

**SCHEDULE I**  
**SAMPLE VOTING AND PROXY FORM AND INSTRUCTIONS**

**PART I – PROXY FORM**

|   |  |
|---|--|
| <b>IN THE HIGH COURT OF JUSTICE</b><br><b>CHANCERY DIVISION</b><br><b>COMPANIES COURT</b> | <b>IN THE MATTER OF DEUTSCHE RÜCK UK REINSURANCE COMPANY LIMITED</b><br><b>AND IN THE MATTER OF THE COMPANIES ACT 2006</b> |
|---|--|

To be used at the meeting of Scheme Creditors (the "**Meeting**") to vote on the scheme of arrangement proposed by Deutsche Rück UK Reinsurance Company Limited ("**DRUK**") to be held at KPMG LLP, 8 Salisbury Square, London EC4Y 8BB, United Kingdom, at 11am on 18 May 2009. The numbers in brackets correspond to the numbered instructions used in this form.

(1) I/We \_\_\_\_\_ (Enter the name of the Scheme Creditor, including all former names)  
**Creditor Reference :** \_\_\_\_\_ (Please quote this Creditor Reference in all correspondence)  
**of** \_\_\_\_\_ (Enter the address of the Scheme Creditor)  
 \_\_\_\_\_

being a Scheme Creditor of Deutsche Rück in the sum of (2) Amount: \_\_\_\_\_ CCY: \_\_\_\_\_  
 Amount: \_\_\_\_\_ CCY: \_\_\_\_\_  
 Amount: \_\_\_\_\_ CCY: \_\_\_\_\_

(3) Will/Will not be attending the Meeting (Delete as applicable)

If you are not attending the Meeting, but still wish to cast your vote, then you must appoint a proxy to attend and vote on your behalf:

**(4) I/We HEREBY APPOINT** the chairman of the Meeting or \_\_\_\_\_ as my/our proxy to act for me/us at the Meeting for the purpose of considering and, if thought fit, approving (with or without modification) the Scheme referred to in the notice summoning the Meeting, or any adjournment thereof, to vote for me/us and in my/our name(s) for or against the Scheme Resolution (either with or without modification as my/our proxy may approve) as hereinafter indicated.

**(5) I/We hereby instruct our proxy to vote as follows:** \_\_\_\_\_ (Tick appropriate box)

If you wish to vote for the Scheme Resolution, enter a  in the box marked "FOR". If you wish to vote against the Scheme Resolution, enter a  in the box marked "AGAINST".

**If you wish your proxy to have discretion to vote for or against the Scheme, enter a tick  in the box marked "AT DISCRETION". Note that if you have appointed the chairman of the Meeting as your proxy, you must tick either the box marked "FOR" or the box marked "AGAINST", not the box marked "AT DISCRETION". If you tick the box marked "AT DISCRETION", this proxy form will not operate as a valid appointment of the chairman as your proxy.**

| <b>SCHEME RESOLUTION</b> | <b>FOR</b> the Scheme (with or without modification) <b>(4)</b> | <b>AGAINST</b> the Scheme <b>(4)</b> | <b>AT DISCRETION (4)</b><br>Do not tick this box if you have appointed the Chairman as your proxy. |
|--------------------------|---|--------------------------------------|--|
|                          |   |                                      |  |

**Please sign below to validate the appointment.**

If you are the duly authorised representative of a Scheme Creditor, enter the capacity in which you have signed the form (e.g. director, agent or attorney) below. A signature on this form shall constitute the giving of a warranty that the signatory has been duly authorised by the relevant Scheme Creditor to sign the form on their behalf.

|                             |                         |
|-----------------------------|-------------------------|
| Signature (6): _____        |                         |
| Name: _____                 | Email: _____            |
| Position/Capacity (7) _____ | Telephone Number: _____ |
| Fax Number: _____           | Date: _____             |

**SEE PAGES 3 TO 6 FOR INSTRUCTIONS  
FOR COMPLETION OF THE PROXY FORM**

## INSTRUCTIONS FOR COMPLETION OF THE PROXY FORM

### INTRODUCTION

Please note that the terms contained within these instructions and in the Proxy Form bear the same meanings given to them in the Scheme.

### GENERAL NOTES

- (A) You are requested to return your completed Voting and Proxy Form (where appropriate) to the proposed Scheme Manager (see address and contact details below) as soon as possible, and in any event, so that it is received by 5pm London time on 8 May 2009, being 5 Business Days prior to the date of the Meeting. Scheme Creditors may send their forms by Post, E-mail (in pdf format) or fax. Forms returned by E-mail or fax will only be accepted if they are legible. If completed Voting and Proxy Forms are not received by 5pm London time on 8 May 2009, they may be handed in at the registration desk prior to the commencement of the Meeting.

| <b>Proposed Scheme Manager</b>    |   |
|-----------------------------------|---|
| Chiltington International Limited | Contact: David Burns  |
| Holland House                     | Telephone: +44 (0) 20 7621 6354   |
| 1-4 Bury Street                   | Fax: +44 (0) 20 7621 6344   |
| London EC3A 5AW                   | Email: <a href="mailto:druk@chiltington.co.uk">druk@chiltington.co.uk</a> |
| United Kingdom                    |   |

- (B) Any alteration to the proxy form must be initialled by the person who signs it.
- (C) Please ensure that you also complete the voting form. If you are a duly authorised agent and/or attorney of a number of Scheme Creditors, you should complete a separate voting form in respect of each Scheme Creditor for whom you act (photocopying the form as many times as necessary). The instructions for completion of the voting form accompany that form.
- (D) To determine whether the requisite statutory majority has been achieved at the Meeting, the value of votes will be calculated by reference to the aggregate amount of claims specified against Deutsche Rück in respect of the Scheme Reinsurance

Contracts detailed in the voting form. Returned voting forms will be duly considered in order to determine the value of each Scheme Creditor's vote at the Meeting. The value to be attributed to each Scheme Creditor's Scheme Claim for voting purposes will be agreed or determined on the basis of the information provided by the Scheme Creditor or the information available to the proposed Scheme Manager from its existing records. Account will also be taken of any known set-off, cross-claim or security interest.

If the Chairman agrees on the quantum of a Scheme Creditor's Scheme Claim against it for voting purposes, that amount will be used for the purposes of calculating the Scheme Creditor's vote at the Meeting. If the Chairman disagrees with the value submitted on the Scheme Creditor's Voting Form (i.e. because it is higher or lower than the value of the records held by the proposed Scheme Manager) and cannot resolve the matter with the Scheme Creditor, the vote will be assessed by the Vote Assessor.

The Chairman can accept or reject this assessed vote valuation, or assess a different vote value for the Scheme Creditor's vote. In the event of a dispute, the Chairman's decision will be final and binding, subject to any right of appeal in law and, where possible, he will notify his decision on valuation for voting purposes to the Scheme Creditor before the Meeting and, if not, as soon as possible thereafter, and in any event before the hearing of the petition for the sanction of the Scheme.

## **INSTRUCTIONS**

**The numbers in brackets below correspond to the numbered instructions used in the Proxy Form.**

- (1) On individual forms, the name and address of the Scheme Creditor will have been entered by the proposed Scheme Manager. Please amend if incorrect. Alternatively, please enter the name and address of the Scheme Creditor in block capitals. If you are the duly authorised agent and/or attorney of a Scheme Creditor or a number of Scheme Creditors, complete a proxy form in respect of each Scheme Creditor (photocopying the form as many times as necessary), and provide evidence (which must be satisfactory to the chairman of the relevant Meeting) of your authority to execute the proxy form on each Scheme Creditor's behalf. Please note that each

Scheme Creditor which is a company within a group of companies, or a participant in an underwriting pool or similar arrangement, should complete a separate proxy form.

- (2) Enter the total amount of your estimated Scheme Claims against Deutsche Rück and specify the original contract currency applicable to those Scheme Claims.
- (3) If you intend to attend the Meeting in person (or, if a corporation, by authorised representative), delete the words "Will not". You do not need to appoint a proxy. Continue to (5).

If you do not intend to attend the Meeting in person, delete the word "Will". You must now complete the following section to appoint a proxy.

- (4) To appoint a proxy to vote on your behalf at the Meeting please fill in this section. You may appoint as your proxy either the Chairman of the Meeting or another named individual.

If you wish to appoint a person other than the chairman of the Meeting as your proxy holder, delete the words "the chairman of the Meeting" and enter in block capitals in the space provided the name of the person to be appointed. The person to be appointed as your proxy need not be a Scheme Creditor.

- (5) You should indicate on the form how you wish to instruct your proxy holder to vote. **If you wish to instruct your proxy to vote for the Scheme Resolution please tick the box marked "FOR". If you wish to instruct your proxy to vote against the Scheme Resolution please tick the box marked "AGAINST". If you wish to leave your vote at the discretion of your proxy, please tick the box marked "AT DISCRETION". Do not tick the box marked "AT DISCRETION" if you have appointed the chairman of the Meeting to be your proxy, as this will render the appointment of proxy invalid.**
- (6) You must sign the form in this section. An unsigned form will not operate as a valid appointment.
- (7) If you are a duly authorised representative of a corporation or a partnership or other unincorporated body of persons, or the duly authorised agent and/or attorney of a Scheme Creditor or a number of Scheme Creditors, then enter the capacity in which

you have signed the form (for example, director, partner or agent and/or attorney). If you are the duly authorised representative of a number of companies, a separate form of proxy (photocopying the form as many times as necessary) should be completed in respect of each company.

## PART II – VOTING FORM

### DEUTSCHE RÜCK UK REINSURANCE COMPANY LIMITED

For each Scheme Claim against Deutsche Rück arising under a Scheme Reinsurance Contract in relation to which you are a Scheme Creditor, please complete this Voting form. **You should read the instructions and notes on the following pages carefully. Failure to follow them may result in a Scheme Claim being rejected in whole or in part for voting purposes if the chairman of the Meeting has insufficient information to decide whether it is a fair and reasonable claim.**

The numbers at the head of the columns correspond to the numbered instructions on pages 32 to 36.

No estimate of the amount of any Scheme Claim against Deutsche Rück as specified in this Voting Form, or otherwise provided for voting purposes, shall be admissible against Deutsche Rück or any other party or taken into account in calculating payments under the Scheme. Any such estimate shall only be used for voting purposes of the Meeting.

*Please complete a separate table for each different currency. Use photocopied pages as required.*

Scheme Creditor name: .....

Scheme Creditor reference: .....

Scheme Creditor address: .....

.....

Scheme Creditor E-mail: .....

To the best of my knowledge and belief the information on this Voting Form is correct.

Signed: .....

Name: .....

Position: .....

Date: .....

**DEUTSCHE RÜCK UK REINSURANCE COMPANY LIMITED – PART II VOTING FORM**

**(1) Creditor Name :** \_\_\_\_\_

**Creditor Reference** \_\_\_\_\_

**(2) Currency:** \_\_\_\_\_

| (3)<br>Scheme<br>Reinsurance<br>Contract reference<br>numbers | (4)<br>Inception<br>date | (5)<br>Broker | (6)<br>Broker<br>reference | (7)<br>Unpaid Agreed<br>Claims | (8)<br>Unpaid Unagreed<br>Claims | (9)<br>Outstanding Claims | (10)<br>IBNR Claims | (11)<br>Gross Total<br>(7+8+9+ 10) | (12)<br>Security interests* | (13)<br>Net total<br>(11-12) | (14)<br>Sums available to<br>be set-off for voting<br>purposes |
|---|--------------------------|---------------|----------------------------|--------------------------------|----------------------------------|---------------------------|---------------------|------------------------------------|-----------------------------|------------------------------|--|
|   |                          |               |                            |                                |                                  |                           |                     |                                    |                             |                              |  |
|   |                          |               |                            |                                |                                  |                           |                     |                                    |                             |                              |  |
|   |                          |               |                            |                                |                                  |                           |                     |                                    |                             |                              |  |
|   |                          |               |                            |                                |                                  |                           |                     |                                    |                             |                              |  |
| <b>Totals</b>   |                          |               |                            |                                |                                  |                           |                     |                                    |                             |                              |  |

\*for example, Letters of Credit or any other set-off or counter-claims

**SEE PAGES 9 TO 13 FOR INSTRUCTIONS  
FOR COMPLETION OF THE VOTING FORM**

## INSTRUCTIONS FOR COMPLETION OF PART 2: VOTING FORM

Please note that the defined terms contained within these instructions and in the Voting Form bear the same meanings as given to them in the Scheme.

- (A) You are requested to return your completed Voting and Proxy Form (where appropriate) to the proposed Scheme Manager (see address and contact details below) as soon as possible, and in any event, so that it is received by 5pm London time on 8 May 2009, being 5 Business Days prior to the date of the Meeting. Scheme Creditors may send their forms by Post, E-mail (in pdf format) or fax. Forms returned by E-mail or fax will only be accepted if they are legible. If completed Voting and Proxy Forms are not received by 5pm London time on 8 May 2009, they may be handed in at the registration desk prior to the commencement of the Meeting.

| <b>Proposed Scheme Manager</b>    |   |
|-----------------------------------|---|
| Chiltington International Limited | Contact: David Burns  |
| Holland House                     | Telephone: +44 (0) 20 7621 6354   |
| 1-4 Bury Street                   | Fax: +44 (0) 20 7621 6344   |
| London EC3A 5AW                   | Email: <a href="mailto:druk@chiltington.co.uk">druk@chiltington.co.uk</a> |
| United Kingdom                    |   |

- (B) Please note that any estimates of the value of your Scheme Claim made on a Voting Form may not be protected by privilege under English Law and may be discoverable at the instance of a third party with a claim against you in any action or proceedings to which you may be party. You should consult your own professional advisers as to the consequences of furnishing such particulars in the event that you are, or may become, involved in any litigation with third parties.

Please complete a separate table for each different original currency in which you have claims. Use photocopied pages as required.

**The numbers below refer to the numbered columns in the Voting Form**

**(1) Creditor Name**

On individual forms, the name and address of the Scheme Creditor will have been entered by the proposed Scheme Manager. Please amend if incorrect. Alternatively, please enter the name and address of the Scheme Creditor in block capitals. If you are the duly authorised agent and/or attorney of a Scheme Creditor or a number of Scheme Creditors, complete a voting form in respect of each Scheme Creditor (photocopying the form as many times as necessary), and provide evidence (which must be satisfactory to the Chairman) of your authority to execute the voting form on each Scheme Creditor's behalf. Please note that each Scheme Creditor which is a company within a group of companies or a participant in an underwriting pool or similar arrangement should complete a separate Voting Form

**(2) Original Currency**

Please state the amount of all Scheme Claims in the currency of the original contract. If a Scheme Creditor has Scheme Claims in separate currencies, please enter the total amount of such claims in each currency on a separate form.

As Scheme Claims are denominated in various currencies, any Scheme Claims which are not denominated in Pounds Sterling will be converted into Pounds Sterling for the purpose of vote valuation at the Meeting. The conversion rate used will be the relevant closing mid-market rate of exchange on 8 May 2009, as published in the Financial Times or, if no such rate is published, at such rate as may reasonably be selected by the Chairman.

**(3) Scheme Reinsurance Contract reference number**

The Scheme Manager has attached details of Scheme Reinsurance Contracts which, in the reasonable opinion of the Scheme Manager, might give rise to a Scheme Claim.

Specify your reference number on the Scheme Reinsurance Contract under which the claim(s) arise and, for any contracts not included in the details provided by the Scheme Manager, please provide a copy of the policy schedule or cover note and the schedule of insurers with particulars of each claim in supporting schedules (where

applicable). If you do not have a record of these numbers please obtain them from your broker.

**(4) Inception date**

Specify the date when each Scheme Reinsurance Contract commenced. In the case of continuous Scheme Reinsurance Contracts or Scheme Reinsurance Contracts of more than 12 months plus odd time, each annual renewal should be shown as a separate Scheme Reinsurance Contract.

**(5) Broker**

Specify the name of the broking company who placed the Scheme Reinsurance Contract or, if the placing broker is not known, any other broking company or intermediary (if known) who acted on your behalf in relation to the Scheme Reinsurance Contract.

**(6) Broker reference**

Specify the broker's contract reference for each Scheme Reinsurance Contract.

**(7) Unpaid Agreed Claims**

The value of a Scheme Claim which, according to the proposed Scheme Manager's records, has been agreed in writing as due to the relevant Scheme Creditor but not paid or discharged by operation of set-off or otherwise.

This field will be populated by the proposed Scheme Manager in respect of any Unpaid Agreed Claims from Deutsche Ruck's records. If you consider that these values are incorrect, state the amounts you have arising under each Scheme Reinsurance Contract.

**(8) Unpaid Unagreed Claims**

The value of any additional Scheme Claim which, according to the Scheme Creditor's records, is paid and discharged by them and is due for payment by Deutsche Ruck.

**(9) Outstanding Claims**

Enter the estimated amount of any claim or (where there is more than one claim) the aggregate estimated amount of any Scheme Claims in respect of losses notified to you for which you assert that an amount will become due for payment to you by Deutsche Ruck (excluding any amounts included in columns (7) and (8)). Scheme Creditors should provide copies of loss reports, notifications issued to brokers, reinsurers and where applicable, copies of adjuster or legal reports.

**(10) IBNR Claims**

Specify the estimated amount of any IBNR Claims you have arising under each Scheme Reinsurance Contract that you consider has been incurred by you but not reported and provide particulars of your estimate(s) in a supporting schedule.

**(11) Gross Total**

Enter the total of columns (7), (8), (9) and (10) to obtain the potential total gross claim.

**(12) Security interests, Letters of Credit or any other set-off or counter-claim**

Specify in brackets the amount of any security interest, Letter of Credit, trust, set-off or counter-claim which you believe exists in relation to each Scheme Reinsurance Contract under each claim(s) and which is available in respect of such claim(s). Provide an analysis of the amount and provide any supporting documentation, including bank references in respect of Letters of Credit.

**(13) Net total**

Enter the total of column (11) less the amount specified in column (12).

**(14) Sums available to be set-off for voting purposes**

This refers to liquidated and established amounts in respect of reinsurance due from Scheme Creditors as well as any other liquidated and established amounts due from Scheme Creditors in respect of Scheme Reinsurance Contracts. If you owe amounts

to Deutsche Ruck, please enter these here in the currency of the contract under which they arise.

**Creditor Name** \_\_\_\_\_

**Creditor Reference** \_\_\_\_\_

**For completion by the Chairman of the Meeting:**

Admitted to vote for £

Currencies converted for purposes of voting at the Meeting:

CCY \_\_\_\_\_

CCY \_\_\_\_\_

CCY \_\_\_\_\_