

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, 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

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

UNMATURED SCHEME CLAIMS

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 which do not constitute Established Scheme Liabilities under the Existing Scheme. The Voting Form comprises a Form of Proxy at Part A and a Claims Table at Part B and you are requested to complete both Parts.

Further blank copies of the Voting Form can be obtained by visiting the Website at 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, 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 Claims Table at Part B of the Voting Form and return it with 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 Claims Table for each Scheme Creditor. Instructions for completion of each Part of the Voting Form are given in each Part.
- 4 Scheme Creditors should not construe any of the contents of the Claims Table at Part B of the Voting Form or any assistance provided by the Scheme Company, the Scheme Administrators or any of their respective advisers as legal, tax, financial or other professional advice. Each Scheme Creditor should consult its own professional advisers as to the legal, tax, financial or other matters relevant to the action it should take in connection with this Claims Table.

The value to be attributed to each Scheme Creditor's Scheme Claim for voting purposes will be determined by the chairman of the Scheme Meeting on the basis of the information provided by the Scheme Creditor in the Claims Table and Proxy Form and the supporting information accompanying 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. Account will be taken of any known set-off. The chairman of the Scheme Meeting may, for voting purposes only, reject a Scheme Claim in whole or in part, if he considers that it does not constitute a fair and reasonable assessment of the sums owed to the relevant Scheme Creditor. It is therefore important that where Scheme Creditors wish to vote in respect of Scheme Claims that do not constitute Existing Scheme ESLs they complete and return the Claims Table and provide supporting information for their valuation to which the chairman may refer in assessing its reasonableness.

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.

PART A – FORM OF PROXY

I/We^(Note 1)

(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 ^(Note 2):

..... currency sum

HEREBY APPOINT the chairman of the Scheme Meeting or^(Note 3)

.....

as my/our proxy to act for me/us at the Scheme Meeting for Scheme Creditors in respect of claims other than 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 in their place. 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 ^(Note 4) Signature	AGAINST the Scheme Signature
Name.....	
Position/Capacity ^(Note 5) 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: Enter the estimated amount of your Scheme Claim against the Scheme Company for voting purposes after carefully reading the Claims Table and Instructions for Completion at Part 4 of this document.
- 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. 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.

PART B – Claims Table

You should read this Claims Table including the instructions carefully. This Claims Table is divided into 4 sections:

- Section A: Claim Valuation
- Section B: Supporting Schedules and Continuation Sheet
- Section C: Election to treat Claims Table as Claim Form
- Section D: Signature of Authorised Signatory

Guidance notes for completion are included in each section.

SECTION A: SCHEME CLAIMS VALUATION

CURRENCY _____

Description	Outstanding Claims	IBNR Claims
Undiscounted Outstanding Claims		N/A
Time value of discount (Outstanding Claims)		N/A
Undiscounted IBNR Claims	N/A	
Time value of discount (IBNR Claims)	N/A	
Gross claim		
Less: Set-off amounts		
Less: Security		
Claim		
Total of Outstanding Claims and IBNR Claim		

NOTES TO SECTION A

1. Please enter your total Outstanding Claims and IBNR Claims for the relevant currency under all your Insurance Contracts with the Scheme Company. Outstanding Claims are Scheme Claims in respect of losses notified to you for which you assert that an amount will become due for payment to you by the Scheme Company. IBNR Claims are Scheme Claims in respect of losses which have been incurred by, but not notified to, you for which you assert that an amount will become due for payment by the Scheme Company.
2. Completed claims supporting schedules which detail claims under each Insurance Contract (see Section B below), should be attached to and returned with the Claims Table. Failure to provide completed claim supporting schedules may result in your claim being disputed.
3. Particulars as to estimates of the amount of any Outstanding Claims or IBNR Claims provided by a Scheme Creditor may not be protected by privilege under English law (or other relevant laws) and may be discoverable by a third party with a claim against the Scheme Creditor in any action or proceeding to which the Scheme Creditor may be a party. You should consult your legal adviser as to the consequences for you of providing such particulars in relation to any litigation in which you are or may be involved.

Section B

Scheme Claims – Supporting Schedule

CURRENCY _____

(1) Insurance Contract reference number (where applicable)	(2) Participation %	(3) Inception date	(4) Broker	(5) Broker reference	(6) Undiscounted Outstanding Claims	(7) Time value discount value on Outstanding Claims	(8) Undiscounted IBNR Claims	(9) Time value discount on IBNR Claims	(10) Security	(11) Set-off
(12) Claims (currency) total										
(13) Continuation sheets total (in the same currency)										
(14) Total for this page plus any continuation sheets (in the same currency)										

SCHEME CLAIMS - CONTINUATION SHEET

CURRENCY _____

(1) Insurance Contract reference number (where applicable)	(2) Participation %	(3) Inception date	(4) Broker	(5) Broker reference	(6) Undiscounted Outstanding Claims	(7) Time value discount value on Outstanding Claims	(8) Undiscounted IBNR Claims	(9) Time value discount on IBNR Claims	(10) Security	(11) Set-off
(12) Claims (currency) total										

NOTES TO SECTION B

If you have claims in more than one currency, a separate claims supporting schedule should be used for each currency, specifying in the space provided the relevant currency. If there are insufficient lines for any one currency, complete the continuation sheet as many times as is necessary. Additional copies of the claims supporting schedule and continuation sheets may be obtained from the Website at www.eaic.co.uk or by contacting the Scheme Manager by email or telephone as follows:

Contact: Stephanie Wilton
Mobile: +44 (0) 7795848215
Email: stephanie.wilton@pro-global.com

Numbering below relates to the column numbers on the claims supporting schedule.

Currency. Please enter the relevant currency of the information being submitted.

- 1. Insurance Contract reference number.** Specify the Insurance Contract reference number in relation to each of the policies under which you have claims against the Scheme Company in the Scheme. Your insurance broker, intermediary or other agent should be able to assist you in confirming or identifying Insurance Contracts and reference numbers. Please then insert the Insurance Contract reference numbers onto the inwards claims supporting schedule using a separate line for each Insurance Contract.
- 2. Participation percentage.** The participation percentage for each Insurance Contract represents the percentage line underwritten or assumed by the Scheme Company under the Insurance Contract. Apply the relevant participation percentage to each Insurance Contract to apportion the value of each of your claims against the Scheme Company when completing columns (6), (7) and (9).
- 3. Inception date.** Specify the date when each Insurance Contract commenced. In the case of continuous Insurance Contracts or Insurance Contracts of more than 12 months, each annual renewal should be shown as a separate Insurance Contract.
- 4. Broker.** Specify the name of the broker who placed the Insurance Contract or, if the placing broker is not known, any other broker, agent or intermediary (if known) who acted on your behalf in relation to the Insurance Contract.
- 5. Broker reference.** Specify the broker's (or agent's or intermediary's) contract reference for each Insurance Contract.
- 6. Outstanding Claims (Undiscounted).** Specify the estimated amount of any claim or (where there is more than one claim) the aggregate estimated amount of any claims which are Outstanding Claims arising under each Insurance Contract.
- 7. Time value discount on Outstanding Claims.** Scheme Creditors must apply discount rate of 3.48% for the time value of money of Outstanding Claims being the 10-year yield, as at 31 March 2023, on US Treasury bonds (or, in the case where the underlying Scheme Claim owed to a Scheme Creditor is predominantly payable in a currency other than US Dollars, equivalent government securities of the country as at 31 March 2023 in whose currency the Scheme Claims are payable). You must provide details of the claims development (i.e. payment) patterns for each of the main claim types comprised in your Outstanding Claims and the assumed average time to settlement of each such claim type on a separate sheet.

8. **IBNR Claims (Undiscounted).** Specify the estimated amount of any claim or (where there is more than one claim) the aggregate estimated amount of any claims which you have classed as IBNR Claims arising under each Insurance Contract. An "IBNR Claim" is an incurred but not reported claim arising under or in respect of an Insurance Contract for the amount payable by the Scheme Company in respect of a loss which has been incurred but has not been reported to or discovered by a Scheme Creditor, plus the amount payable in respect of losses which have been notified to the Scheme Company which are not yet certain in amount and to the extent that the current notified amount may prove to be inadequate.
9. **Time value discount on IBNR Claims.** Scheme Creditors must apply a discount rate of 3.48% applied for the time value of money of IBNR Claims being the 10-year yield, as at 31 March 2023, on US Treasury bonds or, in the case where the underlying Scheme Claim owed to a Scheme Creditor is predominantly payable in a currency other than US Dollars, equivalent government securities of the country as at 31 March 2023 in whose currency the Scheme Claims are payable. You must provide details of the claims development (i.e. payment) patterns for each of the main claim types comprised in your Outstanding Claims and the assumed average time to settlement of each such claim type on a separate sheet.
10. **Security total.** Enter the amount of any Security held in relation to the Insurance Contract, other than the Marsh Mac LOC.
11. **Set-off amounts total.** Enter the amounts to be deducted by way of set-off.
12. **Claims (currency) total.** Enter the totals, where applicable, under each column (6), (7), (8), (9), (10) and (11), in the original currency.
13. **Continuation sheet total (in the same currency).** If any continuation sheets for the same currency have been used, insert here the total claim values in that same currency from all continuation sheets.
14. **Total for this page plus any continuation sheets.** Aggregate the claims total and the continuation sheet total to arrive at a total value, where applicable, under columns (6), (7), (8), (9), (10) and (11). Transfer these amounts to the corresponding lines on the Claims Table on pages 92 and 93.

SECTION C: ELECTION TO TREAT CLAIMS TABLE AS CLAIM FORM

I/We elect that this Claims Table should be used as my/our Claim Form for the purposes of the Scheme, should it become effective.

NOTES TO SECTION C

Please check the box above if you wish your Claims Table to be used as your Claim Form under the Scheme. Making this election means that you will not need to complete and return a Claim Form by the Bar Date in order for your claims to be considered for payment under the Scheme, although you may still do so if you wish.

Please also provide below details of the bank account into which the sum, if any, payable to you pursuant to the Scheme should be paid.

Account Name:
Bank:
Account Number:
Sort Code:
IBAN:

SECTION D: SIGNATURE OF AUTHORISED SIGNATORY

Signature:
Name.....
Position/Capacity Date.....
Telephone Number
Email:

NOTES TO SECTION D

If you are the duly authorised representative of the Scheme Creditor or the duly authorised agent and/or attorney of the Scheme Creditor, enter the capacity in which you have signed this Claim Form (for example director, partner or agent and/or attorney) below. A signature on this form shall constitute a warranty that the signatory has been duly authorised by the relevant Scheme Creditor to sign the form on its behalf.