

CIRCULAR

By your side

TO ALL MEMBERS

3 May 2022

NOTICE OF MEETING

Constitutional documents

A general meeting will take place on Friday 27 May 2022 to adopt the Company's amended Articles of Association in connection with the proposed merger with North P&I, such amendments to take effect at noon Greenwich Mean Time on 20 February 2023 subject to the satisfaction of the conditions contained in the framework agreement governing the proposed merger.

At its meeting on 14 April 2022, the board reviewed the proposed changes and has recommended them to be put to members for approval.

Details of the changes to the Articles of Association can be found in the 'constitutional changes and corporate member rights' section on page 45 of the [member briefing pack](#). A copy of the new bye-laws can be found [here](#). A marked-up version of the Articles of Association showing the proposed changes can be found [here](#).

Meeting notices

In Appendix A of this Circular you will find the notice of general meeting.

Meeting arrangements

The meeting will be held at Hotel Eden, Via Ludovisi 49, 00187 Rome, Italy on Friday 27 May 2022 at 11.35 am (CET time). If you wish to attend the meeting in person, please send an email to membermeetings@standardclub.com.

Form of Proxy

A Form of Proxy for the meeting is included for those who are unable to attend. Completion and return of the Form of Proxy will not prevent you from attending and voting in person if you wish.

It is important that the Form of Proxy should be completed and signed correctly and your attention is drawn to the notes in Appendix B. You are reminded that, to be valid, the forms, duly completed and signed, must be sent to the club's secretary at membermeetings@standardclub.com and received not less than 48 hours before the time of the meeting.

If you would like further information, please get in touch with your usual club contact or me.

Yours faithfully



Jeremy Grose
Director

The Standard Club UK Ltd
E-mail: jeremy.grose@standardclub.com

APPENDIX A

NOTICE OF GENERAL MEETING

THE STANDARD CLUB UK LTD (the 'Company')

Registered no: 17864

Notice is hereby given that a general meeting (the 'meeting') of the Company will be held at Hotel Eden, Via Ludovisi 49, 00187 Rome, Italy on Friday 27 May 2022 at 11:35 am (CET time) for the purpose of considering and, if thought fit, passing the following resolution.

SPECIAL RESOLUTION

1. THAT, subject to and conditional upon the satisfaction or waiver of the conditions set out in the framework agreement between The North of England Protecting and Indemnity Association Limited, The North of England Mutual Insurance Association (Bermuda) Limited and The Standard Club Ltd dated 13 March 2022, with effect from noon Greenwich Mean Time on 20 February 2023 (or such other time and/or date as the parties to the framework agreement may agree in writing), the draft Articles of Association produced to the meeting and, for the purposes of identification, initialled by the Chairman, be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the Company's existing Articles of Association.

Date: 14 April 2022
By order of the Board

Standard Club Management (UK) Limited
Secretary

Registered Office:
The Minster Building
21 Mincing Lane
London EC3R 7AG

FORM OF PROXY

THE STANDARD CLUB UK LTD ('the Company')

Registered no: 17864

GENERAL MEETING ('the meeting') Friday 27 May 2022 at 11:35 am (CET time)

I (Block Capitals).....

on behalf of (INSERT FULL MEMBER NAME)

of (INSERT MEMBER ADDRESS), a member of the above-named Company, hereby appoint the Chairman of the meeting, or as my proxy to vote for me on my behalf at the general meeting of the Company, being held at Hotel Eden, Via Ludovisi 49, 00187 Rome, Italy on Friday 27 May 2022 at 11:35 am (CET time), and at any adjournment thereof.

Signature on behalf of member or Common Seal

In my capacity as Dated.....2022

Please indicate with an X in the spaces below how you wish your votes to be cast.

SPECIAL RESOLUTION	For	Against	Withheld
1. THAT, subject to and conditional upon the satisfaction or waiver of the conditions set out in the framework agreement between The North of England Protecting and Indemnity Association Limited, The North of England Mutual Insurance Association (Bermuda) Limited and The Standard Club Ltd dated 13 March 2022, with effect from noon Greenwich Mean Time on 20 February 2023 (or such other time and/or date as the parties to the framework agreement may agree in writing), the draft Articles of Association produced to the meeting and, for the purposes of identification, initialled by the Chairman, be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the Company's existing Articles of Association.			

APPENDIX B

NOTES:

Your proxy

Every member of the Company entitled to attend, speak and vote at the above meeting is entitled to appoint one or more proxies to attend, speak and vote on their behalf at the meeting. The appointment of a proxy will not prevent a member from subsequently attending, speaking and voting at the meeting in person.

A member is entitled to appoint a proxy of their choice and that person need not be a member of the Company. If you wish your proxy to speak on your behalf at the meeting you will need to appoint your own choice of proxy (not the chairman) and give your instructions directly to them. If such an appointment is made, please delete the words 'the Chairman of the meeting' and insert the name of the person appointed proxy in the space provided.

Please include the full name of the member in the Form of Proxy.

A corporate member may appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same vote.

The resolutions

You can show how you want your proxy to vote on each of the resolutions. Full details of the resolutions are set out in the accompanying Notice of General Meeting.

If this form is returned without any indication as to how the person appointed proxy shall vote, the proxy will exercise their discretion as to how they vote or whether they abstain from voting.

Your signature

You must sign and date the Form of Proxy. If it is signed by someone else on your behalf, the power of attorney or other authority under which it is signed (or a copy of the authority certified notarially) must be returned with the Form of Proxy.

In the case of a corporate member, the Form of Proxy must be executed under its common seal or signed by a duly authorised officer. If the signatory is a duly authorised officer a certified copy of the document providing such authority must be returned with the form. Please provide detail of the capacity in which you are signing the form.

Return of Form of Proxy

For the appointment of a proxy to be valid you must complete and sign the Form of Proxy, and ensure that the Form of Proxy together with, where applicable, any power of attorney or other authority under which it is executed (or a notarised copy of the same) is deposited with the Secretary of the Company by email at membermeetings@standardclub.com not less than 48 hours before the time fixed for holding the meeting or any adjournment thereof.

TO BE VALID THE FORM OF PROXY MUST BE RECEIVED BY THE SECRETARY OF THE COMPANY NOT LATER THAN 11:35 am (CET TIME) ON WEDNESDAY 25 MAY 2022