

NOTICES OF FINAL SCHEME MEETINGS

CR-2024-007568

CR-2024-007569

IN THE HIGH COURT OF JUSTICE
BUSINESS AND PROPERTY COURTS OF ENGLAND AND WALES
INSOLVENCY AND COMPANIES LIST (CHD)

IN THE MATTERS OF

OIC RUN-OFF LIMITED

(formerly named Ralli Brothers Insurance Company Limited and The Orion Insurance Company plc)

- and -

THE LONDON AND OVERSEAS INSURANCE COMPANY LIMITED

(formerly named Hull Underwriters' Association Limited and The London and Overseas Insurance Company plc)

(both subject to a scheme of arrangement, each a “**Scheme Company**” and together the “**Scheme Companies**”)

- and -

IN THE MATTER OF THE COMPANIES ACT 2006

PROPOSED FINAL SCHEME OF ARRANGEMENT

Terms used in this Notice have the same meaning as in the explanatory statement dated 17 December 2024 (the “**Explanatory Statement**”) relating to the proposed scheme of arrangement under Part 26 of the Companies Act 2006 between the Scheme Companies and their respective Final Scheme Creditors (the “**Final Scheme**”).

NOTICE IS HEREBY GIVEN that, by orders dated 16 December 2024 (the “**Convening Orders**”) made in the above matters, the High Court of Justice of England and Wales (the “**Court**”) has directed that meetings (the “**Final Scheme Meetings**”) be convened of the Final Scheme Creditors of the Scheme Companies for the purpose of considering and, if thought fit, approving (with or without modification) the Final Scheme, amending certain terms and provisions of the scheme of arrangement dated 20 November 1996 which became effective on 7 March 1997 between the Companies and their Scheme Creditors (the “**Original Scheme**”), as amended by an amending scheme of arrangement pursuant to Part 26 of the Companies Act which became effective in accordance with its terms on 14 January 2016 (the “**Amending Scheme**” and together with the Original Scheme, the “**Scheme**”).

The Final Scheme Meetings will be held by way of video conference via Zoom, using dial-in details which may be obtained on request from the Run-off Manager (whose contact details are below), at 3:00pm (London time) on 24 April 2025 with any adjournment as may be appropriate.

The Court has ordered that each Scheme Company should convene a meeting of Final Scheme Creditors to vote on the Final Scheme. Given the nature of their claim(s), Final Scheme Creditors will be entitled to attend and vote at each of the Final Scheme Meetings.

Final Scheme Creditors may attend the meeting via video conference and vote in person (or, if a corporation, by a duly authorised representative) at the relevant Final Scheme Meeting(s) by joining the video conference. Alternatively they may appoint another person, whether a Final Scheme Creditor or not, as their proxy to attend the meeting via video conference and vote in their place.

Final Scheme Creditors may also dial in by telephone in listening mode by using dial-in details which may be obtained on request from the Run-off Manager, but it will not be possible to vote at the Final Scheme Meetings by telephone.

All Final Scheme Creditors are requested to attend the relevant Final Scheme Meetings via video conference at such time and place either in person (virtually) or by proxy. It is requested that instructions to appoint either the Chair or someone else as proxy are submitted by the Final Scheme Creditors as soon as possible and in any event so as to be received by the Run-off Manager by no later than 12:00pm (London time) on 24 April 2025.

Each Final Scheme Creditor that wishes to attend the Final Scheme Meeting will be required to register its attendance at the Final Scheme Meetings at least one hour prior to commencement of the Final Scheme Meetings. Registration at the Final Scheme Meetings will commence at 2:00pm (London time) on 24 April 2025, and each Final Scheme Creditor or, if a corporation, its authorised representative or proxy must be registered prior to the commencement of the Final Scheme Meetings.

Copies of the Explanatory Statement, which appends, among other documents, the Final Scheme document and the voting and proxy forms for use at the Final Scheme Meetings (each a "**Final Scheme Voting Form**" and together, the "**Final Scheme Voting Forms**"), can be downloaded from www.oicrun-offltd.com. Alternatively, hard copies can be obtained, free of charge, by sending a request to the run-off manager of the Companies, Hampden Plc ("**Run-off Manager**").

The Run-off Manager's contact details are as follows:

By post: Hampden Plc, 40 Gracechurch Street, London, EC3V 0BT United Kingdom

By email: OICClosureHelpdesk@hampden.co.uk

By phone: +44 (0) 207 863 6560

Final Scheme Creditors are requested to return their completed and signed Final Scheme Voting Forms to the Run-off Manager by hand, post or email at the above contact details by 12:00pm (London time) on 24 April 2025.

By the Convening Orders, the Court has appointed Dan Schwarzmann or, failing him, Nigel Rackham or such other independent person as the Scheme Administrators of the Companies may nominate, to act as Chair of the Final Scheme Meetings and has directed the Chair to report the results of the Final Scheme Meetings to the Court.

Any Final Scheme Creditor who is unclear about or has any question concerning the action it is required to take in order to vote on the Final Scheme or who would like to discuss the way in which its claims data is likely to be evaluated under the Final Scheme process, should contact the Run-off Manager using the contact details set out above.

If approved by the requisite majorities of Final Scheme Creditors, the Final Scheme will be subject to the subsequent approval of the Court. The application seeking sanction of the Final Schemes shall be heard on 30 April 2025 (London time) (the “**Sanction Hearing**”). All Final Scheme Creditors are entitled to attend the Sanction Hearing in person or through counsel to support or oppose the sanctioning of the Final Schemes.

Dated: 17 December 2024

Dan Yoram Schwarzmann and Douglas Nigel Rackham for and on behalf of the Scheme Companies

Legal Advisors to the Scheme Companies

Hogan Lovells International LLP
Atlantic House
50 Holborn Viaduct
London
EC1A 2FG
United Kingdom

Tel: +44 (0) 20 7296 2000
Fax: +44 (0) 20 7296 2001
www.hoganlovells.com

Ref: Tom Astle/Alex Snell
Solicitors to the Scheme Administrators