

IN THE HIGH COURT OF JUSTICE

CR-2017-001386

CHANCERY DIVISION

COMPANIES COURT

IN THE MATTER OF
QBE INSURANCE (EUROPE) LIMITED
MOORGATE INSURANCE COMPANY LIMITED
BOTHNIA INTERNATIONAL INSURANCE COMPANY LIMITED
AND
IN THE MATTER OF
THE FINANCIAL SERVICES AND MARKETS ACT 2000

NOTICE IS HEREBY GIVEN that on 4 August 2017, QBE Insurance (Europe) Limited (formerly: Legibus 373 Limited from 1983 to 1984; Delta International Reinsurance Company Limited from 1984 to 1987; Imperial Chemicals Reinsurance Limited from 1987 to 1988; QBE Reinsurance (London) Limited from 1988 to 1992 and QBE International Insurance Limited from 1992 to 2005) ("**QBE**"), Moorgate Insurance Company Limited (formerly: Moorgate Insurance Company Limited (The) from 1917 to 1979; and Pohjola Insurance Company (U.K.) Limited from 1979 to 1995 ("**Moorgate**", and together with QBE, the "**Transferors**") and Bothnia International Insurance Company Limited ("**Bothnia**" or the "**Transferee**") made an application (the "**Application**") to the High Court of Justice (the "**Court**") pursuant to section 107(1) of the Financial Services and Markets Act 2000 ("**FSMA**") for an order:

- (1) under section 111 of FSMA sanctioning an insurance business transfer scheme for the transfer of certain reinsurance business of the Transferors, as outlined below, to Bothnia (the "**Transfer**"); and
- (2) making ancillary provisions in connection with the Transfer pursuant to section 112 of FSMA.

The Transfer will result in the following reinsurance business of the Transferors (the "**Transferring Business**") being carried on by Bothnia:

- (a) reinsurance business assumed by QBE from QBE Re (Europe) Limited (formerly: QBE Reinsurance (UK) Limited from 1996 to 2012 and at the time of such assumption; Allstate Reinsurance Co. Limited from 1982 to 1996; and Allstate Reinsurance Co. (U.K.) Limited from 1978 to 1982) ("**QBE Re**") being:
 - (i) reinsurance business written or assumed by QBE Re as a member of the Ridgwell, Fox and Partners Pool ("**RFP Pool**") between 1 January 1979 and 31 December 1991; and
 - (ii) retrocession agreements written or assumed by QBE Re in relation to the RFP Pool reinsurance liabilities of other members of the RFP Pool,

together with the benefit of all the reinsurances in respect of QBE's participation on such portfolio; and

- (b) reinsurance business written or assumed by Moorgate as a member of the RFP Pool from 1 January 1981 to 31 December 1988 and retrocession agreements written or assumed by Moorgate in relation to the RFP Pool reinsurance liabilities of other members of the RFP Pool, together with the benefit of all the reinsurances in respect of Moorgate's participation on such portfolio (comprising the entirety of Moorgate's business).

Copies of a report on the terms of the Transfer prepared pursuant to section 109 of FSMA (the "**Independent Expert Report**"), a statement setting out the terms of the Transfer and a summary of the Independent Expert Report are available to download free of charge at <https://qbееurope.com/qie-bothnia-part-vii-information/> and www.compre-group.com/qbe-moorgate-bothnia-part-vii-information/. Supporting documents and any further news about the Transfer will be posted on these websites so you may wish to check for updates. You can also request free copies of any of these documents by writing to QBE at "QBE, Plantation Place, 30 Fenchurch Street, London EC3M 3BD, United Kingdom", for the attention of Joe Fletcher, or by email to joe.fletcher@uk.qbe.com or by writing to Moorgate at "Moorgate Insurance Company Limited, 4th Floor, St Clare House, 30-33 Minories, London EC3N 1DD, United Kingdom", for the attention of Caroline Hobbs, or by email to RFPTtransfer@compre-group.com. Alternatively, you can telephone on +44 (0)203 551 6551 from Monday to Friday during usual business hours.

The Application will be heard on 17 November 2017 by a Judge of the Chancery Division of the High Court at The Rolls Building, Fetter Lane, London, EC4A 1NL, United Kingdom. If approved by the Court, it is currently proposed that the Transfer will take effect from 30 November 2017.

Any person who believes that he or she would be adversely affected by the carrying out of the Transfer is entitled to either make written representations or be heard (either in person or by a legal representative) at the hearing of the Application on 17 November 2017.

Any person who intends to appear at the Court or make representations in writing is requested to notify his or her objections as soon as possible and ideally at least five clear business days before the hearing of the Application on 17 November 2017 to QBE or Moorgate using the appropriate contact details set out above.

Dated: 8 August 2017

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Ref: QBE4.24/AP02/MG02
Solicitors for the Transferors and the Transferee