

# 会员通函

By your side

致全体会员

2022 年 5 月 3 日

尊敬的会员

## 会议通知

### 协会合并及章程性文件

正如会员简报文件中所提到的，标准保赔协会和北英保赔协会 (North P&I) 正在探索联手的可能，共同打造一家引领全球海上保险的协会。届时，我们将成为业内船东更有力的代言人、国际船东保赔协会集团体系内部价值观的坚定维护者。过渡预计分两个阶段进行，第一阶段将在 2023 年 2 月 20 日续保前完成。

2022 年 5 月 27 日 (周五) 将举行一次特别会员年度大会。届时，会员可以就拟议合并进行投票。

此外，会上将邀请各位会员正式通过与拟议合并有关的修订版细则。修订内容预计将于格林威治标准时间 (GMT) 2023 年 2 月 20 日中午生效，但须满足拟议合并框架协议中的条件。在 2022 年 4 月 14 日的会议上，董事会审议了拟议变更并建议将其提交给会员，以获得有条件批准。

要了解相关变更的详细信息，请参阅[会员简报文件第 \[45\] 页](#)的“章程性变更和公司会员权利”部分。要了解新的细则，请点击[此处](#)。

## 会议通知

本通函的附录 A 中包含特别年度大会的会议通知。

**如果您希望亲自参加会议，请发送电子邮件至 [membermeetings@standardclub.com](mailto:membermeetings@standardclub.com)。**

会议将于 2022 年 5 月 27 日 (周五) 上午 11:30 (欧洲中部时间) 在伊甸园酒店 (Hotel Eden) 举行，地址为 Via Ludovisi 49, 00187 Rome, Italy。如果您希望亲自参加会议，请发送电子邮件至 [membermeetings@standardclub.com](mailto:membermeetings@standardclub.com)。

## 委托书

如无法出席，请参阅随附的会议委托书。填写并交回委托书并不妨碍您亲自出席及投票 (如果您愿意的话)。请谨慎正确填写并签署委托书。此外，请注意附录 B 中的说明。请注意，为确保委托书有效，填写并签署的委托书需至少在开会前 48 小时通过电子邮件发送至协会秘书处邮箱 [membermeetings@standardclub.com](mailto:membermeetings@standardclub.com)。

如果您想了解更多信息，请联系我或您的常用协会联系人。



顺颂商祺

Jeremy Grose

董事兼集团首席执行官

标准保赔协会有限公司

电子邮件 : [jeremy.grose@standardclub.com](mailto: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.**

<b>ORDINARY RESOLUTIONS</b>	<b>For</b>	<b>Against</b>	<b>Withheld</b>
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](mailto: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**