

Notice of Meeting

Notice is hereby given that a General Meeting of The Britannia Steam Ship Insurance Association Limited ("the Association") will be held at Regis House, 45 King William Street, London EC4R 9AN at 1400 BST and via Zoom (access details attached) on Tuesday, 19 October 2021 for the following purposes:

1. To receive the financial statements of the Association for the year ended 20 February 2021 and the reports of the Directors and the Auditors; and
2. To consider the following resolution as a Special Resolution:

Special Resolution

That the Association's Articles of Association be amended, subject to and with effect from the granting of any required regulatory approval for such amendments, in the following manner:

- a. by deletion of Article 55 in its entirety and the substitution of a new Article 55 as follows: "The remuneration of Directors (other than Manager Directors) shall reflect the commitment of time involved in the discharge of their duties, including where applicable as members of sub-committees of the Board or in performing any special or extra services to the Association, and shall be determined by the Board on the recommendation of a sub-committee of the Board charged with making an objective assessment of such remuneration; the sub-committee shall take into account any overlap of time involved in Directors' duties as directors of other companies in the Group. The Directors shall also be entitled to be reimbursed travel and related expenses incurred by them respectively in the performance of their duties in accordance with the Travel Policy approved by the Board on the recommendation of the above sub-committee of the Board";
- b. by the insertion of "Subject to Article 69.2" at the beginning of Article 69 and renumbering it as "Article 69.1"; and
- c. by the insertion of a new Article 69.2 as follows:

"Directors may attend a meeting of the Board or any sub-committee of the Board by telephone or other communication equipment as referred to in Article 69.1 only at the discretion of the Chairman, or in the case of a sub-committee the sub-committee chairman, who may decide either:



MANAGERS:
TINDALL RILEY EUROPE SÀRL

Registered in Luxembourg (No.B230002). Authorised by the Luxembourg Minister of Finance and regulated by the Commissariat aux Assurances. Deemed authorised and regulated by the Financial Conduct Authority.

Registered Office:
53A rue Glesener, L-1631 Luxembourg.

AGENTS FOR THE MANAGERS:
TINDALL RILEY (BRITANNIA) LIMITED

Regis House, 45 King William Street, London EC4R 9AN.
T: +44 (0) 20 7407 3588 | F: +44 (0) 20 7403 3942

Registered in England and Wales (No.01310661).

Appointed representative of The Britannia Steam Ship Insurance Association Europe. Firm Ref. No.422744.

THE BRITANNIA STEAM SHIP INSURANCE ASSOCIATION
EUROPE UK BRANCH

Deemed authorised by the Prudential Regulation Authority. Subject to regulation by the Financial Conduct Authority and limited regulation by the Prudential Regulation Authority.

The Britannia Steam Ship Insurance Association Europe is incorporated in Luxembourg and registered as a mutual association (No.B230379). Authorised by the Luxembourg Minister of Finance and regulated by the Commissariat aux Assurances.

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britanniapandi.com



- (a) that it is necessary or expedient that all Directors may attend the meeting in such manner; or
- (b) that the circumstances of any individual Director are such that such Director should be permitted to attend the meeting in such manner"

and that the members of the Association approve the amendments to the Articles of Association of The Britannia Steam Ship Insurance Association Holdings Limited effected by special resolutions of its members passed on the same day as or prior to the passing of this special resolution.

By order of the Board

J A Young
Secretary
30 September 2021

Notes:

1. A Member entitled to attend and vote may appoint a proxy to attend and vote in his stead. Such proxy must be a Member of the Association or the duly authorised representative of a body corporate which is a Member.
2. A Member may attend the meeting via Zoom, access details to which are annexed.