

## NOTICE OF SCHEME MEETING

IN THE GRAND COURT OF THE CAYMAN ISLANDS  
FINANCIAL SERVICES DIVISION

CAUSE NO. FSD 3 OF 2022 (IKJ)

IN THE MATTER OF SECTION 86 OF THE COMPANIES ACT (2021 REVISION)  
AND IN THE MATTER OF ATLAS FINANCIAL HOLDINGS, INC

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### NOTICE OF COURT MEETING

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Terms used in this Notice have the same meanings as in the Explanatory Statement relating to the proposed scheme of arrangement of Atlas Financial Holdings, Inc (the “**Company**”).

NOTICE IS HEREBY GIVEN that, by Order dated 25 January 2022 made in the above matter, the Grand Court of the Cayman Islands has directed that the Scheme Meeting be convened for the purposes of considering and, if thought fit, approving (with or without modification) the Scheme of Arrangement pursuant to section 86 of the Companies Act between the Company and Scheme Creditors. The Scheme of Arrangement is proposed by the Company.

The Scheme Meeting will be held at 10am (EST) on 21 February 2022 at the offices of Conyers Dill & Pearman LLP, SIX 2<sup>nd</sup> Floor, Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands. A satellite meeting will also take place at the offices of DLA Piper LLP (US), 1251 6th Ave, New York, NY 10020. A Zoom facility for Scheme Creditors to observe the Scheme Meeting and ask questions (but not to cast their vote), will be made available. Scheme Creditors will be able to obtain the Zoom details for the Scheme Meeting by sending an email addressed to [Atlas@conyers.com](mailto:Atlas@conyers.com) (referencing ‘Atlas’ in the subject line) no less than forty-eight hours prior to the scheduled Scheme Meeting.

All Scheme Creditors are requested to attend the Scheme Meeting either in person, by an authorised representative (if a corporation), or by proxy.

At the Scheme Meeting, the following resolution will be proposed:

*"THAT the Scheme of Arrangement, a copy of which has been tabled at this Scheme Meeting, be approved subject to any modification, addition or condition which the Grand Court of the Cayman Islands may think fit to approve or impose which would not directly or indirectly have a material adverse effect on the rights of the Scheme Creditors."*

In order for the resolution to be passed, the Scheme of Arrangement must be approved by a majority in number representing 75% in value of those Scheme Creditors who are present, in person or by proxy, and vote at the Scheme Meeting.

A copy of the Scheme of Arrangement and a copy of the Explanatory Statement explaining the effect of the Scheme of Arrangement are incorporated into the composite document of which this notice forms part. A copy of such document will be made available to the Scheme Creditors by request to email addressed to [Atlas@conyers.com](mailto:Atlas@conyers.com) (referencing 'Atlas' in the subject line) and will also be available on the Information Agent Website, as specified below.

### **Voting Record Date**

Entitlement to attend and vote at the Scheme Meeting and the Voting Value attributable to an individual Scheme Creditor will be determined as at the Voting Record Date (being 4:00pm (EST) on 15 February 2022).

### **Voting Procedures**

Attendance and voting at the Scheme Meeting can be in person or by proxy in accordance with the voting instructions set out in the Explanatory Statement. A Scheme Creditor that has a beneficial interest as principal in the Notes who wishes to vote at the Scheme Meeting is requested to liaise with its Account Holder to complete the Beneficial Ownership Ballot set out in the Explanatory Statement and return the completed Beneficial Ownership Ballot to their Account Holder as soon as possible in accordance with the instructions contained in the Beneficial Ownership Ballot and, in any event, so as to enable its Nominee to complete the Master Proxy to be received by the Submission Deadline, being **4:00pm (EST) on 18 February 2022**. Scheme Creditors may direct questions concerning the Scheme of Arrangement to the Information Agent, at the address set forth below. Under no circumstances should any Scheme Creditor (i) deliver the Beneficial Ownership Ballot or any documents related to the Scheme of Arrangement to the Indenture Trustee or (ii) direct any questions concerning the Scheme of Arrangement to the Indenture Trustee.

A Scheme Creditor on whose behalf a duly completed Beneficial Ownership Ballot is submitted before the Submission Deadline may still attend the Scheme Meeting in person.

If a Scheme Creditor wishes to amend its voting instructions provided in a Beneficial Ownership Ballot to its Account Holder, it may do so by attending and voting in person at the Scheme Meeting provided that it complies with the procedures set out in the Explanatory Statement.

Consenting Noteholders should cast their votes through the Information Agent as a duly appointed proxy pursuant to the Restructuring Support Agreement.

The Indenture Trustee is not a Scheme Creditor for the purpose of the Scheme of Arrangement and is, therefore, not entitled to vote at the Scheme Meeting.

Any Scheme Creditor who wishes to be represented in person at the Scheme Meeting or any proxy for a Scheme Creditor that wishes to attend in person will be required to register its attendance at the Scheme Meeting prior to its commencement. Registration will commence at 9:00 am (EST) on 21 February 2022 at both the Scheme Meeting and the satellite meeting. Proof of personal identity and entitlement to vote must be provided to the Chairman in order to attend the Scheme Meeting. In the case of a corporation attending in person by way of its corporate representative, evidence of corporate authority will be required (for example, a valid power of attorney and/or board minutes). Each proxy must bring to the Scheme Meeting a copy of the Beneficial Ownership Ballot of the Scheme Creditor having been duly completed authorising him or her to act as proxy on behalf of the Scheme Creditor and evidence of personal identity.

If appropriate personal identification is not produced, that person will only be permitted to attend and vote at the Scheme Meeting at the discretion of the Chairman of the Scheme Meeting.

### **Chairman of the Scheme Meeting**

By the said Order, the Grand Court has appointed Matthew Stocker or, failing him, any other attorney of Conyers Dill & Pearman LLP, to act as the Chairman of the Scheme Meeting and has directed the Chairman of the Scheme Meeting to report the result thereof to the Grand Court. The results of the Scheme Meeting will also be made available on the Information Agent Website.

If the requisite majorities of Scheme Creditors approve the Scheme of Arrangement at the Scheme Meeting, the Grand Court will hold a hearing to consider whether to sanction the

Scheme of Arrangement (the "**Sanction Hearing**"). Scheme Creditors are entitled (but not obliged) to attend the Sanction Hearing, through legal counsel, to support or oppose the sanction of the Scheme of Arrangement. The Sanction Hearing is expected to take place at 10am (EST) on 25 February 2022 or such other date and time as the Information Agent may be instructed by the Company to notify Scheme Creditors.

A Scheme of Arrangement will be legally binding on the Scheme Creditors, including both those voting against the Scheme of Arrangement and those not voting if:

- (a) the Scheme of Arrangement is approved by a majority in number representing 75% in value of those Scheme Creditors who are present, in person or by proxy, and vote at the Scheme Meeting;
- (b) the Court sanctions the Scheme of Arrangement at the Sanction Hearing; and
- (c) a copy of the Court order sanctioning the Scheme of Arrangement is filed with the Registrar of Companies.

For further information please contact the Information Agent using the contact details below:

**Information Agent**

Address: Donlin, Recano & Company Inc, Re: Atlas Financial Holdings, Inc., P.O. Box 199043, Blythebourne Station Brooklyn, NY 11219 Attn: Voting Department

Telephone: +1 (212) 771-1128 (ask for Solicitation Team)

Email: [DRCVote@DonlinRecano.com](mailto:DRCVote@DonlinRecano.com) (please reference "Atlas" in the subject line)

Website: <https://www.donlinrecano.com/Clients/afh/Index>