

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

**The Honourable Sir Anthony Mann (sitting as a Judge of the High Court)**

**13<sup>th</sup> May 2024**

**IN THE MATTER OF RELIANCE NATIONAL INSURANCE COMPANY  
(EUROPE) LIMITED**

**-and-**

**IN THE MATTER OF THE COMPANIES ACT 2006**

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**CONVENING ORDER**

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**UPON THE APPLICATION** by Part 8 Claim Form dated 30 April 2024 (the "**Part 8 Claim Form**") of the above-named Reliance National Insurance Company (Europe) Limited (the "**Company**"), whose registered office is at 4th Floor, 52-54 Gracechurch Street, London, EC3V 0EH and whose registered number is 01445992

**AND UPON HEARING** Richard Fisher KC and Adam Goodison as Counsel for the Company

**AND UPON HEARING** Simon Passfield KC for Grande Ospedale Metropolitano "Bianchi Melacrino Morelli" di Reggio Calabria

**AND UPON READING** the terms of the proposed scheme of arrangement to be made between the Company and its Policyholders pursuant to Part 26 of the Companies Act 2006 (the "**Scheme**") and the proposed explanatory statement in relation thereto pursuant to section 897 of the Companies Act 2006 (the "**Explanatory Statement**")

**AND UPON READING** the evidence filed

**AND UPON** the Court adopting in this Order, save where terms are otherwise expressly defined, the definitions contained in the Scheme

**IT IS ORDERED AND DIRECTED THAT:**

1. The Company be at liberty to convene a single meeting of the Policyholders (the "**Scheme Meeting**") for the purpose of considering, and if thought fit, approving, with or without modification, the Scheme in substantially the form included at Section II of the Scheme Document (*Scheme Rules*).
2. The Scheme Meeting be held on 28 June 2024 commencing at, or as soon as reasonably practicable after, 10:00 am London time, or such other time or date, no later than Monday 29 July 2024, as the Company may decide for good reason and notify to the Policyholders.
3. The Scheme Meeting be held virtually via an electronic system with teleconferencing facilities.
4. By no later than 17 May 2024, the Company shall make available to read and download on <https://reliance-national-insurance-company-europe.co.uk> (the "**Website**") a copy of:
  - (a) the Scheme;
  - (b) the Explanatory Statement;
  - (c) the Practice Statement Letter;
  - (d) a notice confirming the date, time and place of the Scheme Meeting;
  - (e) the voting form for Policyholders to vote at the Scheme Meeting and, at the election of the Policyholder, to submit their claim (the "**Voting Form**"); and
  - (f) the claim form for Policyholders to submit their claim (the "**Claim Form**"),(together, the "**Documents**"), so that the Documents are available to each of the Policyholders from the moment they are uploaded onto the site.

5. Commencing on or around 17 May 2024, the Company will email Policyholders instructions on how the Documents can be accessed online and how physical copies can be requested from the Company.
6. The Company be at liberty to distribute the Documents in the manner contemplated at paragraphs 4 to 5 above in the form or substantially in the form of the drafts submitted to the Court, subject to the Company being permitted to update or amend the Documents to:
  - (a) complete any blanks and/or make any minor modifications;
  - (b) make any amendments or modifications as may be necessary or desirable to reflect the judgment of Sir Anthony Mann; or
  - (c) reflect any further amendments or modifications relating to a relevant regulator's position as agreed between the Company and that regulator.
7. Unless the Court orders otherwise, the accidental omission to provide any Policyholder with the Documents or the non-receipt by any Policyholder of the Documents shall not invalidate the proceedings at the Scheme Meeting.
8. Policyholders wishing to vote at the Scheme Meeting may attend the Scheme Meeting virtually and vote in person via an online teleconference system, which will include the ability for Policyholders to dial in by phone as well as online. Alternatively, Policyholders may appoint the Chair of the Scheme Meeting (as defined in paragraph 12 below) or a third party (the "**Third Party**") to be their proxy to attend the Scheme Meeting virtually.
9. To vote at the Scheme Meeting, the Explanatory Statement invites Policyholders to complete the Voting Form and return it by email or post to the Company by 5 p.m. (London time) on 25 June 2024 ("**Voting Deadline**") (being 3 business days before the Scheme Meeting). The Voting Form and Claim Form are made available to Policyholders to download from the Website, or Policyholders can request a copy to be e-mailed or posted to them. Policyholders are able to submit their instructions as to how they wish to vote on the Voting Form. In this regard Policyholders may:

- (a) instruct the Chair of the Scheme Meeting to vote (as proxy) on their behalf at the Scheme Meeting. Where the Chair of the Scheme Meeting is appointed to vote as proxy for a Policyholder, he may only vote for or against the Scheme in accordance with the Policyholder's wishes (i.e. the Chair of the Scheme Meeting will not have the power to vote at his own discretion);
  - (b) appoint a person other than the Chair of the Scheme Meeting to vote as proxy on their behalf. Where a person other than the Chair of the Scheme Meeting is appointed to vote as proxy for a Policyholder, they may vote for or against the Scheme in accordance with the Policyholder's wishes, or at their own discretion if the Scheme Creditor has given them the power to do so; or
  - (c) confirm their intention to virtually attend and vote at the Scheme Meeting,
- 10. All Policyholders wishing to attend and vote at the Scheme Meeting (whether in person or by proxy) be required to register their interest in the Scheme by submitting a Voting Form, such that it is received before the Voting Deadline in accordance with instructions communicated to them by the Company.
- 11. The claim of a Policyholder for voting purposes be determined by the Chair of the Scheme Meeting in the manner set out in part F, paragraph 14 of the Explanatory Statement.
- 12. Michele Tavazzi, or, if he is not available, any other person appointed by the Company, shall act as chair of the Scheme Meeting (and any adjournment thereof) (the "**Chair of the Scheme Meeting**").
- 13. The **Chair of the Scheme Meeting** shall:
  - (a) oversee voting at the Scheme Meeting;
  - (b) have discretion to accept late instructions for the appointment of proxies (but, for the avoidance of doubt, provided that the instruction is received by the Company before the Chair of the Scheme Meeting puts the resolution to approve the Scheme to a vote at the Scheme Meeting);

- (c) be at liberty, but under no obligation, to accept an otherwise incomplete or late Voting Form at his discretion, provided that it is received by the Company before the Chair of the Scheme Meeting closes the voting at the Scheme Meeting;
  - (d) be entitled, without further investigation, to rely on the submission of a vote through an electronic system, as a warranty that the party submitting such vote is a Policyholder or has been duly authorised by the relevant Policyholder to make such submission;
  - (e) be at liberty, but under no obligation, to permit the attendance of persons who are not otherwise entitled to attend and vote at the Scheme Meeting provided that such a person shall not be entitled to speak at such Scheme Meeting without the permission of the Chair of the Scheme Meeting;
  - (f) be at liberty, but under no obligation, to exclude from the Scheme Meeting any person who is not a Policyholder (or an adviser thereto) or a person invited to attend the Scheme Meeting by the Company; and
  - (g) be entitled (without the consent of the Policyholders) to adjourn the Scheme Meeting (and any adjourned Scheme Meeting) to such new date and time as the Chair of the Scheme Meeting shall decide by giving notice to the Policyholders in the same manner as notice was given to them of the original date and time of the Scheme Meeting.
14. A Policyholder be entitled to appoint a Third Party as their proxy, and be entitled to provide in the appointment that the Third Party may vote in the Third Party's absolute discretion.
15. Any person appointed as proxy for a Policyholder shall be entitled to attend and speak at the Scheme Meeting.
16. The Chair of the Scheme Meeting be directed to file a report with the Court on the Scheme Meeting and the voting prior to the hearing of the application for sanction of the Scheme (assuming the requisite statutory majorities are obtained at the Scheme Meeting).

17. The Chair of the Scheme Meeting and the Company be at liberty to apply for such further directions in this matter as may be necessary or appropriate.
18. The Part 8 Claim Form be adjourned generally with liberty to the Company to restore it.
19. If the Scheme is approved at the Scheme Meeting by the required statutory majorities, the Part 8 Claim Form be restored and a further Court hearing at which the Company shall seek the sanction by the Court of the Scheme be listed on 22 July 2024 or as soon as reasonably practicable thereafter.

**Service of this Order**

The Court has provided a sealed copy of this Order to the serving party:

Clifford Chance LLP at 10 Upper Bank Street, London E14 5JJ Ref: PLH/70-41032072

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