

SABRE INSURANCE GROUP PLC

(Incorporated and Registered in England and Wales with Registered Number 10974661)

(the “**Company**”)

RESOLUTIONS PASSED AT AGM

Sabre Insurance Group plc’s Annual General Meeting was held at Sabre Offices, Old House, South Street, Dorking, RH4 2YY on Thursday 23 May 2019 at 10.00 a.m.

At the Annual General Meeting each of the following Resolutions was duly proposed and, following a poll, was passed by the requisite majority:

Ordinary resolutions

1. THAT the financial statements of the Company, together with the Directors’ reports and the auditors’ report thereon, for the financial year ended 31 December 2018 be received and adopted.
2. THAT the Directors’ Remuneration Report for the financial year ended 31 December 2018 (other than the part containing the Directors’ Remuneration Policy) set out in the Annual Report and Accounts for the financial year ended 31 December 2018 be approved.
3. THAT a final dividend of 6.8 pence per ordinary share in respect of the financial year ended 31 December 2018 be declared.
4. THAT a special dividend of 6.0 pence per ordinary share be declared.
5. THAT Patrick Snowball be re-elected as a Director of the Company.
6. THAT Geoff Carter be re-elected as a Director of the Company.
7. THAT Adam Westwood be re-elected as a Director of the Company.
8. THAT Catherine Barton be re-elected as a Director of the Company.
9. THAT Rebecca Shelley be re-elected as a Director of the Company.

10. THAT Ian Clark be re-elected as a Director of the Company.
11. THAT Andrew Pomfret be re-elected as a Director of the Company.
12. THAT Ernst & Young LLP be reappointed as auditor of the Company to hold office until the end of the next annual general meeting at which annual accounts are laid before the Company.
13. THAT the Directors be authorised to fix the remuneration of the Company's auditor.
14. THAT in accordance with section 366 of the Companies Act 2006 (the "Act"), the Company and its subsidiaries be and are hereby authorised, in aggregate, to:
 - (a) make political donations to political parties and/or independent election candidates, not exceeding £100,000 in total;
 - (b) make political donations to political organisations other than political parties, not exceeding £100,000 in total; and
 - (c) incur political expenditure, not exceeding £100,000 in total,such authorities to expire at the conclusion of the annual general meeting of the Company to be held in 2020 or, if earlier, on 30 June 2020. For the purposes of this resolution the terms "political donation", "political parties", "independent election candidates", "political organisation" and "political expenditure" have the meanings given by sections 363 to 365 of the Act.
15. THAT, in accordance with section 551 of the Companies Act 2006 (the "Act"), the Directors be and are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot shares in the capital of the Company and to grant rights to subscribe for, or to convert any security into, shares in the capital of the Company ("Rights"):
 - (a) up to a maximum aggregate nominal amount of £83,333 (such amount to be reduced by the aggregate nominal amount of any allotments of shares and grants of Rights made pursuant to the authority in sub-paragraph 15(b) below in excess of £83,333); and
 - (b) comprising equity securities (as defined in section 560 of the Act) up to a maximum aggregate nominal amount of £166,666 (such amount to be reduced by the aggregate

nominal amount of any allotments of shares and grants of Rights made pursuant to the authority in sub-paragraph 15(a) above) in connection with an offer by way of a rights issue:

- (i) to holders of ordinary shares of £0.001 each in the capital of the Company in proportion (as nearly as may be practicable) to their respective holdings; and
- (ii) to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,

and the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or the requirements of any regulatory body or stock exchange or any other matter (including any such problems arising by virtue of equity securities being represented by depository receipts), such authorities to expire at the conclusion of the annual general meeting of the Company to be held in 2020 or, if earlier, on 30 June 2020 but so that, in each case, the Company may make offers or agreements before the authority expires which would or might require shares in the capital of the Company to be allotted or Rights to be granted after the authority expires and the Directors may allot shares in the capital of the Company or grant Rights in pursuance of any such offer or agreement notwithstanding that the authority has expired.

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

Special resolutions

16. THAT the Directors be and are hereby generally empowered pursuant to sections 570 and 573 of the Companies Act 2006 (the "Act") to allot equity securities (as defined in section 560 of the Act) (including the grant of rights to subscribe for, or to convert any securities into, ordinary shares of £0.001 each in the capital of the Company ("Ordinary Shares")) for cash pursuant to any authority for the time being in force under section 551 of the Act or by way of a sale of treasury shares (as defined in section 560(3) of the Act) as if section 561(1) of the Act did not apply to any such allotment or sale, provided such authority is limited to the allotment of equity securities and the sale of treasury shares for cash:

- (a) in connection with or pursuant to a rights issue, open offer or other pre-emptive offer in favour of holders of Ordinary Shares ("Ordinary Shareholders") on the register of members on

a date fixed by the Board where the equity securities respectively attributable to the interests of all such Ordinary Shareholders are proportionate (as nearly as may be practicable) to the respective numbers of Ordinary Shares held by them on that date (subject to such exclusions or other arrangements as the Board may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter whatsoever); and

(b) otherwise than pursuant to sub-paragraph (a) above, up to an aggregate nominal amount of £12,500,

such authorities to expire at the conclusion of the annual general meeting of the Company to be held in 2020 or, if earlier, on 30 June 2020 but so that, in each case, the Company may make offers, and enter into agreements, which would or might require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired. This Resolution revokes and replaces all unexercised authorities previously granted to the Directors to allot equity securities and grant rights to subscribe for equity securities as if section 561(1) of the Act did not apply but without prejudice to any allotment of equity securities or grant of rights to subscribe already made, offered or agreed to be made pursuant to such authorities.

17. THAT, in addition to any authority granted pursuant to Resolution 16 proposed at the 2019 Annual General Meeting, the Directors be and are hereby generally empowered pursuant to sections 570 and 573 of the Companies Act 2006 (the "Act") to allot equity securities (as defined in section 560 of the Act) (including the grant of rights to subscribe for, or to convert any securities into, ordinary shares of £0.001 each in the capital of the Company ("Ordinary Shares")) for cash pursuant to any authority for the time being in force under section 551 of the Act or by way of a sale of treasury shares (as defined in section 560(3) of the Act), as if section 561(1) of the Act did not apply to any such allotment or sale, provided that this power shall be:

(a) limited to the allotment of equity securities and the sale of treasury shares for cash up to an aggregate nominal amount of £12,500; and

(b) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of

Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of notice of this resolution, such authority to expire at the conclusion of the annual general meeting of the Company to be held in 2020 or, if earlier, on 30 June 2020 but so that the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

18. THAT the Company be, and is hereby, generally and unconditionally authorised for the purpose of section 701 of the Companies Act 2006 to make one or more market purchases (within the meaning of section 693(4) of the Companies Act 2006) of ordinary shares of £0.001 each in the capital of the Company (“Ordinary Shares”) upon such terms and in such manner as the Directors of the Company shall determine, provided that:

- a. the maximum aggregate number of Ordinary Shares authorised to be purchased is 25,000,000;
- b. the minimum price (exclusive of expenses) which may be paid for an Ordinary Share is £0.001 per share;
- c. the maximum price (exclusive of expenses) which may be paid for an Ordinary Share cannot be more than an amount equal to the higher of:
 - i. an amount equal to 105% of the average closing middle market prices for an Ordinary Share, as derived from the London Stock Exchange Daily Official List, for the five business days immediately prior to the day on which an Ordinary Share is contracted to be purchased; and
 - ii. an amount equal to the higher of the price of the last independent trade and the highest current independent bid for an Ordinary Share on the trading venue where the purchase is carried out, as stipulated by the Regulatory Technical Standards adopted by the European Commission pursuant to Article 5 (6) of the Market Abuse Regulations,

and unless previously renewed, varied or revoked, the authority hereby conferred shall expire at the conclusion of the annual general meeting of the Company to be held in 2020 or, if earlier, on 30 June 2020 but the Company may make a contract or contracts to purchase Ordinary Shares under this authority prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority and may make a

purchase of Ordinary Shares in pursuance of any such contract or contracts.

19. THAT a general meeting of the Company (other than an annual general meeting) may be called on not less than 14 clear days' notice, provided that this authority shall expire at the conclusion of the annual general meeting of the Company to be held in 2020.

Anneka Kingan

Company Secretary

Sabre Insurance Group plc