

## [Summary of the Scheme]

IN THE HIGH COURT OF JUSTICE

BUSINESS AND PROPERTY COURTS OF ENGLAND AND WALES

COMPANIES COURT (ChD)

IN THE MATTER OF MARKEL INTERNATIONAL INSURANCE COMPANY LIMITED

and

IN THE MATTER OF MARKEL INSURANCE SOCIETAS EUROPAEA

and

IN THE MATTER OF THE FINANCIAL SERVICES AND MARKETS ACT 2000

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### SUMMARY OF THE SCHEME

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## 1 Introduction

- 1.1 Markel International Insurance Company Limited (the **Transferor**) is proposing to transfer:
- (a) the entire book of general insurance (excluding reinsurance) business written and/or assumed by or on behalf of the Transferor through its branches in Germany, the Netherlands and Spain (the **Continental Branches**);
  - (b) certain general insurance (excluding reinsurance) business written and/or assumed by or on behalf of the Transferor through its branch in Ireland (the **Irish Branch**), only to the extent that such business wholly or partly relates to a risk or risks situated in any state within the European Economic Area (**EEA State**) (other than the United Kingdom) (the **Transferring Irish Branch Business**); and
  - (c) certain general insurance (excluding reinsurance) business written and/or assumed by or on behalf of the Transferor on a freedom of services basis or otherwise through its head office in the United Kingdom, only to the extent that such business wholly or partly relates to a risk or risks situated in any EEA State (other than the United Kingdom) (the **Transferring Head Office Business**),

((a), (b), and (c) together being the **Transferring Business**) to Markel Insurance Societas Europaea (the **Transferee**).

1.2 The transfer of the Transferring Business (the **Part VII Transfer**) is to be effected through an insurance business transfer scheme (the **Scheme**). The Scheme will be carried out through the High Court of Justice in England (the **High Court**) in accordance with Part VII of the UK Financial Services and Markets Act 2000.

1.3 This document sets out a summary of the effect of the Scheme.

1.4 This document is only a summary. Full details of the Scheme can be found in the complete version which is available free of charge (please refer to paragraph 5 below for further information).

## 2 Background of the Transferor and the Transferee

2.1 The Transferor is a company incorporated in England and Wales with registered number 00966670. The registered office of the Transferor is at 20 Fenchurch Street, London, EC3M 3AZ, United Kingdom.

2.2 The Transferee is a company incorporated in Germany with registered number HRB 233618. The registered office of the Transferee is at Sophienstrasse 26, 80333 Munich, Germany.

2.3 The Transferring Business includes all of the Transferor's general insurance business written through the Continental Branches, and the general insurance business comprising the Transferring Irish Branch Business and the Transferring Head Office Business.

2.4 The Transferor is authorised and regulated by the UK Prudential Regulation Authority (the **PRA**) and is also regulated by the UK Financial Conduct Authority (the **FCA**).

2.5 The Transferee is authorised and regulated by the Federal Financial Supervisory Authority (*Bundesanstalt für Finanzdienstleistungsaufsicht*), the German regulatory authority responsible for the supervision of the insurance sector (**BaFin**).

## 3 Process and Timings of the Scheme

3.1 The proposed timings for the Scheme are:

High Court hearing	28 March 2019
Proposed "Effective Date" (when the Transferring Business will transfer to the Transferee)	00:01 GMT on 29 March 2019

- 3.2 The Scheme will not go ahead unless the High Court approves it on 28 March 2019.
- 3.3 If the High Court imposes any change or conditions to the proposed Scheme, the Scheme will not take effect unless the Transferor and the Transferee consent.

## **4 Summary of the Scheme**

- 4.1 The following is a summary of the main points of the Scheme. As noted above, the full version of the Scheme document is available free of charge (please refer to paragraph 5 below for further information).
- 4.2 In addition, the Transferor and the Transferee have prepared a series of policyholder communications which are available at the Markel International website (at [www.markelinternational.com/brexit](http://www.markelinternational.com/brexit)).

### **The Effect of the Scheme**

- 4.3 As stated above, the Scheme is intended to transfer all of the Transferring Business from the Transferor to the Transferee.

### **Claims paid by the Transferee after the Effective Date**

- 4.4 It is intended that, from the Effective Date, all the rights and obligations arising from the Transferring Business will automatically transfer to the Transferee and will no longer rest with the Transferor. This means that the Transferee will be responsible for paying all claims and meeting all the other obligations which were previously obligations of the Transferor in relation to the Transferring Business.

### **Exceptions**

- 4.5 Despite the intention explained in 4.4 above, there may be a small number of policies which fall outside the Scheme. These would be “Excluded Policies” or “Residual Policies”, as described in more detail in the full version of the Scheme. Any Residual Policies will transfer to the Transferee as soon as possible following the Effective Date.

### **No Changes to Policy Terms and Conditions**

- 4.6 There will be no changes to the terms and conditions of the transferring policies, save that the insurer will be the Transferee not the Transferor.

### **Policy administration**

- 4.7 The administration (including claims handling) of the Transferring Business currently undertaken in Germany, Ireland, the Netherlands, Spain and the United Kingdom by the Transferor will be

carried out in the same manner by the Transferee regardless of whether the Scheme is sanctioned or not. In particular, the same employees will, subject to the completion of appropriate employee consultation procedures in relation to any transfer of their employment, continue to administer the Transferring Business in the same way that it is currently administered.

- 4.8 The Scheme should therefore not have any effect on the policy administration arrangements for the Transferring Business.

#### **Continuity of proceedings or litigation**

- 4.9 From the Effective Date, any current proceedings or litigation which are brought by or against the Transferor in connection with the Transferring Business shall be continued by or against the Transferee, and the Transferee shall be entitled to all defences, claims, counterclaims and rights of set-off that would have been available to the Transferor.

- 4.10 From the Effective Date, any judgement, settlement, order or award under current or past proceedings obtained by or against the Transferor in relation to the Transferring Business shall be enforceable by or against the Transferee in place of the Transferor.

#### **Costs and Expenses**

- 4.11 None of the costs and expenses relating to the preparation of the Scheme or High Court process will be borne by policyholders.

## **5 Further Information**

If you have any further questions or require a full version of the Scheme please:

- visit the Markel International website at [www.markelinternational.com/brexit](http://www.markelinternational.com/brexit);
- call the relevant dedicated helplines, free of charge, on:
  - (1) Germany – +49 89 89 08 316 – 50 (open 09:00-17:00 on weekdays);
  - (2) the Netherlands – +31 10 798 1000 (open 08:30-17:00 on weekdays);
  - (3) Spain – +34 91 788 6150 (open 09:00-18:00 Monday-Thursday and 09:00-15:00 on Friday); and
  - (4) the UK and Ireland – +44 345 351 2600 (open 08:00-18:00 on weekdays),

(each of the above opening hours excludes bank holidays and public holidays. Callers outside of these hours will be able to leave a message and request that their call is returned); or

- write to us at:
  - (1) Germany – Markel Insurance, Sophienstrasse 26, 80333 Munich;
  - (2) the Netherlands – Markel, Westerlaan 18, 3016 CK Rotterdam;
  - (3) Spain – Markel Insurance, Plaza Pablo Ruiz Picasso, No 1 Planta 35, Edificio Torre Picasso, 28020 Madrid; and
  - (4) the UK and Ireland – Markel, 20 Fenchurch Street, London, EC3M 3AZ; or
  
- e-mail us at:
  - (1) Germany – [brexit@markel.de](mailto:brexit@markel.de);
  - (2) the Netherlands – [brexitnetherlands@markelintl.com](mailto:brexitnetherlands@markelintl.com);
  - (3) Spain – [Markel.Espana@markelintl.es](mailto:Markel.Espana@markelintl.es); and
  - (4) the UK and Ireland – [brexit@markelintl.com](mailto:brexit@markelintl.com).