

**THE UNITED KINGDOM DEFENCE INSURANCE ASSOCIATION
(ISLE OF MAN) LIMITED**

2nd Floor, Samuel Harris House, 5-11 St Georges Street, Douglas, IM1 1AJ
(T) 01624 645200

23rd June, 2026

Dear Sirs,

EXTRAORDINARY GENERAL MEETING

1. Notice of General Meeting on 17th July, 2026

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting will be held in Douglas, Isle of Man on the 17th day of July, 2026 at 14.00pm for the purpose of considering the items in the attached Agenda.

2. Agenda for General Meeting

The Agenda and supporting documents for the meeting are enclosed.

3. Proxy Form

A proxy form is enclosed. Please note the completed form must reach the Secretary of the Association at its Registered Office in Douglas, Isle of Man no later than 48 hours before the meeting.

Yours faithfully,

THOMAS MILLER INSURANCE MANAGERS LIMITED

Managers

Directors: R. Dennett, I Botonakis, G. Panayides, P. Seaward & N. Verardi

Registered Office: 2nd Floor, Samuel Harris House, 5-11 St Georges Street, Douglas, Isle of Man. IM1 1AJ. Company No: 094573C (Isle of Man)

EXTRAORDINARY GENERAL MEETING

OF

**THE UNITED KINGDOM DEFENCE INSURANCE
ASSOCIATION (ISLE OF MAN) LIMITED
("THE COMPANY")**

TO BE HELD AT

**LEVEL 2, SAMUEL HARRIS HOUSE
5-11 ST. GEORGES STREET,
DOUGLAS, ISLE OF MAN IM1 1AJ**

ON

17th July, 2026

AT 14:00 P.M.

EXTRAORDINARY GENERAL MEETING

17TH JULY, 2026

AGENDA

1. **To read the Notice of Meeting.**
2. **Amendment to the Articles of Association.**

Special Resolution 1 to propose:

1 “That, with effect from 12 noon British Summer Time on 20th August, 2026, or as soon after that date as any necessary regulatory approval has been received¹, the draft Articles of Association of the Company as contained in the printed document marked “Appendix A” submitted to this meeting and for the purposes of identification signed by the Chairman be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the Company’s existing Articles of Association.”

3. **Transfer of capital**

Special Resolution 2 to propose:

2 “That, with effect from 12 noon British Summer Time on 20th August, 2026, or as soon after that date as any necessary regulatory approval has been received:

- (a) all of the Company’s extant reinsurance liabilities be novated to UK Defence Club Insurance Limited (“UKDCIL”) in accordance with the terms of a novation agreement entered into between the Company and UKDCIL in relation to such novation (which agreement provides that the Company shall, to the extent not previously transferred, transfer to UKDCIL assets with a value equal to the Company’s extant reinsurance liabilities being novated to UKDCIL under that agreement (the “**Matched Assets**”));
 - (b) an amount of the Company’s assets equal to the Matched Assets be transferred to UKDCIL;
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- (c) the balance of the Company's assets remaining following the transfer contemplated by resolution 2(b) be transferred to UKDCIL, save for the minimum amount required to ensure that the Company's eligible capital resources will meet or exceed its SCR (as that term is defined in section 12 of the Isle of Man Insurance Act 2008 and all related secondary legislation) on a continuing basis after the transfer;
- (d) the execution, delivery and performance of all documents necessary to effect the transactions contemplated by this resolution 2 are for the benefit of and in the best interests of the Company for the purposes of carrying on its business and are a proper exercise of the directors' powers; and
- (e) any acts done or documents executed pursuant to any of the foregoing paragraphs of this resolution shall be valid, effective and binding upon the Company notwithstanding any limitation on the powers of the directors of the Company contained in or incorporated by reference in the Company's Articles of Association (any such limitation being suspended, waived, relaxed or abrogated to the extent required to give effect to the foregoing resolutions)."

4. Any Other Business

Appendix A

THE COMPANIES ACTS 1931 to 2004

ISLE OF MAN

PRIVATE COMPANY LIMITED BY GUARANTEE

AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

THE UNITED KINGDOM DEFENCE INSURANCE ASSOCIATION (ISLE OF MAN) LIMITED

(Adopted by special resolution of the Members dated [])

1. PRELIMINARY

Table C in the Schedule to the Companies (Memorandum and Articles of Association) Regulations 1988 made by the Treasury under section 7 of the Companies Act 1986 does not apply to the Company. The articles below constitute the regulations of the Company.

2. INTERPRETATION

2.1 In these articles, where the context admits:

Act: Companies Acts 1931 to 2004 including any statutory modification or re-enactment thereof for the time being in force;

Articles: the articles of association of the Company;

Clear days: in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

Company: The United Kingdom Defence Insurance Association (Isle of Man) Limited;

Electronic Facility: any electronic means by which persons may attend, speak, and vote at a meeting;

Executed: includes any mode of execution;

Office: the registered office of the Company;

Person: includes individuals, limited liability companies and bodies corporate;

Seal: the common seal of the Company;

Secretary: the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary.

2.2 Unless the context otherwise requires, words or expressions contained in these articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these articles become binding on the Company.

2.3 References to a gender include a reference to both the other genders.

3. **PRIVATE COMPANY**

The Company is a private company within the meaning of section 26 of the Companies Act 1931 and no invitation may be issued to the public to subscribe for any shares or debentures in the Company.

4. **MEMBERS**

4.1 The subscribers to the memorandum of association of the Company and such other persons as are admitted to membership in accordance with the articles shall be members of the Company. Every person seeking to become a member must deliver to the Company an application for membership in such form as the directors require, executed by him. No person may be admitted a member of the Company unless he is first approved by the directors.

4.2 A person may be admitted to membership only on approval by the directors, following application by that person to the directors in such form as they require.

4.3 With effect from noon GMT on 20 August 2026, the sole member of the Company shall be UK Defence Club Insurance Limited.

4.4 A member may at any time withdraw from the Company by giving written notice to the Company. Membership is not transferable and ceases on death (in the case of an individual).

5. **GENERAL MEETINGS**

5.1 All general meetings other than annual general meetings shall be called extraordinary general meetings.

5.2 The directors may call general meetings and, on the requisition of members under the Act, shall convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the Isle of Man sufficient directors to call a general meeting, any director or any member of the Company may call a general meeting.

6. **NOTICE OF GENERAL MEETINGS**

6.1 An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or a resolution appointing a person as a director shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed:

- (a) in the case of an annual general meeting, by all the members entitled to attend and vote at the meeting; and
- (b) in the case of any other meeting by a majority in number of the members having a right to attend and vote being a majority together holding not less than ninety-five per cent. of the total voting rights at the meeting of all the members.

The notice shall specify:

- (a) the time and place of the meeting (which, in the case of a fully virtual meeting, is to be interpreted as the Electronic Facility by means of which the meeting will be conducted);
- (b) if it is anticipated that members participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting;
- (c) the general nature of the business to be transacted; and
- (d) in the case of an annual general meeting, the meeting as such.

The notice shall be given to all the members and to the directors and auditors (if auditors have been appointed).

- 6.2 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice does not invalidate the proceedings at that meeting.

7. ATTENDANCE AND PARTICIPATION AT GENERAL MEETINGS

- 7.1 A person shall be deemed to be present at a general meeting if that person attends in person, by proxy or by means of an Electronic Facility which enables that person to exercise the right to speak and vote at the meeting.
- 7.2 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
- 7.3 A person is able to exercise the right to vote at a general meeting when that person's vote can be taken into account in determining whether or not resolutions are passed at the same time as the votes of all other persons attending the meeting.
- 7.4 The directors may make such arrangements as they consider appropriate to enable those attending a general meeting to exercise their rights to speak and vote at it.
- 7.5 In determining attendance at a general meeting, it shall be immaterial whether any two or more persons attending it are in the same place as each other. Two or more persons who are not in the same place as each other shall be treated as attending the same general

meeting if their circumstances are such that they are able to exercise their rights to speak and vote at that meeting.

- 7.6 A general meeting may be held wholly or partly by means of one or more Electronic Facilities and any reference in these Articles to being present at a general meeting shall include being present by such means.

8. **PROCEEDINGS AT GENERAL MEETINGS**

- 8.1 No business may be transacted at any meeting unless a quorum is present. Two persons (or one person if the Company has only one member) entitled to vote upon the business to be transacted, each being present in accordance with Article 7, are a quorum.

- 8.2 If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the directors may determine.

- 8.3 The chairman, if any, of the board of directors or in his absence some other director nominated by the directors shall preside as chairman of the meeting, but if neither the chairman nor such other director (if any) be present, whether in person or by means of an Electronic Facility, within fifteen minutes after the time appointed for holding the meeting and willing to act, the directors present shall elect one of their number to be chairman and, if there is only one director present and willing to act, he shall be chairman.

- 8.4 If no director is willing to act as chairman, or if no director is present, whether in person or by means of an Electronic Facility, within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman.

- 8.5 A director shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting.

- 8.6 The chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

- 8.7 A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:

- (a) by the chairman; or

- (b) by at least two members (or one member if the Company has only one member) having the right to vote at the meeting; or
- (c) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting;

and a demand by a person as proxy for a member is the same as a demand by the member.

- 8.8 Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting are conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 8.9 The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
- 8.10 A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 8.11 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman has a casting vote in addition to any other vote he may have.
- 8.12 A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
- 8.13 No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- 8.14 A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present is as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members.

9. **VOTES OF MEMBERS**

- 9.1 On a show of hands every member present has one vote. On a poll every member present in person, by means of an Electronic Facility or by proxy has one vote.

9.2 A member in respect of whom an order has been made by any court having jurisdiction (whether in the Isle of Man or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his receiver, curator bonis or other person authorised in that behalf appointed by that court, and any such receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the directors of the authority of the person claiming to exercise the right to vote shall be deposited at the office, or at such other place as is specified in accordance with the articles for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.

9.3 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.

9.4 An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve):

[Name of Company] Limited

I/We, [Name], of [Address], being a member/members of the above-named company, hereby appoint [Name] of [Address], or failing him, [Name] of [Address] as my/our proxy to vote in my/our name[s] and on my/our behalf at the annual/extraordinary general meeting of the company to be held on [Date] 20[Year], and at any adjournment thereof.

Signed on [Date] 20[Year]

9.5 Where it is desired to afford members an opportunity of instructing the proxy how he shall act the instrument appointing a proxy shall be in the following form (or in a form as near as circumstances allow or in any other form which is usual or which the directors may approve):

[Name of Company] Limited

I/We, [Name], of [Address], being a member/members of the above-named company, hereby appoint [Name] of [Address] or failing him, [Name] of [Address] as my/our proxy to vote in my/our name[s] and on my/our behalf at the annual/extraordinary general meeting of the company, to be held on [Date] 20[Year], and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No. 1:	*for	*against
Resolution No. 2:	*for	*against

*Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.

Signed this [Day] day of [Month] 20[Year].

9.6 The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the directors may:

- (a) be deposited at the office or at such other place within the Isle of Man, or be delivered by electronic means to such electronic address, as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
- (b) in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
- (c) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the secretary or to any director;

and an instrument of proxy which is not deposited or delivered in a manner so permitted is invalid.

9.7 A vote given or poll demanded by proxy or by the duly authorised representative of a corporation is valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Company at the office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

10. **NUMBER OF DIRECTORS**

Unless otherwise determined by ordinary resolution, the number of directors (other than alternate directors) is not subject to any maximum.

11. **ALTERNATE DIRECTORS**

11.1 Any director (other than an alternate director) may appoint any other director, or any other person approved by resolution of the directors and willing to act, to be an alternate director and may remove from office an alternate director so appointed by him.

11.2 An alternate director is entitled to receive notice of all meetings of directors and of all meetings of committees of directors of which his appointor is a member, to attend and vote at any such meeting at which the director appointing him is not personally present, and generally to perform all the functions of his appointor as a director in his absence but is not entitled to receive any remuneration from the Company for his services as an alternate director. But it shall not be necessary to give notice of such a meeting to an alternate director who is absent from the Isle of Man.

- 11.3 An alternate director ceases to be an alternate director if his appointor ceases to be a director.
- 11.4 Any appointment or removal of an alternate director shall be by notice to the Company signed by the director making or revoking the appointment or in any other manner approved by the directors.
- 11.5 Save as otherwise provided in the articles, an alternate director is deemed for all purposes to be a director and is alone responsible for his own acts and defaults and he is not deemed to be the agent of the director appointing him.

12. POWERS OF DIRECTORS

- 12.1 Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the Company shall be managed by the directors who may exercise all the powers of the Company. No alteration of the memorandum or articles and no such direction shall invalidate any prior act of the directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this article shall not be limited by any special power given to the directors by the articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.
- 12.2 The directors may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.

13. DELEGATION OF DIRECTORS' POWERS

The directors may delegate any of their powers to any committee consisting of one or more directors. They may also delegate to any managing director or any director holding any other executive office such of their powers as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions the directors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the articles regulating the proceedings of directors so far as they are capable of applying.

14. APPOINTMENT AND RETIREMENT OF DIRECTORS

- 14.1 The Company may by ordinary resolution appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director.
- 14.2 The directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed any number fixed by or in accordance with the articles as the maximum number of directors.

- 14.3 The Company may by special resolution in general meeting remove any director before the expiration of his period of office notwithstanding any other provision contained in the articles or in any agreement between the Company and such director. The removal of a director pursuant to this article shall be without prejudice to any claim he may have for damages for breach of any contract of service between him and the Company.

15. **DISQUALIFICATION AND REMOVAL OF DIRECTORS**

The office of a director shall be vacated if:

- (a) he ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a director; or
- (b) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (c) he is, or may be, suffering from mental disorder and either:
 - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1998 (or any Act replacing or succeeding it), or
 - (ii) an order is made by a court having jurisdiction (whether in the Isle of Man or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs or for the registration of an enduring power of attorney, or
 - (iii) any functions under Part 7 of the Mental Health Act 1998 are exercised by the Attorney General in relation to his property or affairs; or
- (d) he resigns his office by notice to the Company; or
- (e) he is for more than six consecutive months absent without permission of the directors from meetings of directors held during that period and the directors resolve that his office be vacated.

16. **REMUNERATION OF DIRECTORS**

The directors are entitled to such remuneration as the Company may by ordinary resolution determine and, unless the resolution provides otherwise, the remuneration shall be deemed to accrue from day to day.

17. **DIRECTORS' EXPENSES**

The directors may be paid all travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of directors or committees of directors or general meetings or separate meetings of the holders of debentures of the Company or otherwise in connection with the discharge of their duties.

18. DIRECTORS' APPOINTMENTS AND INTERESTS

18.1 Subject to the provisions of the Act, the directors may appoint one or more of their number to the office of managing director or to any other executive office under the Company and may enter into an agreement or arrangement with any director for his employment by the Company or for the provision by him of any services outside the scope of the ordinary duties of a director. Any such appointment, agreement or arrangement may be made upon such terms as the directors determine and they may remunerate any such director for his services as they think fit. Any appointment of a director to an executive office shall terminate if he ceases to be a director but without prejudice to any claim to damages for breach of the contract of service between the director and the Company.

18.2 Subject to the provisions of the Act, and provided that he has disclosed to the directors the nature and extent of any material interest of his, a director notwithstanding his office:

- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested;
- (b) may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Company or in which the Company is otherwise interested; and
- (c) shall not, by reason of his office, be accountable to the Company for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

18.3 For the purposes of article 17.2:

- (a) a general notice given to the directors that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified; and
- (b) an interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

19. DIRECTORS' GRATUITIES AND PENSIONS

Subject to the provisions of the Act, the directors may provide benefits, whether by the payment of gratuities or pensions or by insurance or otherwise, for any director who has held but no longer holds any executive office or employment with the Company or with any body corporate which is or has been a subsidiary of the Company or a predecessor in business of the Company or of any such subsidiary, and for any member of his family (including a spouse and a former spouse) or any person who is or was dependent on him,

and may (as well before as after he ceases to hold such office or employment) contribute to any fund and pay premiums for the purchase or provision of any such benefit.

20. PROCEEDINGS OF DIRECTORS

- 20.1 Subject to the provisions of the articles, the directors may regulate their proceedings as they think fit. A director may, and the secretary at the request of a director shall, call a meeting of the directors. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote. A director who is also an alternate director shall be entitled in the absence of his appointor to a separate vote on behalf of his appointor in addition to his own vote.
- 20.2 The quorum for the transaction of the business of the directors may be fixed by the directors and unless so fixed at any other number shall be two. Directors may (without limitation) take part in meetings, and may form part of a quorum for the transaction of business, by telephone, video conference electronic or other remote means of communication. A person who holds office only as an alternate director shall, if his appointor is not present or does not take part in the meeting as above, be counted in the quorum.
- 20.3 The continuing directors or a sole continuing director may act notwithstanding any vacancies in their number, but, if the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting.
- 20.4 The directors may appoint one of their number to be the chairman of the board of directors and may at any time remove him from that office. Unless he is unwilling to do so, the director so appointed shall preside at every meeting of directors at which he is present. But if there is no director holding that office, or if the director holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the directors present may appoint one of their number to be chairman of the meeting.
- 20.5 All acts done by a meeting of directors, or of a committee of directors, or by a person acting as a director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be valid as if every such person had been duly appointed and was qualified and had continued to be a director and had been entitled to vote.
- 20.6 A resolution in writing signed by all the directors entitled to receive notice of a meeting of directors or of a committee of directors shall be as valid and effectual as if it had been passed at a meeting of directors or (as the case may be) a committee of directors duly convened and held and may consist of several documents in the like form each signed by one or more directors; but a resolution signed by an alternate need not also be signed by his appointor and, if it is signed by a director who has appointed an alternate director, it need not be signed by the alternate director in that capacity.
- 20.7 Save as otherwise provided by the articles, a director shall not vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in which he has, directly

or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company unless he has declared the nature of his interest in the manner required by section 148 of the Companies Act 1931.

- 20.8 A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.
- 20.9 The Company may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the articles prohibiting a director from voting at a meeting of directors or of a committee of directors.
- 20.10 Where proposals are under consideration concerning the appointment of two or more directors to offices or employments with the Company or any body corporate in which the Company is interested the proposals may be divided and considered in relation to each director separately and (provided he is not for another reason precluded from voting) each of the directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his own appointment.
- 20.11 If a question arises at a meeting of directors or of a committee of directors as to the right of a director to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any director other than himself shall be final and conclusive.

21. **SECRETARY**

Subject to the provisions of the Act, the secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

22. **MINUTES**

The directors shall cause minutes to be made in books kept for the purpose:

- (a) of all appointments of officers made by the directors; and
- (b) of all proceedings at meetings of the Company, and of the directors, and of committees of directors, including the names of the directors present at such meeting.

23. **THE SEAL**

The seal shall only be used by the authority of the directors or of a committee of directors authorised by the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or by a second director.

24. **AUDIT EXEMPTION**

24.1 The Company, for so long as applicable regulations so permit, may elect to dispense with compliance with the requirements of the Act which relate to the audit of accounts of companies.

24.2 Any member may at any time, by notice in writing deposited at the registered Office of the Company, require the Company to comply with the requirements of the Act which relate to the audit of accounts, and such notice shall continue to have effect until a unanimous resolution of the members determines otherwise.

25. **ACCOUNTS**

25.1 No member shall (as such) have any right of inspecting any accounting records or other book or document of the Company except as conferred by statute or authorised by the directors or by ordinary resolution of the Company.

25.2 The Company elects, in accordance with and subject to the provisions of Section 2A of the Companies Act 1982, to dispense with the requirement to lay the accounts and reports of the Company before the Company in general meeting. The references in the Act to the laying of accounts and documents required to be annexed to the balance sheet before the Company in general meeting and the requirement that the auditors' report be read before the Company in general meeting shall be read as references to the sending of copies of the accounts and the report to members and others under Section 11(1) of the Companies Act 1982.

26. **NOTICES**

26.1 Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of the directors need not be in writing.

26.2 The Company may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address. A member whose registered address is not within the British Islands and who gives to the Company an address within the British Islands at which notices may be given to him is entitled to have notices given to him at that address, but otherwise no such member is entitled to receive any notice from the Company.

26.3 A member present, either in person or by proxy, at any meeting of the Company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

26.4 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

27. **INDEMNITY**

Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

**THE UNITED KINGDOM DEFENCE INSURANCE ASSOCIATION
(ISLE OF MAN) LIMITED**

EXTRAORDINARY GENERAL MEETING

Our Ref: BLANK

The Secretary
The United Kingdom Defence Insurance Association (Isle of Man) Limited
Level 2, Samuel Harris House
5-11 St. Georges Street
Douglas, Isle of Man, IM1 1AJ

FORM OF PROXY

Total Number of votes

The undersigned, a Member of The United Kingdom Defence Insurance Association (Isle of Man) Limited,
hereby appoints:

or the chairman of the Extraordinary General Meeting

to be the undersigned's proxy in the order named to vote on behalf of the undersigned at the Extraordinary General Meeting
of the Members of the said Company to be held on the 17th July 2026 and at any adjournment thereof.

Please indicate in the spaces below how you wish your vote(s) to be cast in the event that the resolutions set out in
the attached Agenda are duly proposed and seconded.

	For (total)	Against (total)	For (total)	Against (total)
Resolution in item 1	—	—		
Resolution in item 2	—	—		

Unless otherwise instructed, the proxy will vote as he thinks fit.

Name of Member Company:

AS WITNESS the hand of the undersigned this day.....of....., 2026

Name of Signatory

Signature.....

Designation of Signatory