors of the Company propose that the following resolutions be passed as special resolutions (together, the "**Resolutions**").

Words and expressions used in the Shareholders' Agreement shall have the same meaning when used herein, unless otherwise defined.

SPECIAL RESOLUTIONS

THAT a variation be made to Article 12.2.3.1 of the Company's Articles of Association by adding the following words to the end of Article 12.2.3.1:

"or (but without double counting), where such Look-Through Shareholder, together with its concert parties and its and their Affiliates, (i) is one of the three largest holders by Look-Through Shareholder Equity Percentage of Shares, and (ii) holds more than 8% of the Shares on a Look-Through Basis"

THAT an amendment be made to Article 14.2.1 of the Articles by adding the following words at the end of Article 14.2.1:

"In addition (but without double counting), the Look-Through Shareholder who, together with its concert parties and its and their Affiliates, is one of the four largest holders by Look-Through Shareholder Equity Percentage of Shares may appoint (and remove or replace following such appointment) an Observer for so long as such Look-Through Shareholder, together with its concert parties and its and their Affiliates, holds more than 4% of the Shares on a Look-Through Basis"

AGREEMENT

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

To signify your agreement to some or all of the Resolutions, please indicate that this is the case by marking the appropriate box with an 'X'. If no indication is given in respect of any Resolution, it will be deemed that you have abstained from voting and do not therefore consent to the Resolution in question.

The undersigned, being a person entitled to vote on the Resolutions, hereby irrevocably approves and agrees to the Resolutions marked with an 'X':

NOTES

1 Background to the Resolution

Pursuant to clause 17.1(i) of the Shareholders Agreement, 95% of the Look-Through Shareholders holding shares on a Look-Through Basis have agreed to amend the terms of the Shareholders' Agreement in relation to the eligibility of Look-Through Shareholder to appoint Investor Directors and Observers.

The Articles now need to be aligned with the newly amended Shareholders Agreement. Pursuant to Clause 1.1 of Part A of Schedule 3 of the Shareholders' Deed, the amendments will require Shareholder Supermajority Consent of 85%, and this consent is now being sought.

2 General

If you agree with a Resolution, please indicate your agreement as indicated above and return this document to the Company by 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 Riota; 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.

The Resolutions will be deemed to be delivered on the date on which they are received by the Company.

If you do not agree to any of the Resolutions, you do not need to do anything: you will not be deemed to agree to any of the Resolutions if you fail to reply.

Once you have indicated your agreement to all or some of the Resolutions, you may not revoke your agreement.

If any Resolution is not passed by 23.59 on 26 March 2017 that Resolution will lapse.
