

# Scheme of Transfer

## **Summary**

Proposed transfer of Medical Malfeasance Insurance Business

From: AmTrust International Underwriters DAC

To: AmTrust Assicurazioni S.p.A

The following is a summary of the proposed scheme of transfer between AmTrust International Underwriters DAC ("**AIUD**") and AmTrust Assicurazioni S.p.A ("**AmTrust Italy**") (the "**Scheme of Transfer**"). A copy of the Scheme of Transfer can be viewed at [www.amtrust.it](http://www.amtrust.it) and [www.amtrustfinancial.com/amtrustinternational/legal/portfolio-transfers](http://www.amtrustfinancial.com/amtrustinternational/legal/portfolio-transfers). The Irish High Court will consider the Scheme of Transfer on 22 June 2020.

## Introduction

It has been agreed that AIUD, an Irish registered insurer regulated by the Central Bank of Ireland (the "**Central Bank**"), will transfer its Italian medical malfeasance insurance business (defined in the Scheme of Transfer as the "**Italian Med-mal Transferring Business**") to AmTrust Italy, an Italian non-life insurance undertaking. The legal interest in the Italian Med-mal Transferring Business will be transferred by AIUD to AmTrust Italy by way of a portfolio transfer to be effected pursuant to Section 13 of the Assurance Companies Act 1909, Section 36 of the Insurance Act 1989 and Regulation 41 of the European Union (Insurance and Reinsurance) Regulations 2015 (the "**Portfolio Transfer**").

The terms of the transfer of the Italian Med-mal Transferring Business (which includes the Italian Med-mal Transferring Policies, the Italian Med-mal Transferring Contracts, the Italian Med-mal Transferring Ancillary Contracts, the Italian Med-mal Transferring Assets and the Italian Med-mal Transferring Liabilities) are set out in the Scheme of Transfer.

Subject to receipt of the required sanction of the Irish High Court, the Italian Med-mal Transferring Business will be transferred pursuant to the Scheme of Transfer.

## Transferring Assets and Liabilities

It is anticipated that all of the assets and liabilities relating to the Italian Med-mal Transferring Business will transfer from AIUD to AmTrust Italy at 00:01 on 1 July 2020 (the "**Scheme Effective Date**"). No other assets and liabilities of AIUD will be transferred pursuant to the Scheme of Transfer.

To the extent that any assets or liabilities forming part of the Italian Med-mal Transferring Business are not transferred on the Scheme Effective Date, AIUD will hold these assets or liabilities on trust on behalf of AmTrust Italy until such a time as the transfer can be made. Both parties are taking action to ensure that the transfer of all assets and liabilities can take place on the Scheme Effective Date.

## Terms and Conditions

The terms and conditions applying to all Italian Med-mal Transferring Policies, the Italian Med-mal Transferring Contracts and the Italian Med-mal Transferring Ancillary Contracts, will remain unchanged following the transfer. AmTrust Italy will, following the Scheme Effective Date, operate the policies and contracts in place of AIUD.

## Continuity of Proceedings

On and with effect from the Scheme Effective Date, any judicial, quasi-judicial or arbitration proceedings or any complaint or claim to any ombudsman or other proceedings for the resolution of a dispute or claim (whether current or future) by or against AIUD in connection with the Italian Med-mal Transferring Business shall be continued by or against AmTrust Italy.

## Modifications or Additions

AIUD and AmTrust Italy together may consent to, and agree on behalf of all other persons concerned by the Scheme of Transfer to any amendment, modification of or addition to the Scheme of Transfer or to any other further condition or provision, which the Irish High Court may approve prior to the sanction of the Scheme of Transfer.

After the Scheme Effective Date, AmTrust Italy may vary the terms of the Scheme of Transfer with the consent of the Court.

## Costs of the Scheme of Transfer

AIUD and AmTrust will each bear their own costs of implementing the Scheme of Transfer. Policyholders will not bear any costs in respect of the Scheme of Transfer.

## Governing Law

The Scheme of Transfer is governed by and construed in accordance with the laws of Ireland.