

TOWERGATE UNDERWRITING GROUP LIMITED

Company No.
4043759

The Companies Act 2006

On the 23 November 2017 the following Written Resolutions were approved by the eligible members pursuant to sections 288 to 300 of the Companies Act 2006

ORDINARY RESOLUTION

1. AUTHORITY TO ALLOT

THAT, in accordance with section 551 of the Companies Act 2006 ("CA2006"), the Directors of the Company be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £34,000,000.00 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 31 December 2017 save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the Directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This authority revokes and replaces all unexercised authorities previously granted to the Directors but without prejudice to any allotment of shares already made or offered or agreed to be made pursuant to such authorities.

SPECIAL RESOLUTION

2. DIS-APPLICATION OF PRE-EMPTION RIGHTS

THAT, subject to the passing of resolution 1 and, in accordance with section 570 of the CA2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA2006) pursuant to the authority conferred by resolution 1, as if section 561(1) of the CA2006 did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities up to an aggregate nominal amount of £34,000,000.00.

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Secretary *J. H. Gray*

WEDNESDAY



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