

안내문

By your side

전 회원 대상

2022년 5월 3일

총회 소집 통지

클럽 합병 및 정관의 건

업계에 강력한 목소리를 내고 International Group 시스템의 가치를 지지하면서 글로벌 해상 보험의 최전선의 클럽을 만들기 위하여, 당사는 회원 브리핑 팩에서 Standard Club 과 North P&I Club 간의 합병 제안에 대한 세부 정보를 제공해드린 바 있습니다. 두 단계에 걸쳐 합병이 진행될 것으로 보이며, 첫 번째 단계는 2023년 2월 20일 갱신일에 맞춰 완료될 예정입니다.

회원들에게 합병 제안에 대해 투표할 기회를 제공하는 임시 일반 총회가 2022년 5월 27일 금요일에 개최됩니다.

또한 회원들은 합병 제안과 관련하여 개정된 내규를 채택해야 합니다. 이러한 개정안은 합병 제안에 적용되는 기본 협약에 포함된 조건이 충족되면 2023년 2월 20일 정오(그리니치 표준시)부터 효력이 발생합니다. 2022년 4월 14일 회의에서 이사회는 제안된 개정사항을 검토하고 조건부 승인을 위해 회원들에게 해당 개정 사항을 안내하였습니다.

변경사항에 관한 자세한 정보는 [회원 브리핑 팩](#)의 45 페이지 '정관 변경 및 법인 회원의 권리' 섹션에서 확인할 수 있습니다. 새 내규의 사본은 [여기](#)에서 확인하실 수 있습니다.

총회 공지

이 안내문의 부록 A에서 특별 총회 공지를 찾을 수 있습니다.

총회 안내

본 총회는 2022년 5월 27일 금요일 오전 11:30(CET)에 이탈리아 로마 00187, 루도비시 길 49, 에덴 호텔(Hotel Eden, Via Ludovisi 49, 00187 Rome, Italy)에서 개최됩니다. 총회에 직접 참석하고자 하시는 경우, membermeetings@standardclub.com로 이메일을 보내주십시오.

위임장 양식

회의에 참석할 수 없는 회원들을 위한 회의 위임장 양식이 포함되어 있습니다. 위임장 양식을 작성하고 반환하였어도 본인이 원하는 대로 직접 참석하거나 투표할 수 없습니다. 위임장 양식을 올바르게 작성 및 서명하는 것이 중요하므로, 부록 B의 참고사항을 주의 깊게 살펴보시기 바랍니다. 위임장이 유효하려면 최소한 총회 개최 48시간 전에 완전하게 작성 및 서명을 마친 양식이 클럽 담당자(membermeetings@standardclub.com)에게 전송되어야 합니다.

더 자세한 정보를 원하시는 경우, 클럽 담당자나 저에게 연락 주시기 바랍니다.



감사합니다.

Jeremy Grose

이사 및 그룹 최고 경영자

The Standard Club Ltd

이메일: jeremy.grose@standardclub.com

APPENDIX A

NOTICE OF SPECIAL GENERAL MEETING

THE STANDARD CLUB LTD (the 'Company')

Registered no: 1837

Notice is hereby given that a special general meeting (the 'meeting') of the Company will be held at Hotel Eden, Via Ludovisi 49, 00187 Rome, Italy on 27 May 2022 at 11:30 am (CET time) for the purpose of considering and, if thought fit, passing the following resolutions.

ORDINARY RESOLUTIONS

1. THAT the proposed merger between The North of England Protecting and Indemnity Association Limited, The North of England Mutual Insurance Association (Bermuda) Limited and the Company be approved.
2. 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 Company 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 Bye-Laws produced to the meeting and, for the purposes of identification, initialled by the Chairman, be adopted as the Bye-Laws of the Company in substitution for, and to the exclusion of, the Company's existing Bye-Laws.

Date: 14 April 2022
By order of the board

Charles Taylor & Co (Bermuda)
Secretary

Registered Office:
Swan Building
2nd Floor
26 Victoria Street
Hamilton
HM 12
Bermuda

FORM OF PROXY

THE STANDARD CLUB LTD ('the Company')

Registered no: 1837

SPECIAL GENERAL MEETING ('the meeting') Friday 27 May 2022 at 11:30 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 special general meeting of the Company, being held at Hotel Eden, Via Ludovisi 49, 00187 Rome, Italy on Friday 27 May 2022 at 11:30 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.

ORDINARY RESOLUTIONS	For	Against	Withheld
1. THAT the proposed merger between The North of England Protecting and Indemnity Association Limited, The North of England Mutual Insurance Association (Bermuda) Limited and the Company be approved.			
2. 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 Company 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 Bye-Laws produced to the meeting and, for the purposes of identification, initialled by the Chairman, be adopted as the Bye-Laws of the Company in substitution for, and to the exclusion of, the Company's existing Bye-Laws.			

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 special 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 notarilly) 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 effective 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 sent to the Company's secretary by email to membermeetings@standardclub.com and be received 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 COMPANY'S
SECRETARY NOT LATER THAN 11:30 am (CET TIME) ON WEDNESDAY 25 MAY 2022**