

## Notice of Meeting

Notice is hereby given that a General Meeting of The Britannia Steam Ship Insurance Association Holdings Limited ("the Association") will be held at Regis House, 45 King William Street, London EC4R 9AN and via Zoom (access details attached) at 1400 (BST) on Tuesday, 19 October 2021 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 the deletion of Article 4 in its entirety and the substitution of a new Article 4 as follows: "Neither any alteration to these Articles which constitutes a variation of the rights attaching to either or each Category as set out in these Articles nor any resolution of the Board contrary to the specific rights of either or each Category as set out in these Articles shall have effect without the approval of a separate meeting of the Members of each affected Category";
- b. by the deletion of Article 40 in its entirety and the substitution of a new Article 40 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 the Association's subsidiaries. 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";
- c. by the insertion of "Subject to Article 54.2" at the beginning of Article 54 and renumbering it as "Article 54.1";
- d. by the insertion of a new Article 54.2 as follows:

## TR(E)

**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.

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

[britanniapandi.com](http://britanniapandi.com)



"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 54.1 only at the discretion of the Chairman, or in the case of a sub-committee the sub-committee chairman, who may decide either:

- (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";
- e. by the deletion of Article 62.4 in its entirety and the substitution of a new Article 62.4 as follows: "The remuneration of Representatives who are not also Directors shall be determined by the Board on the recommendation of a sub-committee of the Board charged with making an objective assessment of remuneration. Representatives shall also be entitled to be reimbursed travel and related expenses incurred by them respectively in the performance of their duties as such in accordance with the Travel Policy approved by the Board on the recommendation of the above sub-committee of the Board";
- f. by the insertion of "Subject to Article 64.3" at the beginning of Article 64.2; and
- g. by the insertion of a new Article 64.3 (renumbering the remaining paragraphs of Article 64) as follows:
- "Representatives may attend a meeting of the Committee or any sub-committee of the Committee by telephone or other communication equipment as referred to in Article 64.2 only at the discretion of the Committee Chairman, or in the case of a sub-committee the sub-committee chairman, who may decide either:
- (a) that it is necessary or expedient that all Representatives may attend the meeting in such manner; or
  - (b) that the circumstances of any individual Representative are such that such Representative should be permitted to attend the meeting in such manner".

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.