

WRITTEN RESOLUTIONS OF THE MEMBERS OF

TIG TOPCO LIMITED

(the "Company")

(Registered in Jersey under number 117710)

Circulation Date: 16 March 2017

Pursuant to Article 95ZA of the Companies (Jersey) Law 1991, as amended and article 11.5.2.2 of the Company's articles of association, as at the Circulation Date of these written resolutions (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 resolutions 1 and 2 below be passed as special resolutions (together, the "**Special Resolutions**") and resolution 3 below be passed as an ordinary resolution (the "**Ordinary Resolution**" and together with the Special Resolutions, the "**Resolutions**").

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

SPECIAL RESOLUTIONS

1. **THAT** the Company's authorised share capital be increased from £4,200,001 divided into 420,000,100 shares of £0.01 each to £4,201,501 divided into 420,150,100 shares of £0.01 each, such shares having the rights, privileges and restrictions attaching to such shares as set out in the Articles.
2. **THAT** the Company alter its memorandum of association by deleting Clause 4 of the memorandum of association and replacing it with the following new Clause 4:

"Number of Shares

The share capital of the Company is £4,201,501 divided into 420,000,100 ordinary shares of £0.01 each and 150,000 MIP shares of £0.01 each."

ORDINARY RESOLUTION

3. **THAT**, subject to and conditional upon the passing of resolutions 1 and 2 above, the Directors of the Company be generally and unconditionally authorised to allot the shares and that all prior approvals and actions of the Shareholders and Directors of the Company with regards to the authorisation and allotment of any MIP Shares or other shares and the establishment of the Management Incentive Plan be hereby ratified and approved.

AGREEMENT

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

These written resolutions may be signed in any number of counterparts and delivered to the Company, all of which taken together constitute one and the same instrument.

The undersigned, being a person entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably approves and agrees to the Resolutions.

[Signature pages have been distributed to shareholders with the Resolutions on the Circulation Date. Replacement pages are available to shareholders on request; please contact the Company's Registrar at TOWERGATE.JSY@crestbridge.com]

NOTES

1 Background to the Resolutions

Pursuant to clause 6.1 and paragraph 1.1 of Part A, Schedule 3 of the Composite Shareholders Deed relating to the Towergate Group dated 2 April 2015 and Article 11.5.1 and paragraph 1.1 of Part A, Appendix A of the Articles, any increase in the authorised share capital of the Company 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 written shareholders' resolutions of the Company).

2 General

If you agree to all of the Resolutions, please indicate your agreement as indicated by signing and dating the Resolutions where indicated (you can choose to agree to all of the Resolutions or none of them but you cannot agree to only some of the Resolutions) 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 – shareholders' written resolutions" 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.

By signing the Resolutions you are irrevocably agreeing to vote all of your eligible shares held in respect of each the Resolutions and votes shall be counted on the basis of the number of eligible shares held by you and not on the basis of one vote per shareholder. Once you have indicated your agreement to all of the Resolutions, you may not revoke your agreement.

The Resolutions shall be passed on the earliest date upon which shareholders (whose names are entered in the register of members of the Company as the holder of eligible shares) holding a sufficient number of eligible shares to constitute the requisite majority of votes have consented to the Resolutions by signed counterparts in the manner described above. In accordance with the Articles, for the purposes of resolutions 1 - 3 this majority is 85% of eligible shares.

Unless by the end of the period of 28 days beginning with the Circulation Date (the "**Lapse Date**"), sufficient signed Resolutions have been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before the Lapse Date.

If an attorney or representative is signing on behalf of more than one person they may append one or more documents to this instrument specifying on whose behalf they are signing.