

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

8 May 2017 (the “**Circulation Date**”)

**WRITTEN RESOLUTIONS OF THE HOLDERS OF ORDINARY SHARES IN 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 (the “**Jersey Companies Law**”) and article 11.5.2.2 of the Articles of Association of the Company (the “**Articles**”) **HEREBY RESOLVE** that the resolutions in paragraphs 1, 2, and 9 below be passed as special resolutions and as Shareholder Supermajority Matters (as that term is defined in the Composite Shareholders deed relating to the Towergate Group originally dated 2 April 2015 and as amended or restated from time to time (the “**Shareholders’ Deed**”)), paragraph 3 below be passed as a Shareholder Simple Majority Matter and paragraphs 4, 5, 6, 7 and 8 be passed as Shareholder Supermajority Matters (the “**Resolutions**”):

1. Company – Increase of authorised share capital

THAT pursuant to Article 38(1)(a) of the Jersey Companies Law, the Company's authorised share capital be increased from £42,000,010 divided into 420,000,100 shares of £0.01 each to £88,000,010 divided into 880,000,100 shares of £0.01 each, by the creation of 460,000,000 shares of £0.01 each, having the rights, and being subject to the restrictions specified in the new articles of association of the Company adopted pursuant to resolution 2 below, and that, accordingly, paragraph 4 of the Company's memorandum of association shall be deleted and replaced with the following as a new paragraph 4:

"NUMBER OF SHARES

The share capital of the Company is £88,000,010 divided into 880,000,100 shares of £0.01 each."

2. Company – Adoption of new memorandum and articles of association

THAT the memorandum and articles of association attached to these written resolutions at Appendix 1 (incorporating the amendments made pursuant to resolution 1 above) be approved and adopted as the memorandum and articles of association of the Company in substitution for, and to the exclusion of, the existing memorandum and articles of association.

3. Company – Acquisition of assets with fair market value exceeding £15,000,000

THAT entry into the SPA and completion of the Nevada Acquisition, which would constitute an acquisition of assets with a fair market value exceeding £15,000,000 for the purposes of the provisions of paragraph 2.4(i) of Part B, Schedule 3 of the Shareholders’ Deed and paragraph 2.4.1 of Part B, Appendix A of the Articles, be approved.

4. Company – Issue of CECs and subsequent conversion of CECs into New Shares

THAT, 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.

- (a) entry by the Company into the Convertible Equity Certificates Instrument and the issue by the Company of CECs in relation to the Nevada Acquisition be approved; and*
- (b) the directors be generally and unconditionally authorised to allot and issue up to 452,927,234 new ordinary shares of £0.01 each in the Company up to an aggregate nominal amount of £45,292,723.40 at an issue price of £1.00 per each new ordinary shares, on conversion of the CECs in accordance with the terms of the Convertible Equity Certificates Instrument.,*

5. TIG Midco, TIG Finco and TIL – Adoption of new articles of association

THAT the Company approve the adoption of new articles of association by TIG Midco, TIG Finco and TIL, each in substitution for their respective existing articles of association, in the forms as attached as Appendices 2 to 4 to this written resolution.

6. Allotment and issue of new ordinary shares in Nevada HoldCo 1

THAT, pursuant to 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 25,493,792,867 new ordinary shares of £0.01 each in Nevada HoldCo 1 to the Company is hereby approved, and any director be generally and unconditionally authorised to issue any certificates or sign any documents required to give effect to this resolution.

7. Allotment and issue of new ordinary shares in Nevada HoldCo 2

THAT, pursuant to 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 25,493,792,867 new ordinary shares of £0.01 each in Nevada HoldCo 2 to Nevada HoldCo 1 is hereby approved, and any director be generally and unconditionally authorised to issue any certificates or sign any documents required to give effect to this resolution.

8. Allotment and issue of new ordinary shares in Nevada HoldCo 3

THAT, pursuant to 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 25,493,792,867 new ordinary shares of £0.01 each in Nevada HoldCo 3 to Nevada HoldCo 2 is hereby approved, and any director be generally and unconditionally authorised to issue any certificates or sign any documents required to give effect to this resolution.

9. Change of Company name

THAT the Company's name be changed from TIG Topco Limited to KIRS Group Limited.

For the purposes of the Resolutions:

“CECs” means the convertible equity certificates constituted by the Convertible Equity Certificates Instrument;

“Convertible Equity Certificates Instrument” means an instrument proposed to be entered into by the Company constituting convertible equity certificates up to a maximum nominal amount of

£452,927,234.20 which upon the occurrence of certain events would automatically convert into new ordinary shares in the Company;

“Nevada Acquisition” means the proposed purchase by the Company of the entire issued share capital of Nevada Investments Topco Limited pursuant to the terms of the SPA;

“Nevada Holdco 1” means Nevada Investment Holdings 5 Limited;

“Nevada Holdco 2” means Nevada Investment Holdings 6 Limited;

“Nevada Holdco 3” means Nevada Investment Holdings 7 Limited; and

“SPA” means a share purchase agreement proposed to be entered into (subject to the passing of these Resolutions) between (i) Mezzanine Partners II, L.P.; (ii) AP Mezzanine Partners II L.P.; (iii) Mezzanine Partners – Offshore Investment Master Fund II, L.P.; (iv) Institutional Mezzanine Partners II, L.P.; (v) Tango Investments, LLC and (vi) the Company.

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 pages follow]

Signed:

for and on behalf of

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Date:

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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.

APPENDIX 1

THE NEW MEMORANDUM AND ARTICLES OF ASSOCIATION OF TIG TOPCO

APPENDIX 2

TIG MIDCO ARTICLES

APPENDIX 3

TIG FINCO ARTICLES

APPENDIX 4

TIL ARTICLES

APPENDIX 5

CONVERTIBLE EQUITY CERTIFICATES INSTRUMENT