

**TMKI Outwards Reinsurer Letter
On TMKI letterhead**



**TOKIOMARINE
KILN**

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Dear Sirs

**HCC INTERNATIONAL INSURANCE COMPANY PLC ("HCCI")
TOKIO MARINE KILN INSURANCE LIMITED ("TMKI")
TOKIO MARINE EUROPE SA ("TME")
INSURANCE BUSINESS TRANSFER**

Following the press announcement in 2017, HCCI and TMKI (companies within the Tokio Marine Group) have been working together to establish an insurance company incorporated in Luxembourg, TME. This new insurance company will ensure that regardless of the outcome of the current Brexit negotiations, the current Tokio Marine teams will be able to continue to provide insurance services to their clients in the EEA. As part of this seamless transition and to ensure full continuity of service to our policyholders, it is proposed that HCCI will transfer the business of its EEA branches, and TMKI will transfer the business of its EEA branches, to TME.

The transfer is proposed so that the Tokio Marine Group will be able, through TME, to administer and pay claims under the policies written through EEA branches of HCCI and TMKI after the UK leaves the European Union.

Our records show that your company and/or its subsidiaries or associated companies have reinsured some of the business to be transferred by TMKI.

1. THE PROPOSAL

The transfer of the above-mentioned businesses to TME will be carried out under what is known as an insurance business transfer scheme (the "**Scheme**"). The Scheme can only

enter into effect with the approval of the High Court by an order under Part VII of the Financial Services and Markets Act 2000 (the "**Act**").

The business to be transferred consists of the insurance and reinsurance contracts for which HCCI is the insurer or reinsurer through its branches in France, Germany, Ireland, Italy, Norway and Spain and for which TMKI is the insurer or reinsurer through its branches in Belgium, France, Germany, Italy, the Netherlands and Spain.

HCCI and TMKI have made an application to the High Court for this order which is due to be heard by the Court later this year. Provided the Court's approval is obtained, the transfer is expected to become effective at 00:01 am on 1 January 2019.

2. WHAT THIS MEANS FOR OUTWARDS REINSURERS OF TMKI'S TRANSFERRED BUSINESS

The only change from the perspective of a reinsurer of TMKI's transferred business will be that from the date the transfer becomes effective, TMKI's outwards reinsurance will, to the extent that it relates to the transferred business, be transferred to TME (without any individual consent having to be obtained from the reinsurer). Following the transfer, sums that would have been due to TMKI under such contracts will, to the extent relating to the transferred business, instead be due to TME.

Apart from this, the terms of such contracts will not change and you do not have to take any action to give effect to the Scheme.

The application is directed to be heard before the Companies Court Judge at 7 Rolls Buildings, Royal Courts of Justice, Fetter Lane, London, EC4A 1NL on 16 November 2018 and any person (including staff employed in the performance of HCCI's business, TMKI's business or TME's business) who alleges that he or she would be adversely affected by the carrying out of the Scheme is entitled to object (by sending written representations to the solicitors named below and/or the Court or making oral representations to the solicitors named below) or may appear at the time of that hearing in person or by Counsel. Any person who intends to object orally or in writing or so to appear is requested (but not obliged) to notify his or her objections and the reasons therefor as soon as possible, and preferably before 14 November 2018, to Hogan Lovells International LLP (the solicitors acting for HCCI and TMKI) at Atlantic House, Holborn Viaduct, London, EC1A 2FG (tel: +44 20 7296 2000), quoting reference C4/NC/TJG.

3. FURTHER INFORMATION

As required by the Act, an independent expert has produced a report on the proposed transfer.

A statement containing the terms of the Scheme and a summary of the independent expert's report (the "**Summary**") is enclosed with this letter. A copy of the report and the Summary are available on the following website:

<http://www.tokiomarinekiln.com/about-us/brexit/>

and will also be provided, free of charge, by Hogan Lovells International LLP, whose details are given in paragraph 2 above.

Yours faithfully

A handwritten signature in black ink that reads "Charles Franks". The signature is written in a cursive style with a large initial 'C'.

Charles Franks
for and on behalf of

Tokio Marine Kiln Insurance Limited