

Notice of Intention

Notice of intention to apply to the Federal Court of Australia for confirmation of scheme under Division 3A of Part III of the *Insurance Act 1973* (Cth) for the transfer of the insurance business of Sunderland Marine Insurance Company Limited (Australian branch) to The North of England Protecting and Indemnity Association Limited (Australian branch).

Notice is given that Sunderland Marine Insurance Company Limited (Australian branch) ABN 89 007 508 401 (**SMI Aus**) intends to make an application to the Federal Court of Australia in Sydney for orders confirming a scheme under Division 3A of Part III of the *Insurance Act 1973* (Cth) (the **Act**) to transfer its Australian general insurance business to The North of England Protecting and Indemnity Association Limited (Australian branch) ARBN 624 528 123 (**North Aus**) (the **Scheme**). The North of England Protecting and Indemnity Association Limited is the ultimate holding company of Sunderland Marine Insurance Company Limited. The Scheme is being undertaken as part of an internal reorganisation of the group for the purpose of adopting a simplified and more cost effective group structure globally. Subject to the Scheme being confirmed, the insurance business and assets of SMI Aus will be transferred to North Aus and the business will continue to operate in Australia under the Sunderland Marine brand.

Should the Scheme be confirmed by the Federal Court of Australia, North Aus will be substituted for SMI Aus under policies issued or underwritten by SMI Aus. Any person who holds a policy affected by the Scheme (**Affected Policyholder**) has the right to (1) obtain a copy of the Scheme free of charge on request; and (2) attend the Court hearing and request to be heard on the application for confirmation of the Scheme.

An application by SMI Aus for confirmation of the Scheme will be made to the Court in Sydney on or about 2 November 2018 (the exact date will be published on the websites <https://www.sunderlandmarine.com/australia/home/> and <http://www.miaustralia.com> and <http://www.nepia.com> when available). If any Affected Policyholder wishes to appear at the hearing, it would assist if you could first contact our lawyer, Mr Matthew Ellis of Norton Rose Fulbright Australia, 485 Bourke Street, Melbourne VIC 3000 (telephone (03) 8686 6329), at least three days before the hearing date.

Affected Policyholders are not required to take any action if they have no objection to the Scheme.

Copies of this notice, the Scheme, a summary of the Scheme and the actuarial report by Geoff Atkins of Finity Consulting Pty Limited dated 13 July 2018 on which the Scheme is based (**Scheme Documents**) are available at the website addresses above. Affected Policyholders may obtain or inspect a copy of these documents at the places set out below during the hours of 9:00am to 5:00 pm each day (other than weekends and public holidays) from 24 September 2018 until 10 October 2018:

State	Address	State	Address
Victoria	Norton Rose Fulbright Level 15 485 Bourke Street Melbourne 3000 Contact: Matthew Ellis	South Australia	Finlaysons Lawyers 81 Flinders Street Adelaide SA 5000 Contact: Alicia Jennison
New South Wales	Norton Rose Fulbright 44 Martin Place Sydney 2000 Contact: Ray Giblett	Western Australia	Norton Rose Fulbright Level 30 108 St Georges Terrace Perth 6000 Contact: JP Wood
Queensland	Norton Rose Fulbright Level 21, ONE ONE ONE 111 Eagle Street Brisbane 4000 Contact: Brett Solomon	ACT	Norton Rose Fulbright 9 Sydney Avenue Barton 2600 Contact: Amanda Smith
Northern Territory	Finlaysons Lawyers Level 3/9 Cavenagh Street Darwin NT 0800 Contact: Leah White	Tasmania	Groom Kennedy Level 1 47 Sandy Bay Road Battery Point, Hobart Contact: James Groom

If an Affected Policyholder has any questions in relation to the Scheme or any information contained in this notice, or wishes to obtain a copy of the Scheme Documents free of charge, please contact North by calling Chris Kennedy, Australian Branch Manager of SMI Aus, on (03) 8199 4405, or email chris.kennedy@sunderlandmarine.com.

In order to assist you in assessing whether you may be an Affected Policyholder, please note that the general insurance business of SMI Aus is largely distributed through intermediaries. We suggest you contact your broker or agent to ascertain whether you are an Affected Policyholder.

We recommend that each Affected Policyholder obtain and review the Scheme Documents, which contain a discussion of the impact of the Scheme on policyholders.