

TIG Topco Limited
(Company No. 117710)
(the “Company”)

11 April 2017 (the “**Circulation Date**”)

**WRITTEN RESOLUTION OF THE HOLDERS OF ORDINARY SHARES IN THE
COMPANY**

It is noted that on 1 July 2016 Bravo Investment Holdings 3 Limited, an indirect subsidiary of the Company (“**BIHL 3**”) had entered into a sale and purchase agreement amongst BIHL 3, Broker Network Holdings Limited (“**BNHL**”) and Towergate Insurance Limited (“**TIL**”) relating to the sale and purchase of the entire issued share capital of Countrywide Insurance Management Limited, a company incorporated in England and Wales with registered number 01992860 and The Broker Network Limited, a company incorporated in England and Wales with registered number 02906084 (the “**Bravo SPA**”).

It is noted that on 2 April 2015, the Company, TIG Midco Limited (“**TIG Midco**”), TIG Finco PLC (“**TIG Finco**”) and TIL, amongst others, entered into a composite shareholders’ deed relating to the Towergate Group, as amended on 3 November 2015 and 29 January 2017 (the “**SHD**”) pursuant to which certain actions involving direct and indirect subsidiaries of TIG Topco require a Shareholder Simple Majority Approval (as defined in the SHD). It was further noted that the articles of association of each of the Company, TIL, TIG Midco and TIG Finco further require Shareholder Simple Majority Approval or Reserved Matter Consent (as applicable) (each as defined in the articles of association of each of the Company, TIL, TIG Midco and TIG Finco, respectively).

It is noted that BIHL 3, BNHL and TIL propose to amend the contingent consideration provisions of the Bravo SPA in accordance with the terms of an amendment agreement related thereto. Pursuant to article 2.3 in Part B, Appendix A of the articles of association of the Company (the “**Articles**”), majority approval of the shareholders of the Company is required in connection therewith.

We, the undersigned, being a member of the Company who, at the date when the following resolution is deemed passed, would be entitled to vote on such resolution 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 resolution below be approved by Shareholder Simple Majority Approval (the “**Resolution**”):

THAT the Company approve the amendment of the Bravo SPA in accordance with the provisions of the draft Bravo SPA amendment agreement in the form attached to this written resolution.

Please read the notes accompanying this document before you signify your agreement to the Resolution.

The undersigned being a person entitled to vote on the Resolution on the Circulation Date hereby irrevocably agrees to the Resolution.

[signature page follows]

Signed:

for and on behalf of

.....

Date:

.....

Notes

1. If you agree to the Resolution, 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 Resolution you do not need to do anything; you will not be deemed to agree if you fail to reply.

2. Your agreement to the Resolution, 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 Resolution 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.

APPENDIX

SPA AMENDMENT AGREEMENT