



Circular

Ref: 21/12

JANUARY 2013

OUTLINE

- A Special General Meeting of The United Kingdom Mutual Steam Ship Assurance Association (Bermuda) Limited (UKB) will be held on the 22nd January 2013 in Bermuda.
- Papers for the meeting are enclosed.

ACTION

- Members should ensure their completed proxy form is sent to the Secretary to arrive no later than 12 hours before the meeting.

TO THE MEMBERS

Dear Sirs

SPECIAL GENERAL MEETING OF THE UNITED KINGDOM MUTUAL STEAM SHIP ASSURANCE ASSOCIATION (BERMUDA) LIMITED - PROPOSED AMENDMENTS TO RULES, BYE-LAWS AND ARTICLES OF ASSOCIATION

Please find enclosed papers for a Special General Meeting to be held on 22nd January 2013 in Bermuda.

The purpose of the SGM is to adopt amendments to the Rules and Bye-Laws of The United Kingdom Mutual Steam Ship Assurance Association (Bermuda) Limited (UKB) and to the Rules and Articles of Association of The United Kingdom Mutual Steam Ship Assurance Association (Europe) Limited (UKE). In respect of UKE, such amendments can be agreed only by UKB as the sole Member of UKE, and the passing of the resolutions will therefore be treated as providing authority for UKB to amend UKE's Rules and Articles of Association accordingly.

The attached Notice of Meeting refers to three resolutions.

The first resolution is in respect of routine amendments to the Rules of UKB and UKE as set out in Appendix A, which is also attached.

The second and third resolutions are in respect of the amendments to Rules, Bye-Laws and Articles that are necessary as a concomitant to the restructuring of the Club, which was approved by Members in October 2012 at the AGM. The amendments, together with detailed commentary and explanation, are contained in Appendix B. As Appendix B is a lengthy document, it is not attached to hard copies of the Notice of Meeting, but is published on the UK Club's website at the following link:

<http://www.ukpandi.com/knowledge-developments/article/circular-21-12-special-general-meeting-of-the-united-kingdom-mutual-steam-ship-assurance-association-bermuda-limited-proposed-amendments-to-rules-bye-laws-and-articles-of-association-5713/>

A Proxy Form and Schedule of Votes are enclosed in respect of the resolutions contained in the Notice of Meeting. Please note that the completed form must reach the Secretary by email, fax or mail at the latest 12 hours before the Meeting.

Yours faithfully

THOMAS MILLER (BERMUDA) LTD.

CONTACT

- Members with any questions regarding this circular are requested to contact Chao Wu on chao.wu@thomasmiller.com or telephone +44 20 7204 2157.

NOTICE

Notice of a Special General Meeting of The United Kingdom Mutual Steam Ship Assurance Association (Bermuda) Limited.

Notice is hereby given that a Special General Meeting of the Members of the United Kingdom Mutual Steam Ship Assurance Association (Bermuda) Limited will be held at 2.30 pm on Tuesday, 22nd January 2013 at the offices of Appleby, Canon's Court, 22 Victoria Street, Hamilton HM 12, Bermuda, for the purpose of considering and, if thought fit, passing the resolutions set out below:

1. Proposed changes to the Rules of UKB and UKE.

Resolution 1 to propose:

"That with effect from 12 noon Greenwich Mean Time on 20th February 2013, the amendments to the Rules of UKB and to the Rules of UKE contained in Appendix A, be and are hereby adopted".

2. Proposed changes to the Rules of UKB and the Rules of UKE, for the purpose of restructuring the Club.

Resolution 2 to propose:

"That with effect from 12 noon Greenwich Mean Time on 20th February 2013, the amendments to the Rules of UKB and the Rules of UKE contained in Appendix B, be and are hereby adopted".

3. Proposed changes to the Bye-Laws of UKB and Articles of Association of UKE, for the purpose of restructuring the Club.

Resolution 3 to propose:

"That with immediate effect the amendments to the Bye-Laws of UKB and Articles of Association of UKE contained in Appendix B, be and are hereby adopted".

By Order of the President
D W R Hunter
Secretary
4th January 2013

Notes:

1. A Member entitled to attend and vote at this Special General Meeting is entitled to appoint a proxy to attend and, on a poll, to vote in his place. A Form of Proxy is enclosed.
2. The Form of Proxy may be returned by email, fax or post to the Secretary at the address shown on the attached letter. To be valid the proxy must be received no later than 12 hours prior to the Meeting.
3. Appendix B is attached only to electronic versions of this Notice, but is published on the UK Club's website at:

<http://www.ukpandi.com/knowledge-developments/article/circular-21-12-special-general-meeting-of-the-united-kingdom-mutual-steam-ship-assurance-association-bermuda-limited-proposed-amendments-to-rules-by-laws-and-articles-of-association-5713/>