

CIRCULAR

OUTLINE

- A Special General Meeting of The United Kingdom Mutual Steam Ship Assurance Association Limited will be held at 3pm on 26th July 2021 at 90 Fenchurch Street, London EC3M 4ST.
- Papers for the meeting are enclosed.
- Completed proxy forms should be sent to the Secretary to arrive at least 48 hours before the meeting.

TO THE MEMBERS

Dear Sirs,

SPECIAL GENERAL MEETING OF THE UNITED KINGDOM MUTUAL STEAM SHIP ASSURANCE ASSOCIATION LIMITED (HEREINAFTER “THE COMPANY”) – PROPOSED AMENDMENT TO ARTICLES OF ASSOCIATION

Please find enclosed papers for a Special General Meeting to be held in London on 26th July 2021 for the purpose of considering a Special Resolution to amend Articles 21A and 37A of the Articles of Association of the Company.

Reasons for proposed amendments to Articles 21A and 37A

Article 21A sets out eligibility requirements for appointment, election or re-election of persons to the Members' Committee, one of which is that such persons have not attained the age of seventy.

The eligibility requirements for regulated Directors of the Company, set out in Article 37A, contain a similar age restriction, but qualified to allow a person of more than 70 years of age to be treated as eligible for appointment to the regulated board if, and for as long as, the Directors or the Members' Committee consider such service to be in the Company's interests.

It is proposed that Article 21A be amended to align the eligibility requirements for the Members' Committee with those in Article 37A for Directors and at the same time to make consequential amendments and improvements to the language of Article 37A.

The change will make it possible for a person who has attained the age of seventy to be treated as eligible for election or re-election to the Members' Committee where this is considered to be in the interests of the Company. However, the power to elect or re-elect such persons remains with the Members of the Company, exercisable in a General Meeting.

A proxy form and Schedule of Votes are enclosed in respect of the resolution contained in the Notice of Meeting. Please note that completed proxy forms must reach the Club Secretariat, at the latest, 48 hours before the Meeting.

Yours faithfully

THE MANAGERS

For more information

Members requiring further information should contact Nigel Carden (email: nigel.carden@thomasmiller.com)



NOTICE

NOTICE OF A SPECIAL GENERAL MEETING OF THE UNITED KINGDOM MUTUAL STEAM SHIP ASSURANCE ASSOCIATION LIMITED

Notice is hereby given that a Special General Meeting of the Members of The United Kingdom Mutual Steam Ship Assurance Association Limited – will be held at 3pm on 26th July 2021 at the offices of Thomas Miller P&I Limited, 90 Fenchurch Street, London EC3M 4ST for the purpose of considering and, if thought fit, passing the resolution set out below:

1. Proposed amendment to Articles 21A and 37A of the Articles of Association

“SPECIAL RESOLUTION

That Articles 21A and 37A of the Articles of Association of The United Kingdom Mutual Steam Ship Assurance Association Limited be amended with immediate effect as shown in the italicised text below, in which deletions from and additions to the original text are indicated in **red type**.

Article 21

21A (i) *Any person who has not attained the age of seventy shall be eligible to be appointed, elected or re-elected a member of the Members' Committee if he is the owner or agent or a director of, or employed in an executive capacity by, a corporation which is the owner or agent of a Ship or Ships entered for insurance in any of the Companies to the extent of not less than 10,000 Entered Tons, and*

(ii) A person who is not eligible under Article 21A(i) solely by reason of having attained the age of seventy shall nevertheless be eligible to be appointed, elected or re-elected to serve on the Members' Committee if and for as long as the Members' Committee or the Directors consider such service to be in the interests of the Company.

Article 37

37A(ii) *A person who is not eligible under Article 37A(i) ~~(e)~~ solely by reason of having attained the age of seventy **may shall nevertheless be eligible to** be appointed to serve as a Director if ~~(and for as long as)~~ the Members' Committee ~~and/or~~ **the** Directors consider such service to be in the interests of the Company."*

By Order of the Board

Kieran Halpenny

Secretary

29th June 2021