

## **PART 4: VOTING FORMS AND INSTRUCTIONS FOR COMPLETION**

Please note that the defined terms in capital letters contained within these guidance notes and instructions bear the meanings given to them in the Scheme, unless the context otherwise requires.

### **Introduction**

If you are a Scheme Creditor you will be entitled to attend and vote, either in person (which includes in the case of a corporation, partnership or other unincorporated body, sending a duly authorised representative) or by proxy, at the relevant meeting of Scheme Creditors summoned to consider the Scheme (the "**Scheme Meetings**"). You may appoint any person as your proxy, whether or not that person is a Scheme Creditor.

This document contains at page 84 an example of the Voting Forms for use at each of the Scheme Meetings. In the case of the Scheme Meeting for Scheme Creditors in respect of Unmatured Claims, the Voting Form comprises:

1. A form of proxy; and
2. A Claims Table.

You are urged to complete the Voting Form and return it, whether or not you intend to appoint a proxy.

In the case of the Scheme Meeting for Scheme Creditors in respect of Existing Scheme ESLs, the Voting Form comprises a form of proxy only. You are urged to complete the proxy form and return it whether or not you intend to appoint a proxy. The Scheme Company will enter the Existing Scheme ESL according to its records in the proxy form for Scheme Creditors with Existing Scheme ESLs. If you have not had your Existing Scheme ESL added to your proxy, or you have any questions about the information provided, you should contact the Scheme Manager at the address and contact details given under "**Further Information**" below.

Detailed instructions for completing the Voting Forms appear on pages 84 to 85, and some general guidance follows. You are urged to allow sufficient time before the relevant Scheme Meeting to research the information required to check and if applicable complete or amend the Voting Form.

Please ensure that you address all the parts of the Voting Form, indicating those parts which are not relevant to you.

### **The Form of Proxy**

If you do not wish to attend the Scheme Meeting in person, you may appoint the chairman of the Scheme Meeting, or some other person, as your proxy to represent you at the Scheme Meeting. A Scheme Creditor's proxy must attend the Scheme Meeting if that Scheme Creditor's vote is to be counted. Please note that corporations can only attend the Scheme Meeting by proxy or duly authorised representative.

It is particularly important that you sign the front page of the form of proxy indicating by your signature whether you are voting, or instructing the person appointed as your proxy to vote, for or against the Scheme. If you appoint the chairman as proxy they will be entitled to appoint another person to act as proxy in their place.

A Scheme Creditor whose only Scheme Claim is for an Unmatured Claim should also indicate their estimate of the aggregate value of their Scheme Claim, in accordance with the instructions on the form of proxy. The Scheme Company will insert the Existing Scheme ESLs according to its records for Scheme Creditors with Existing Scheme ESLs. If you have both Unmatured Claims and Existing Scheme ESLs you are required to submit separate forms of proxy for each. If you have any questions you should contact the Scheme Manager at the address and contact details given under "**Further Information**" below.

### **The Claims Table – Scheme Creditors with Unmatured Claims only**

You should enter details of your Scheme Claim in the in the Claims Table, furnishing supporting evidence for these claims in accordance with the instructions on the Claims Table. In the absence of supporting information, if there is a conflict between your valuation of your Scheme Claim and its valuation according to the Scheme Company's records, the chairman is likely to take the Scheme Company's valuation for voting purposes.

Your broker or other intermediary may be able to provide information concerning Insurance Contracts under which you may have a Scheme Claim against the Scheme Company.

Please ensure that you correctly identify any Insurance Contract(s) on your Claims Table in respect of which you intend to submit a Scheme Claim for voting purposes. Before admitting your Scheme Claim to vote at the relevant Scheme Meeting, the chairman of the Scheme Meeting will be obliged to satisfy himself that your Scheme Claim is reasonable. If you do not specify the Scheme Company's reference number for each of the Insurance Contracts under which your Claim arises, the chairman may not be able to satisfy himself that your Scheme Claim is reasonable, and accordingly may not be able to admit your Scheme Claim for voting purposes.

In order to identify any applicable Scheme Company reference number, you should in the first instance refer to the schedule of insurance (also known as the policy or coverage schedule), which forms part of the policy document or cover note produced to you by your insurance broker or other intermediary evidencing the Insurance Contract or otherwise. The schedule of insurance may bear one or more reference numbers.

It will be of assistance if you would furnish copies of the policy schedule or cover note and the schedule of insurance with the particulars of your Scheme Claims in accordance with the instructions contained in the Claims Table.

### **Valuation of claims for voting purposes**

Scheme Claims against the Scheme Company other than claims for Existing Scheme ESLs ("**Unmatured Claims**") will be admitted for voting purposes at an estimated amount, less the amount of any known Security (other than the Marsh Mac LOC) and applicable set-off details of which are included by you in the Claims Table.

Scheme Creditors with Unmatured Claims which are disputed by the Scheme Company will be eligible to attend and vote at the relevant Scheme Meeting. The decision as to the value to be placed on their Scheme Claim for voting purposes will be made by the chairman of the Scheme Meeting. The admission of a Scheme Claim for voting purposes at the Scheme Meeting is without prejudice to the right of the Scheme Company to dispute any such Scheme Claim.

The chairman of the Scheme Meeting will consider whether or not a Scheme Creditor's estimate of the value of its Unmatured Claims are reasonable before they are admitted for voting purposes.

The admission of an Unmatured Claim for voting purposes does not constitute an admission of the existence or amount of any Liability of the Scheme Company and will not bind the Scheme Administrators, the Scheme Company or Scheme Creditors. Estimates of Unmatured Claims, whether by Scheme Creditors or by the chairman of the Scheme Meeting, will not be taken into account in calculating payments under the Scheme, will be used for voting purposes only. The exception to this is where the Scheme Creditor elects to have its Claims Table treated as a Claim Form under the Scheme, or returns a Claims Table without making that election and subsequently fails to submit a Claim Form. In both those cases, estimates included in the Claims Table will be used for the purposes of agreeing the Scheme Creditor's claims under the Scheme.

Scheme Claims not denominated in US Dollars will be converted at the mid-market rate of exchange between the two currencies as quoted by The Financial Times at close of business (London time) on the last Business Day before the Scheme Meeting, or if no such rate is published, the closing mid-market rate of exchange between the two currencies as quoted by Barclays Bank PLC on that date and if no such rate is available, such rate as may reasonably be selected by the Scheme Administrators.

You should consult your own legal adviser as to the consequences for you, in the event of any litigation in which you may be, or may become involved, of furnishing particulars of your Scheme Claim for the purposes of voting on the Scheme.

### **Return of the Voting Form**

When complete, the Voting Form should be returned to PRO Insurance Solutions Limited marked for the attention of Stephanie Wilton either by: (a) mail to Southgate House, Southgate Street, Gloucester, GL1 1UB, United Kingdom; or (b) email to [stephanie.wilton@pro-global.com](mailto:stephanie.wilton@pro-global.com), to be received by 5:00 p.m. (London time) on 15 December 2023, (although if not so returned it may be handed in at the registration desk at the Scheme Meeting prior to commencement of the Scheme Meeting). An e-mailed copy of a Voting Form will only be accepted if legible.

### **Further information**

If you have any questions concerning the completion of the Voting Form or have any questions concerning the proposed Scheme, please contact:

Stephanie Wilton  
**PRO Insurance Solutions Limited**  
Southgate House  
Southgate Street  
Gloucester, GL1 1UB  
United Kingdom  
Tel: +44 (0) 7795848215  
Email: [stephanie.wilton@pro-global.com](mailto:stephanie.wilton@pro-global.com)

Your queries will be dealt with as quickly as possible; if you cannot immediately speak to someone, please leave your name, telephone number and a brief description of your enquiry and your call will be returned.

Please read the Scheme Document carefully. If you are in any doubt as to the action you should take, you should consult your insurance broker or other professional adviser without delay.

## ENGLISH & AMERICAN INSURANCE COMPANY LIMITED - VOTING FORM

### EXISTING SCHEME ESLs

To be used at the meeting of the Scheme Creditors of English & American Insurance Company Limited (the "**Scheme Company**") to be held on 19 December 2023 at the offices of Bryan Cave Leighton Paisner LLP, Governor's House, 5 Laurence Pountney Hill, London EC4R 0BR, United Kingdom to consider and if thought fit approve the Final Closure Scheme of Arrangement pursuant to Part 26 of the Companies Act 2006 between the Scheme Company and its Scheme Creditors (the "**Scheme**").

Capitalised words and expressions in this form and the instructions shall, unless the context requires otherwise, bear the same meaning given to them in the Scheme.

This Voting Form is for use at the meeting for Scheme Creditors in respect of Scheme Claims for Existing Scheme ESLs, that is, Scheme Claims which have been agreed or otherwise determined as due from the Scheme Company and constitute Established Scheme Liabilities under the Existing Scheme. The Voting Form comprises a Form of Proxy only.

Further blank copies of the Voting Form can be obtained by visiting the Website at [www.eaic.co.uk](http://www.eaic.co.uk). If you require any further assistance, then please contact Stephanie Wilton on the phone number or at the email address given in the General Notes section of the Voting Form.

### GENERAL NOTES

- 1 You are requested to return the Voting Form to PRO Insurance Solutions Limited either by: (a) mail to Stephanie Wilton, Southgate House, Southgate Street, Gloucester, GL1 1UB, United Kingdom; or (b) email to [stephanie.wilton@pro-global.com](mailto:stephanie.wilton@pro-global.com), to be received by 5:00 p.m. (London time) on 15 December 2023. An e-mailed copy of a Voting Form will only be accepted if legible. Voting Forms may also be handed in at the registration desk at the venue of the meetings prior to the Scheme Meeting.
- 2 Any alteration to the Voting Form must be initialled by the person who signs it.
- 3 If you are a Scheme Creditor and wish to vote either for the Scheme or against the Scheme you should complete the form of proxy. If you are a duly authorised agent and/or attorney of a number of Scheme Creditors and wish to vote either for the Scheme or against the Scheme, you should complete a separate form of proxy for each Scheme Creditor. Instructions for completion of form of proxy are given on the form.
- 4 It is important to note that the value of any dividend already paid to you by the Scheme Company under the Existing Scheme should be deducted from the value of the Scheme Claim to be entered in the form of proxy.

**The value to be attributed to a Scheme Creditor's Scheme Claim for voting purposes will be the value of the Scheme Creditor's Existing Scheme ESL according to the Scheme Company's records, less any payment already made to the Scheme Creditor in respect of it. The chairman will convert any Scheme Claim not denominated in United States dollars at the mid-market rate of exchange between the two currencies as quoted by The Financial Times at close of business (London time) on 18 December 2023, or if no such rate is published, the closing mid-market rate of exchange between the two currencies as quoted by Barclays Bank PLC on 18 December 2023 and if no such rate is available, such rate as may reasonably be selected by the Scheme Administrators.**

**The chairman's decision as to the value for which a Scheme Claim is to be admitted for voting purposes is final and binding. Where a Scheme Claim is rejected in whole or in part, he will advise the Scheme Creditor of his decision, prior to the Scheme Meeting where possible, and in any event, afterward.**

## FORM OF PROXY

I/We<sup>(Note 1)</sup> .....

(Enter the name of the Scheme Creditor including all former names)

of .....

(Enter the address of the Scheme Creditor)

Being a Scheme Creditor of the Scheme Company in the sum of <sup>(Note 2)</sup>:

..... currency ..... sum

HEREBY APPOINT the chairman of the Scheme Meeting or<sup>(Note 3)</sup>

.....

as my/our proxy to act for me/us at the Scheme Meeting for Scheme Creditors in respect of Existing Scheme ESLs for the purpose of considering and, if thought fit, approving (with or without modification) the Scheme, referred to in the notice summoning the Scheme Meeting, and at such Scheme Meeting, or any adjournment thereof, to vote for me/us and in my/our name for the Scheme or against the Scheme (either with or without modification as my proxy may approve) as hereinafter indicated.

**If you wish to vote for the Scheme, sign in the box marked "FOR the Scheme". If you wish to vote against the Scheme, sign in the box marked "AGAINST the Scheme". If you appoint the chairman as proxy they will be entitled to appoint another person to act as proxy on their behalf. If you do not sign in any of the boxes this form of proxy will not operate as a valid appointment of your proxy.**

NUMBERING ON THIS PAGE RELATES TO THE INSTRUCTIONS FOR COMPLETION OF THE FORM OF PROXY OVERLEAF

FOR the Scheme <sup>(Note 4)</sup> ..... Signature	AGAINST the Scheme ..... Signature
Name.....	
Position/Capacity <sup>(Note 5)</sup> ..... Date.....	
For completion by the Scheme Company : Admitted to vote for US\$	

When completed please return the proxy form to PRO Insurance Solutions Limited marked for the attention of Stephanie Wilton either by: (a) mail to Southgate House, Southgate Street, Gloucester, GL1 1UB, United Kingdom; or (b) email to stephanie.wilton@pro-global.com, to be received by 5:00 p.m. (London time) on 15 December 2023.

## **INSTRUCTIONS FOR COMPLETION OF THE FORM OF PROXY**

The numbered notes below correspond to the note numbers on the proxy form.

- Note 1: Enter the name and address of the Scheme Creditor in block capitals. If you are the duly authorised agent and/or attorney of a number of Scheme Creditors, complete a separate form of proxy in respect of each Scheme Creditor, and provide evidence (which must be satisfactory to the chairman of the Scheme Meeting) of your authority to execute the form of proxy on their behalf. Failure to provide evidence of such authority may invalidate this form of proxy.
- Note 2: The Scheme Company has entered the amount of your Existing Scheme ESL according to its records. If your Existing Scheme ESL is not shown on your form or proxy, or you have any questions about the information provided, you should contact the Scheme Manager at the address provided above.
- Note 3: If you wish to appoint a person other than the chairman of the Scheme Meeting as your proxy, delete the words "chairman of the Scheme Meeting" and enter the name of the person to be appointed. The person to be appointed as your proxy need not be a Scheme Creditor. If you have appointed a person other than the chairman of the Scheme Meeting as your proxy, in order to represent you, that person must attend in person at the Scheme Meeting.
- Note 4: Please select one box as appropriate, either: "FOR the Scheme" or "AGAINST the Scheme".
- Note 5: If you are the duly authorised representative of a corporation or a partnership or other unincorporated body or person, or the duly authorised agent and/or attorney of a number of Scheme Creditors, enter the capacity in which you have signed the form of proxy (for example, director, partner, or agent and/or attorney). Please note that if you are the duly authorised representative of a number of Scheme Creditors a separate form of proxy should be completed in respect of each Scheme Creditor. As mentioned in point 1 above, you must also provide evidence (which must be satisfactory to the chairman of the Scheme Meeting) of your authority to execute the form of proxy on behalf of the Scheme Creditor. Failure to provide evidence of such authority may invalidate this form of proxy.