



RNS Scheme of arrangement

Scheme of arrangement -Sanction Hearing & Timeline

CATCO REINSURANCE OPPORTUNITIES FUND LIMITED

Released 07:00:09 07 March 2022

RNS Number : 7770D
CATCo Reinsurance Opps Fund Ltd
07 March 2022

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, IN, INTO OR FROM ANY JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OF SUCH JURISDICTION.

Markel CATCo

Update on Scheme Meetings, Time of Sanction Hearing, and Timeline to Completion

London, 7 March 2022 - Further to previous announcements regarding the Buy-Out Transaction to be implemented pursuant to schemes of arrangement (the Schemes) proposed by Markel CATCo Reinsurance Fund Ltd. (provisional liquidators appointed for restructuring purposes) (the Private Fund) and CATCo Reinsurance Opportunities Fund Ltd. (provisional liquidators appointed for restructuring purposes) (together with the Private Fund, the Funds), Markel CATCo Investment Management Ltd (provisional liquidators appointed for restructuring purposes) is providing an update on the Schemes and the Buy-Out Transaction.

Scheme Meetings

At the Scheme Meetings to consider the Schemes held on 4 March 2022, investors in all classes voted overwhelmingly in favour of the Buy-Out Transaction. At the conclusion of each meeting the Chairman announced that the preliminary count of the votes at each meeting indicated that the resolutions to approve the Schemes had passed. The final results will be confirmed in the Chairman's Report which will be published on the Scheme Website in due course.

Escrow Arrangements

Following the completion of the Scheme Meetings, all Public Fund shares are now being released from Escrow.

Investors should note that the 2% Early Consent Fee will upon completion of the Buy-Out Transaction be paid to accounts that submitted valid Transfer to Escrow instructions in connection with entry into the Support Undertaking on or prior to 22 October 2021, irrespective of whether that account holder continues to hold shares in the Public Fund.

The 2% Early Consent Fee will not be paid to any person who subsequently purchases shares released from escrow.

Sanction Hearing on 11 March 2022 at 12.00pm

The Bermuda Court has scheduled a hearing to consider the Funds' application to sanction the Schemes (the Sanction Hearing) on 11 March 2022 at 12.00pm (Bermuda). This hearing will be held by videoconference.

Investors that wish to attend the Sanction Hearing may obtain videoconference details by contacting the Funds by email at catcobuyout@alixpartners.com.

Expected Completion and Distribution Dates

Completion of the Buy-Out Transaction remains subject to the grant of orders by the Bermuda Court sanctioning the Schemes, and the U.S. Bankruptcy Court recognising and enforcing the Schemes.

Subject to those orders being granted, the Funds are aiming for the completion date of the Schemes to occur in late March 2022.

As described in the Explanatory Statement, distributions to Public Fund Investors will occur as soon as possible after the completion date of the Schemes. Distributions will be made to holders of Public Fund Shares on the Public Fund Distribution Record Date, which will occur after the completion date and which will be announced by the Funds in due course.

Notices and other information regarding the Scheme Meetings and the Buy-Out Transaction are available on the Scheme Website at <https://catcobuyout.alixpartners.com>.

Disclaimers and important notices

This announcement is for information purposes only and is not intended to, and does not, constitute or form part of any offer or invitation to purchase, otherwise acquire, subscribe for, sell or otherwise dispose of, any securities or the solicitation of any vote or approval in any jurisdiction pursuant to the Buy-Out Transaction or otherwise. The Schemes will be made solely pursuant to the terms of the scheme documents to be sent to investors in the Funds in due course. The scheme documents will contain the full terms and conditions of the Schemes, including details of how to vote in respect of them. Any decision in respect of, or other response to, the Schemes should be made only on the basis of the information in those documents. The information contained in this announcement is for background purposes only and no reliance may or should be placed by any person for any purpose whatsoever on the information contained in this announcement or on its completeness, accuracy or fairness. Recipients of this announcement should conduct their own investigation, evaluation and analysis of the business, data and property described in this announcement. This announcement does not constitute a recommendation concerning any investor's decision or options with respect to the Buy-Out Transaction. The information in this announcement is subject to change.

The distribution of this announcement and the terms of the Buy-Out Transaction are subject to restrictions and may not be made except pursuant to registration with or authorisation by the relevant securities regulatory authorities or an exemption therefrom. Therefore, persons who may come into possession of this announcement are advised to consult with their own legal advisors as to what restrictions may be applicable to them and to observe such restrictions. This announcement may not be used for the purpose of an offer or invitation in any circumstances in which such offer or invitation is not authorised.

No action has been or will be taken in any jurisdiction by the Funds that would or is intended to permit a public offering, or any other offering under circumstances not permitted by applicable law, of any securities.

Further to the above, the release, publication or distribution of this announcement in other jurisdictions may be restricted by law and therefore any persons who are subject to the laws of any applicable jurisdiction (including any jurisdiction where local laws or regulations may result in a significant risk of civil, regulatory or criminal exposure if information concerning the Buy-Out Transaction is sent or made available to investors in that jurisdiction (Restricted Jurisdictions)) should inform themselves about, and observe, any applicable legal or regulatory requirements. In particular, the ability of persons who are resident in such other jurisdictions or who are subject to the laws of another jurisdiction to participate in the Buy-Out Transaction may be affected by the laws of the relevant jurisdictions in which they are located or to which they are subject. Any failure to comply with applicable legal or regulatory requirements of any jurisdiction may constitute a violation of securities laws in that jurisdiction.

Copies of this announcement and any formal documentation relating to the Buy-Out Transaction are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in or into or from any Restricted Jurisdiction or any jurisdiction where to do so would constitute a violation of the laws of such jurisdiction and persons receiving such documents (including custodians, nominees and trustees) must not mail or otherwise forward, distribute or send them in or into or from any Restricted Jurisdiction. Doing so may render invalid any related purported vote in respect of the Buy-Out Transaction (or the related Schemes).

Certain of the statements in this announcement or (and any related oral statements) may be considered forward-looking statements.

This announcement (including information incorporated by reference in this announcement), oral statements made regarding the Buy-Out Transaction, information accessed through <https://catcobuyout.alixpartners.com> and other information published by MCIM and the Funds contain statements which are, or may be deemed to be, "forward-looking statements" as defined in the Private Securities Litigation Reform Act of 1995.

Forward-looking statements are prospective in nature and are not based on historical facts, but rather on current expectations and projections of the management of MCIM and the Funds about future events, and are therefore subject to risks and uncertainties which could cause actual results to differ materially from the future results expressed or implied by the forward-looking statements. The forward-looking statements contained in this announcement include statements relating to the expected effects of the Buy-Out Transaction, the expected timing and scope of the Buy-Out Transaction and other statements other than historical facts. Often, but not always, forward-looking statements can be identified by the use of forward-looking words such as "plans", "expects" or "does not expect", "is expected", "is subject to", "budget", "projects", "strategy", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "should", "would", "might" or "will" be taken, occur or be achieved. Although MCIM and the Funds believe that the expectations reflected in such forward-looking statements are reasonable, they can give no assurance that such expectations will prove to be correct. By their nature, forward-looking statements involve risk and uncertainty because they relate to events and depend on circumstances that will occur in the future.

There are a number of factors that could cause actual results and developments to differ materially from those expressed or implied by such forward-looking statements. These factors include, but are not limited to: the ability to complete the Buy-Out Transaction; the ability to obtain requisite regulatory and other required approvals and the satisfaction of other conditions on the proposed terms and schedule; as future market conditions, changes in general economic and business conditions, the behaviour of other market participants, the anticipated benefits from the proposed transaction not being realised as a result of changes in general economic and market conditions in the countries in which the Funds operate, weak, volatile or illiquid capital and/or credit markets, changes in tax rates, interest rate and currency value fluctuations, the degree of competition in the geographic and business areas in which the Funds operate and changes in laws or in supervisory expectations or requirements.

Other unknown or unpredictable factors could cause actual results to differ materially from those in the forward-looking statements. Such forward-looking statements should therefore be construed in the light of such factors. Neither MCIM nor the Funds, nor any of their respective associates or directors, officers or advisers, provides any representation, assurance or guarantee that the occurrence of the events expressed or implied in any forward-looking statements in this announcement will actually occur. You are cautioned not to place any reliance on these forward-looking statements. Other than in accordance with their legal or regulatory obligations, neither MCIM nor the Funds is under any obligation, and they expressly disclaim any intention or obligation, to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. This announcement speaks only as of the date issued.

This information is provided by RNS, the news service of the London Stock Exchange. RNS is approved by the Financial Conduct Authority to act as a Primary Information Provider in the United Kingdom. Terms and conditions relating to the use and distribution of this information may apply. For further information, please contact rns@lseg.com or visit www.rns.com.

RNS may use your IP address to confirm compliance with the terms and conditions, to analyse how you engage with the information contained in this communication, and to share such analysis on an anonymised basis with others as part of our commercial services. For further information about how RNS and the London Stock Exchange use the personal data you provide us, please see our [Privacy Policy](#).

END

SOAJFMPTMTAMBJT

London Stock Exchange plc is not responsible for and does not check content on this Website. Website users are responsible for checking content. Any news item (including any prospectus) which is addressed solely to the persons and countries specified therein should not be relied upon other than by such persons and/or outside the specified countries. [Terms and conditions](#), including restrictions on use and distribution apply.

© 2022 London Stock Exchange plc. All rights reserved.