

メンバーの皆様へ

By your side

2022年5月3日

関係各位

## 会議の通知

### クラブ合併と組織規定文書

メンバーブリーフィングパックでは、スタンダードクラブとノース P&I の合併案の詳細を説明し、強力な業界の声として機能を果たし、国際グループシステムの価値を守り、世界の海上保険の最前線にあるクラブを共同で設立する可能性を開拓しています。移行は 2 つのフェーズで行われ、最初のフェーズは 2023 年 2 月 20 日の更新に間に合うように完了する予定です。

メンバーの特別総会は 2022 年 5 月 27 日金曜日に開催され、合併案に投票する機会をメンバーに提供します。

さらに、メンバーは合併案に関連する改正された条例を採択するよう求められます。この改正は、2023 年 2 月 20 日正午（グリニッジ標準時）から効力を発する予定で、合併案を規定する枠組み合意に含まれる条件が満たされることを条件とします。2022 年 4 月 14 日の会議で、理事会は変更案を検討し、条件付承認のためにメンバーに提出するよう推奨しました。

変更の詳細は、[メンバーブリーフィングパック](#)の[45]ページの「組織規定の変更と法人会員の権利」セクションに記載されています。新しい条例のコピーは[こちら](#)にあります。

## 会議の通知

本サーキュラー附属書 A には特別総会の通知があります。

## 会議の設定

会議は、2022 年 5 月 27 日金曜日午前 11 時 30 分（中央ヨーロッパ時間）にイタリアのローマ 00187 Via Ludovisi 49 にある Hotel Eden で開催されます。会議への直接参加をご希望の場合は、[membermeetings@standardclub.com](mailto:membermeetings@standardclub.com) まで電子メールをお送りください。

## 委任状

会議の委任状には、出席できないメンバー用も含まれています。委任状に記入し返送しても、必要に応じて直接出席して投票することができます。委任状に必要な事項が正確に記入され署名され、附属書 B にある注記に注目することが重要です。正当な手続きを踏むためには、必要事項がすべて記入され署名された委任状は、会議時間の 48 時間以上前にクラブ幹事宛てに電子メール ([membermeetings@standardclub.com](mailto:membermeetings@standardclub.com)) により送信されるようご注意ください。

詳細情報が必要な場合は、通常のクラブ連絡先または私までご連絡ください。

敬具



Jeremy Grose  
取締役兼グループ最高経営責任者  
The Standard Club Ltd

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## 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**