

Transferring to The North of England Protecting and Indemnity Association Limited

Your questions about the
transfer of policies answered

Contents

1. Your Questions Answered

Section 1 General Overview.....	1
Section 2 More about NOE.....	2
Section 3 More about the Transfer Process.....	3
Section 4 More about the Independent Expert.....	5
Section 5 Will there be any changes to my policy?.....	6
Section 6 Final Comments	7

2. Glossary

3. Summary of the Scheme and Independent Expert report (enclosed)

4. Legal Notice (enclosed)

Your Questions Answered

Section 1

General Overview

1.1 What are the proposed changes?

Sunderland Marine Insurance Company Limited (**SMI**) proposes to transfer the entirety of its business comprising general insurance and reinsurance policies (the **Transfer**) to The North of England Protecting and Indemnity Association Limited (**NOE**). This process is known as a Part VII transfer and is effected by means of a **Scheme**.

1.2 When will the Transfer happen?

If approved by the High Court of Justice of England and Wales (the **Court**), the Transfer is scheduled to take effect on the **Effective Date**. It is expected that this will be 30 June 2020.

Any change to the Effective Date will be announced on the SMI website (at www.sunderlandmarine.com) and the NOE website (at www.nepia.com).

1.3 Which policies are transferring?

All policies underwritten by SMI are being transferred.

1.4 Why is SMI doing this?

The Transfer is being undertaken as part of a restructure undertaken by the North Group. The aims of the restructure are broadly to: (i) amalgamate all underwriting business carried on in the UK by the North Group into one single licenced entity; (ii) achieve a sustainable and profitable business model for the North Group; and (iii) achieve a more efficient use of capital within the corporate group.

1.5 Why is there a separate Jersey Scheme?

SMI's business includes a small number of policies (**Jersey Policies**) that have been written as part of the business carried on by SMI in, or from within, Jersey. The transfer of such business requires approval from the Royal Court of Jersey (**Royal Court**). SMI and NOE are proposing to apply to the Royal Court for approval of a scheme to transfer such business (the **Jersey Scheme**) to NOE (to enable these Jersey Policies to transfer across). In order for the Jersey Scheme to become effective, the Jersey Scheme must be approved by the Royal Court and the Scheme must be approved by the Court and become effective.

The Jersey Scheme is based on the same terms as the Scheme. The summary of the Scheme enclosed with this booklet applies equally to the Jersey Scheme except that, (i) any amendments to the Jersey Scheme, affecting the substance of the Jersey Scheme, would require the consent of the Jersey Financial Services Commission and the Royal Court and (ii) the Jersey Scheme will be governed by Jersey law. The report of the Independent Expert referred to in this booklet and the summary of the report of the Independent Expert also applies equally to the Jersey Scheme.

The Jersey Scheme is only relevant to you if you have a Jersey Policy. If you have an objection to the Jersey Scheme or believe that you may be adversely affect or have any questions then contact details are provided throughout this booklet where such matters can be addressed.

Section 2

More about NOE

2.1 What type of company is NOE?

SMI has been a wholly-owned subsidiary of NOE since 28 February 2014.

NOE is a company limited by guarantee which was incorporated in England and Wales on 14 March 1952 as a mutual insurance company. Many of its policyholders are also members. If the proposed Transfer is approved, all SMI policyholders will become non-member fixed premium policyholders of NOE.

NOE is regulated by the PRA and the FCA to write marine insurance and reinsurance business and is licensed to operate in a number of territories, including 29 jurisdictions within Europe.

You can find out more about NOE by visiting <http://www.nepia.com>.

2.2 How will NOE administer my policy?

NOE will administer the Transferring Policies in the same way as they are currently administered by SMI. In particular, there will be continuity in terms of personnel handling the Transferring Policies and continuity in terms of the processes.

Section 3

More about the Transfer Process

3.1 What is the Transfer?

The Transfer is governed by a process under Part VII of the UK Financial Services and Markets Act 2000 that enables groups of insurance policies to be moved between two insurers. The insurers involved can either be in the same insurance group (as in this instance) or from different corporate groups. An application must be approved by the Court before the Transfer can go ahead. The applicable regulations require SMI and NOE to appoint an Independent Expert, approved by the Regulators, who looks at the impact of the proposed Transfer on the various groups of affected policyholders, and submits a report to the Court. Policyholders must be notified and given time to consider the proposals, and they have a right to object or raise concerns if they feel they would be adversely affected.

3.2 Where and when will the Court Hearing take place?

The Court Hearing will be at the **High Court of Justice, 7 Rolls Building, Fetter Lane, London, EC4A 1NL, UK** on **16 June 2020**.

The application to the Royal Court for approval of the Jersey Scheme expected to take place at **9.00 am on 22 June 2020 at the Royal Court, Royal Square, Hill Street, St Helier, Jersey JE1 1JG**.

You will be able to find information about the outcome of the hearing on the SMI website (at www.sunderlandmarine.com) and the NOE website (at www.nepia.com), by calling +44 (0)191 232 5221, or by emailing ged.mcternan@nepia.com.

3.3 What will happen at the Court Hearing?

The Court will consider whether the Transfer adversely affects policyholders, and other interested parties such as reinsurers, and whether it is appropriate to allow the Transfer. The judge will review the witness statements and evidence presented by SMI and NOE, and consider the reports of the Independent Expert and the Regulators. Time will be allocated to hear any objections or concerns put forward (whether in writing, by telephone, or in person) by affected policyholders or any other person who believes that they would be adversely affected by the proposals. The judge must decide whether or not it is appropriate to approve the Transfer, taking all of the evidence into account. If the judge does approve the Transfer, then a Court Order is made which means the Scheme will come into effect at a time specified in the Order.

3.4 What can you do if you believe you may be adversely affected?

If you believe you may be adversely affected as a result of the Transfer, then you're entitled to object or raise your concerns either in writing or by telephone in advance, or in person at the Court Hearing. You may choose to appoint legal counsel to attend the Court Hearing on your behalf.

You can:

- Call us at +44 (0)191 232 5221 (between 9am and 5pm, Monday to Friday).
- write to us at Sunderland Marine Insurance Company Limited, The Quayside, Newcastle Upon Tyne, NE1 3DU, United Kingdom, Attention: Ged McTernan; or
- e-mail us at: ged.mcternan@nepia.com

Any objections or concerns relating to the Transfer notified to us by telephone or in writing will also be included in the information supplied to the Court. Should you need any further information or if you have any questions or concerns about the Transfer or consider that you may be adversely affected then please contact us as soon as possible and preferably no later than **9 June 2020**.

3.5 What do you mean by 'adversely affected'?

Any types of effect on policyholders may be considered by the Court. This includes changes to the financial security of SMI and NOE, or changes to the administration of the Transferring Policies. If there are some changes for the worse, this does not necessarily mean that the Transfer is unfair or unreasonable, as they might be outweighed by other benefits, or they might be extremely small, or they may only occur infrequently. The Independent Expert considers the materiality of any adverse changes based on their size or likelihood of occurring and provides his conclusions in his Report.

Please refer to the enclosed summary of the Independent Expert's Report for an assessment of the adverse effects of the Transfer.

3.6 What will happen if the Court does not approve the Transfer?

If the proposed Transfer is rejected, your policy will remain with SMI.

If the Transfer is delayed for any reason then we will inform policyholders of this via the SMI website (at www.sunderlandmarine.com) and the NOE website (at www.nepia.com). If there is expected to be a protracted delay, or the Transfer is rejected, we will also write to affected policyholders to let them know.

3.7 Will I be charged extra for any of this?

No, you'll not be asked to bear the costs of the Transfer. NOE will meet the costs and fees of carrying out the Transfer.

Section 4

More about the Independent Expert

4.1 Who is the Independent Expert?

The Independent Expert is Mr Derek Newton of Milliman.

4.2 What's his role?

The Independent Expert has been appointed to give his opinion on the likely effect of the Scheme on policyholders. His appointment has been approved by the PRA, following consultation with the FCA. His Report is impartial, based on thorough scrutiny of the proposals and the businesses of SMI and NOE. Both SMI and NOE have provided him with access to key staff and information he has requested, both private and public.

4.3 How do I know he is independent?

The Independent Expert's appointment has been approved by the PRA, following consultation with the FCA, and independence is one of the criteria that they use to assess his suitability. Neither the Independent Expert nor any of his immediate family hold any policies, shareholdings or have any other financial interests with either of SMI or NOE or any of their subsidiaries, whether indirect or direct. The Independent Expert's overriding duty of responsibility is to the Court, and not SMI or NOE. His Report must be impartial. We have included a summary of his Report with this pack, but you can download a full copy of the Independent Expert's Report at the SMI website (at www.sunderlandmarine.com) and the NOE website (at www.nepia.com). If you would like a paper copy sent to you then please contact us on the details set out at section 3.4 above.

Section 5

Will there be any changes to my policy?

5.1 Who do I contact after the Transfer for a query on my policy or to make changes?

The administration of your policy will not change as a result of the Transfer and after the Transfer you should continue to contact your normal SMI contact.

5.2 Will there be any changes to the premiums I pay?

No changes will be made to your premium as a result of the Transfer.

5.3 Are there any changes to the terms and conditions of my policy?

The Transfer will not change the terms and conditions of your policy or the payments that you receive, if you have a claim.

Section 6

Final Comments

6.1 I can't find the answer to my question in this booklet. Where can I find out more?

We hope that the information we have provided has helped you to understand the proposals. Further information is published on the SMI website (at www.sunderlandmarine.com) and the NOE website (at www.nepia.com). There you can download a full version of the scheme document which sets out the legal terms of the Transfer, the full Report of the Independent Expert, and the policyholder communications pack (hard copies of these documents are available on request). Alternatively call us on +44 (0)191 232 5221, email us at ged.mcternan@nepia.com, or write to us at Sunderland Marine Insurance Company Limited, The Quayside, Newcastle Upon Tyne, NE1 3DU, United Kingdom and we will send you this information.

For customers who have questions or wish to raise concerns or objections related to the proposed Transfer, call +44 (0)191 232 5221. This helpline will be available (9am to 5pm, Monday to Friday) from 2 March 2020.

We will also publish on the websites copies of any Supplementary Reports that the Independent Expert writes before the Court Hearing date.

However, if you do think you may be worse off as a result of the Transfer please see questions 3.4 to 3.6 or turn to the Legal Notice within this pack for information about how to make your objection or concern known to us.

6.2 How will I know if the Transfer has been approved?

We will announce the outcome of the Court application on the SMI website (at www.sunderlandmarine.com) and the NOE website (at www.nepia.com) following the Court Hearing due on 16 June 2020. Any changes or information on the progress of the Transfer will also be announced on these websites.

You should check these websites for any changes or updates or by calling +44 (0)191 232 5221.

If the application is successful then the Transfer should take place on the Effective Date.

Glossary

Court means the High Court of Justice in England and Wales.

Court Hearing means the Hearing at the High Court of Justice in England and Wales at which the final decision to approve or disapprove the Scheme is made.

Effective Date means 30 June 2020, the date on which the Scheme is expected to become effective (subject to the approval of the Court). Any change to the Effective Date will be announced on the SMI and NOE websites.

FCA means the Financial Conduct Authority which has an objective to protect consumers of financial services, protect and enhance the integrity of the UK financial system and promote effective competition in the interests of consumers.

FSMA means the UK Financial Services and Markets Act 2000.

Independent Expert means Mr Derek Newton of Milliman whose appointment, which has been approved by the Regulators, involves producing the Report

PRA means the Prudential Regulation Authority. The PRA is responsible for the prudential regulation and supervision of banks, building societies, credit unions, insurers and major investment firms in the UK.

Regulator(s) means, the applicable regulator(s) of the UK insurance industry. This refers to, as the context requires, the PRA, the FCA or both.

Report means the Scheme report under the requirements of the FSMA, reflecting the guidance provided by SUP 18.2 of the FCA's Handbook and the PRA's Statement of Policy on insurance business transfers.

Supplementary Report means a report produced in advance of the Court Hearing, to consider the impact of the Independent Expert's conclusions on events that have happened subsequent to the release of his initial Report.

Transfer means the legal transfer of the Transferring Policies from SMI to NOE.

Transferring Policies means all of SMI's policies of insurance or reinsurance transferring to NOE under the Scheme.

IN THE HIGH COURT OF JUSTICE

BUSINESS AND PROPERTY COURTS OF ENGLAND AND WALES

COMPANIES COURT (ChD)

IN THE MATTER OF SUNDERLAND MARINE INSURANCE COMPANY LIMITED

and

IN THE MATTER OF THE NORTH OF ENGLAND PROTECTING AND INDEMNITY ASSOCIATION
LIMITED

and

IN THE MATTER OF PART VII OF THE FINANCIAL SERVICES AND MARKETS ACT 2000

NOTICE

NOTICE IS HEREBY GIVEN that on 18 February 2020 an Application was made under section 107 of the Financial Services and Markets Act 2000 (the **Act**) in the High Court of Justice, Business and Property Courts of England and Wales, Insolvency and Companies List (ChD) in London by Sunderland Marine Insurance Company Limited (**SMI**) and The North of England Protecting and Indemnity Association Limited (**NOE**), for Orders:

- (1) under section 111 of the Act sanctioning a scheme (the **Scheme**) providing for the transfer to NOE of the entire insurance and reinsurance business carried on by SMI; and
- (2) making ancillary provisions in connection with the Scheme pursuant to sections 112 and 112A of the Act.

A copy of the report on the terms of the Scheme prepared in accordance with section 109 of the Act by an Independent Expert (the **Scheme Report**), a statement setting out the terms of the Scheme and a summary of the Scheme Report, and the Scheme document may be obtained free of charge by contacting SMI and NOE using the telephone numbers or addresses set out below. These documents and other related documents, including sample copies of the communications to policyholders, are also available at www.nepia.com and www.sunderlandmarine.com. Both websites will be updated for any key changes to the proposed transfer.

Any questions or concerns relating to the proposed Scheme should be referred by email to

ged.mcternan@nepia.com, by telephone at +44 (0)191 232 5221, or in writing to The North of England Protecting and Indemnity Association Limited, The Quayside, Newcastle Upon Tyne, NE1 3DU. If you have a policy with SMI and/or NOE, please quote your policy number in any correspondence. This can be found on your policy documentation or related correspondence.

The Application is due to be heard at the **High Court of Justice of England and Wales, 7 Rolls Buildings, Fetter Lane, London EC4A 1NL, United Kingdom on 16 June 2020**. Any person who thinks that he or she would be adversely affected by the carrying out of the Scheme, or objects to the Scheme, may attend the hearing and express their views, either in person or by representative. It is requested that anyone intending to do so informs SMI or NOE, at the address provided above, in writing as soon as possible and preferably before 9 June 2020 to set out the nature of their objection. This will enable SMI and NOE to provide notification of any changes to the hearing and, where possible, to address any concerns raised in advance of the hearing.

Any person who objects to, or considers they may be adversely affected by, the Scheme but does not intend to attend the hearing may make representations about the Scheme by giving written notice of such representations to the parties at the address provided above or by calling the dedicated telephone number provided above, in each case as soon as possible and preferably before 9 June 2020.

SMI and NOE will inform the UK's Financial Conduct Authority and Prudential Regulation Authority of any objections raised in advance of the hearing, regardless of whether the person making the objection intends to attend the hearing.

18 February 2020

Norton Rose Fulbright LLP, 3 More London Riverside, London, SE1 2AQ, United Kingdom
Solicitors acting for SMI and NOE
Ref: MAR/MJFF/1000050627

**IN THE HIGH COURT OF JUSTICE
BUSINESS AND PROPERTY COURTS OF ENGLAND AND WALES
COMPANIES COURT (ChD)**

IN THE MATTER OF SUNDERLAND MARINE INSURANCE COMPANY LIMITED

and

**IN THE MATTER OF THE NORTH OF ENGLAND PROTECTING AND INDEMNITY ASSOCIATION
LIMITED**

and

IN THE MATTER OF PART VII OF THE FINANCIAL SERVICES AND MARKETS ACT 2000

SUMMARY OF THE SCHEME AND THE REPORT

1. Introduction

- 1.1. Sunderland Marine Insurance Company Limited (**SMI**) is proposing to transfer all of its insurance and reinsurance business (the **Transferring Policies**) to The North of England Protecting and Indemnity Association Limited (**NOE**).
- 1.2. The transfer of the Transferring Business 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. The Transferring Business is currently carried on by SMI and following the Scheme will be carried on by NOE in: (i) the UK; (ii) on a freedom of services basis in Belgium, Cyprus, Denmark, France, Germany, Greece, Ireland, Italy, Malta, the Netherlands, Norway and Spain under the Financial Services and Markets Act 2000 (EEA Passport Rights) Regulations 2001 (SI 2001/2511).
- 1.4. This document sets out a summary of the effect of the Scheme and of the report prepared by the Independent Expert (see paragraph 5 below) on the Scheme (the **Report**).

1.5. This document is only a summary. Full details of the Scheme and the Report can be found in the complete versions which are available free of charge on our website or on request as described at paragraph 7 below.

2. Background of SMI and NOE

2.1. SMI is a private limited company registered in England and Wales with registered company number 00016432 and its registered office at The Quayside, Newcastle upon Tyne, NE1 3DU.

2.2. NOE is a private company limited by guarantee registered in England and Wales with registered company number 00505456 and its registered office at The Quayside, Newcastle upon Tyne, NE1 3DU.

2.3. Both SMI and NOE are part of the same corporate group, with SMI being a wholly-owned subsidiary of NOE.

2.4. Both SMI and NOE are authorised and regulated by the UK Prudential Regulation Authority (**PRA**) and are also regulated by the UK Financial Conduct Authority (**FCA**).

3. Process and timings of the Scheme

3.1. The proposed timings for the Scheme are:

High Court hearing	16 June 2020
Proposed "Effective Date" (when the Transferring Business will transfer to NOE)	30 June 2020

3.2. The Scheme will not go ahead unless the High Court approves it on 16 June 2020.

3.3. If the High Court imposes any change or conditions to the proposed Scheme, the Scheme will not take effect unless SMI and NOE 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 7 below for further information).
- 4.2. In addition, SMI and NOE have prepared a series of policyholder communications which are available to view at www.sunderlandmarine.com and www.nepia.com.

The Effect of the Scheme

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

Claims paid by NOE 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 NOE and will no longer rest with SMI. This means that NOE will be responsible for paying all claims and meeting all the other obligations which were previously SMI's obligations in relation to the Transferring Business.

Exceptions

- 4.5. Despite the intention explained in paragraph 4.4 above, there may be a small number of policies which fall outside the Scheme. These would be "**Residual Policies**", as described in more detail in the full version of the Scheme. Any Residual Policies will transfer to NOE as soon as possible following the Effective Date and once any impediment to the transfer on the Effective Date has been overcome.

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 NOE and not SMI.

Continuity of proceedings or litigation

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

- 4.8. From the Effective Date, any judgement, settlement, order or award under current or past proceedings obtained by or against SMI in relation to the business transferred by the Scheme shall be enforceable by or against NOE in place of SMI.

Costs and Expenses

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

5. Summary of the Independent Expert's Report about the Scheme

- 5.1. SMI and NOE have appointed Mr Derek Newton of Milliman LLP, as an independent expert (the **Independent Expert**) to provide a report to the High Court on the effect of the Scheme on the policyholders of SMI and NOE. The appointment of Mr Newton has been approved by the PRA, in consultation with the FCA.
- 5.2. The summary in this section is subject to the same limitations on its use as those set out in the Report. The Report contains the reasoning behind the Independent Expert's conclusions, including his assumptions and some of the detail which has been omitted from this summary. The Report also includes further information regarding SMI and NOE which has not been included within this summary. While the Independent Expert is satisfied that this summary provides an appropriate synopsis of the Report, reliance on this summary alone may not give you the whole picture. Copies of the full Report and any supplementary Report can be obtained free of charge (please refer to paragraph 7 below for further information).
- 5.3. The Independent Expert has considered the impact of the Scheme on the security and the levels of service afforded to affected policyholders. He has also considered the impact of the Scheme on other matters pertinent to the affected policyholders, such as complaint procedures.
- 5.4. The Independent Expert has identified three main groups of policyholders affected by the Scheme and he has considered the effect of the Scheme on each of these groups separately. The three groups identified are: policyholders of the Transferring Business, policyholders of Residual Policies, and the existing policyholders of NOE.

Security of Policyholders

- 5.5. Policyholder security is provided by the amount of assets held by an insurer in excess of its liabilities and risks, as well as specific financial support arrangements. The Independent Expert has assessed the amount of assets held in excess of liabilities by SMI and NOE, both currently and as is projected to be the case if the Scheme is sanctioned.

Is there an impact on the security of the policyholders of the Transferring Business?

- 5.6. Based on his review of the excess assets of SMI and NOE, the Independent Expert has concluded that the policyholders of the Transferring Business will not be materially adversely affected by the Scheme (i.e. the likelihood that the claims of these policyholders will be paid in full will for all practical purposes be the same before and after the Scheme comes into effect).

Is there an impact on the security of the existing policyholders of Residual Policies?

- 5.7. Having reviewed the excess assets of SMI and the full reinsurance under the Scheme by NOE of any Residual Policies if the Scheme is sanctioned, the Independent Expert has concluded that the impact on the Scheme on the security of such existing policyholders of SMI would be negligible (i.e. the likelihood that the claims of these policyholders will be paid in full will for all practical purposes be the same before and after the Scheme comes into effect).

Is there an impact on the security of the existing policyholders of NOE?

- 5.8. Having reviewed the projected excess assets of NOE if the Scheme is sanctioned, the Independent Expert has concluded that the security of the existing policyholders of NOE will not be materially adversely affected as a result of the Scheme (i.e. the likelihood that the claims of these policyholders will be paid in full will for all practical purposes be the same before and after the Scheme comes into effect).

Levels of Service

- 5.9. The staff engaged by SMI to administer the business will continue to administer the business in the same way whether the Scheme is sanctioned or not. The Scheme should therefore not have any effect on the policy administration arrangements for the Transferring Business or the existing business of NOE.

Other Considerations

Effect of the Scheme on Reinsurers

- 5.10. The administration of the Transferring Business will be unaffected by the Scheme and therefore the magnitude and time of recoveries claimed will be unaffected. The Independent Expert has therefore concluded that the Scheme will not have a material adverse effect on the reinsurers protecting the Transferring Business.

6. Updated Report

The Independent Expert's analysis is based upon the material supplied to him, including balance sheets and other information, based on accounting positions as at 20 February 2019. He has also taken into account updated financial information which has been made available.

Since the proposed Effective Date for the Scheme is 30 June 2020, he will revisit the analysis closer to the time to confirm that there have been no material changes to the arrangements that he has reviewed that would affect his overall opinion. He will then prepare and issue an updated report to be made available to the High Court prior to the second High Court hearing. Copies of the updated Report can be obtained free of charge (please refer to paragraph 7 below for further information).

7. Further information

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

- visit www.sunderlandmarine.com or www.nepia.com;
- email ged.mcternan@nepia.com;
- telephone +44 (0)191 232 5221; or
- write to us at The North of England Protecting and Indemnity Association Limited, The Quayside, Newcastle upon Tyne, NE1 3DU, United Kingdom, Attention: Ged McTernan.