

**IN THE HIGH COURT OF JUSTICE
CHANCERY DIVISION
COMPANIES COURT**

No 627 of 2009

**IN THE MATTER OF THE MEADOWS INDEMNITY COMPANY LIMITED
AND IN THE MATTER OF THE COMPANIES ACT 2006 OF GREAT BRITAIN**

SCHEME OF ARRANGEMENT

between

THE MEADOWS INDEMNITY COMPANY LIMITED

**(in respect of business underwritten by The Meadows Indemnity Company Limited
and Meadows Syndicate, Inc.)**

and its

SCHEME CREDITORS

NOTICE IS HEREBY GIVEN that by an order dated 11 March 2009 made in the High Court of Justice of England and Wales in the above matter the Court has directed that meetings of the Scheme Creditors (as defined in the scheme of arrangement referred to below) (the **"Meetings"**) of the above named company (the **"Company"**) be convened for the purpose of considering and, if thought fit, approving (with or without modification) a scheme of arrangement proposed to be made between the Company and its Scheme Creditors pursuant to Part 26 of the Companies Act 2006 (the **"Scheme"**). The Meetings will be held on Wednesday 27 May 2009 at the offices of Clyde & Co LLP, 51 Eastcheap, London, EC3M 1JP commencing at 11am (London time). All Scheme Creditors are requested to attend at such place and time either in person or by proxy.

Two separate Meetings will be held, one meeting for Scheme Creditors with Notified Outstanding Claims and one meeting for Scheme Creditors with IBNR Claims (each as defined in the Scheme). If you are a Scheme Creditor with both Notified Outstanding Claims and IBNR Claims you will be entitled to vote at both Meetings.

Scheme Creditors are all policyholders having claims or potential future claims arising under or in connection with:

- (i) all insurance and reinsurance policies underwritten by the Company;
- (ii) all insurance and reinsurance policies underwritten by Meadows Syndicate, Inc as a member of the New York Insurance Exchange, Inc.

Policyholders of Meadows Syndicate, Inc should note that the Company has assumed liability in respect of present and future claims arising under the policies described in (ii) above which will be dealt with in accordance with the terms of the Scheme.

Scheme Creditors may vote in person at the relevant Meeting(s) or may appoint another person, whether a Scheme Creditor or not, as their proxy to attend and vote in their place.

A copy of the proposed Scheme and a statement explaining the effect of the Scheme, as well as blank forms of proxy and voting forms, may be obtained by attending at, or on written application to Ambant Limited, Lloyd's Avenue House, 6 Lloyd's Avenue, London, EC3N 3ES (ref: Philip Grant). They may also be downloaded and printed from the website www.meadowsindemnity.com.

The Court has appointed Philip Grant of Ambant Limited, to act as chairman of the Meetings and has directed the chairman of the Meetings to report the result of the Meetings to the Court. The Court has appointed William J. Bower to act as independent vote reviewer for the purposes of reviewing the values placed on all Claims for voting purposes and preparing a report in the reasonableness of those values for submission to the Court.

If approved by the requisite majority of creditors at each meeting, the Scheme will be subject to the subsequent approval of the Court.

Any policyholder who has any questions concerning the action it is required to take should contact Philip Grant at Ambant Limited, Lloyd's Avenue House, 6 Lloyd's Avenue or on +44(0)20 7264 0807 or fax +44(0)20 7264 0801 or email meadowsenquiries@ambant.com.