

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

BEFORE: Mr Justice Richards  
DATED: 3 October 2024

CR-2024-005455



CR-2024-005455

IN THE MATTER OF CX REINSURANCE COMPANY LIMITED – IN ADMINISTRATION

-and-

IN THE MATTER OF THE COMPANIES ACT 2006

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ORDER TO CONVENE MEETING

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**UPON** the application by the Part 8 Claim Form dated 18 September 2024 of the above-named CX Reinsurance Company Limited (in Administration) (the “**Company**”), whose registered office is 1 More London Place, London, SE1 2AF and whose registered number is 01086556

**AND UPON** hearing Marcus Haywood, Counsel for the Company

**AND UPON READING** the Part 8 Claim Form and the evidence

**AND UPON** the Court adopting in this Order, save where terms are otherwise defined, the abbreviations, words and phrases contained in the Direct Scheme (referred to below)

**IT IS ORDERED** that:

- 1 The Company be at liberty to convene a single meeting of its creditors with claims arising under contracts of direct insurance (the “**Direct Scheme Meeting**” and the “**Direct Scheme Creditors**” respectively) for the purposes of considering and, if thought fit, approving, with or without modification, the scheme of arrangement proposed to be made between the Company and the Direct Scheme Creditors pursuant to Part 26 of the Companies Act 2006 (the “**Direct Scheme**”), in substantially the form included at Section II (*Direct Scheme*) of the Direct Scheme Document.
- 2 The Direct Scheme Meeting be held on 12 December 2024 commencing at, or as soon as reasonably practicable after, 5.00 pm (London time) (or such other time or date as the Company may decide and notify to the Direct Scheme Creditors).
- 3 The Direct Scheme Meeting be held remotely, hosted by the Joint Administrators through the virtual web-based platform “Lumi Global” in the manner set out in Schedule 3 (*Notice of the Direct Scheme Meeting*) of the Direct Scheme Document (the “**Notice of the Direct Scheme Meeting**”).

- 4 As soon as reasonably practicable after this Order is made, and not less than 42 clear days before the date fixed for the Direct Scheme Meeting, the Company shall (subject to paragraph 5 below) procure that a copy of the Direct Scheme, a copy of the statement required to be furnished pursuant to section 897 of the Companies Act 2006, a copy of the Notice of the Direct Scheme Meeting and a copy of the voting and proxy form to be used for voting at the Direct Scheme Meeting (the **"Voting and Proxy Form"**) with accompanying guidance notes (together the **"Direct Scheme Document"**) (substantially in the form before the Court on 3 October 2024, subject to completion of blanks or minor modifications or corrections as advised by Stevens & Bolton LLP as solicitors to the Administrators prior to the circulation to Direct Scheme Creditors) be:
- (a) sent by email to all those Direct Scheme Creditors, known brokers, agents, policyholder attorneys and other interested parties identified by the Company for which it has email address details;
  - (b) sent by post to all those Direct Scheme Creditors, known brokers, agents, policyholder attorneys and other interested parties identified by the Company for which it has a postal address;
  - (c) made available to all Direct Scheme Creditors on the website at [https://www.ey.com/en\\_uk/cxreinsurancecompanydirectscheme](https://www.ey.com/en_uk/cxreinsurancecompanydirectscheme); and
  - (d) made available in hard copy free of charge to any Direct Scheme Creditor upon written request made by that Direct Scheme Creditor to the Company at [CXReClaims@uk.ey.com](mailto:CXReClaims@uk.ey.com).
- 5 For the avoidance of doubt, nothing in this Order is intended to require the Company to send copies of the documents referred to in paragraph 4 above to policyholders of the Company with solely property related exposure (as referred to in paragraphs 40 to 41 of the Witness Statement of Richard Barker dated 18 September 2024). However, if and to the extent that no such notice is given, it will be a matter to be considered at the sanction hearing (and no person will be precluded from raising any argument in connection with the fact that no such notice has been given).
- 6 As soon as reasonably practicable after this Order is made, the Company shall procure that an advertisement of the Direct Scheme Meeting (substantially in the form before the Court on 3 October 2024, subject to completion of blanks or minor modifications or corrections as advised by Stevens & Bolton LLP as solicitors to the Administrators prior to its publication) be published in in The London Gazette; Les Echos (France); USA Today, Business Insurance (US) and The Financial Times UK and Worldwide editions. The Company shall procure that such advertisement is published not less than 42 clear days before the date fixed for the Direct Scheme Meeting, save in the case of Business Insurance (US) where the Company shall procure that the advertisement be published in the 4 November 2024 edition.

- 7 Any supplemental information not included in the Direct Scheme Document which the Company or its Administrators wish to provide to the Direct Scheme Creditors in advance of the Direct Scheme Meeting (or any adjourned Direct Scheme Meeting) be provided in the manner described in paragraph 4 above (save that the Company and/or the Administrators have permission to abridge the 42 clear days' stated time limit to a shorter period).
- 8 Unless the Court orders otherwise, the accidental omission to provide any Direct Scheme Creditor with the Direct Scheme Document or the non-receipt by any Direct Scheme Creditor of the Direct Scheme Document shall not invalidate the proceedings at the Direct Scheme Meeting.
- 9 Richard Barker, or if he is unable to act, Simon Edel, shall act as chairman of the Direct Scheme Meeting and any adjournment thereof (the "**Chairman**").
- 10 A Direct Scheme Creditor be entitled to appoint one person as their proxy, and, if the appointee is not the Chairman, be entitled to provide in the appointment that the appointee may vote in the appointee's absolute discretion. Any person appointed as proxy for a Direct Scheme Creditor be entitled to attend and speak at the Direct Scheme Meeting.
- 11 The Chairman be entitled (without the consent of the Direct Scheme Creditors) to adjourn the Direct Scheme Meeting (and any adjourned Direct Scheme Meeting) to such new date and time as the Chairman shall decide by giving notice to the Direct Scheme Creditors in the same manner as notice was given to them of the original date and time of the Direct Scheme Meeting.
- 12 Direct Scheme Creditors be requested to complete and submit the Voting and Proxy Form, in accordance with the accompanying guidance notes, to be used at the Direct Scheme Meeting even if they intend to be present at it.
- 13 Only Direct Scheme Creditors who return their completed Voting and Proxy Forms (and any supporting evidence specified therein) by 5.00pm (London time) on 11 December 2024, in the manner specified in the Notice of the Direct Scheme Meeting, be entitled to vote at the Direct Scheme Meeting, provided that the Chairman shall be at liberty, but under no obligation, to accept an otherwise incomplete or late Voting and Proxy Form at their discretion, provided that such Voting and Proxy Form is received before the Chairman closes the voting at the Direct Scheme Meeting.
- 14 For the purposes of voting at the Direct Scheme Meeting, a Direct Scheme Creditor's claim be converted into US Dollars at the closing mid-market rate of exchange applying to a particular currency as quoted by the Financial Times on 29 December 2023.
- 15 The Chairman shall consider Voting and Proxy Forms which have been completed and submitted in accordance with the instructions and accompanying guidance

notes thereof in order to determine the value of each Direct Scheme Creditor's vote at the Direct Scheme Meeting.

- 16 The Chairman's determination be based on (i) the information provided by the Direct Scheme Creditor; (ii) the information available to the Company from its existing records; and (iii) advice provided to the Company by the Direct Scheme Actuarial Adviser on the application of the principles set out in the Estimation Guidelines. Direct Scheme Claims for voting shall also be calculated net of any known set-off, Security or other relevant deductions and will take into account the principles set out in the Estimation Guidelines.
- 17 The Chairman shall reject a Direct Scheme Claim for voting purposes, in whole or in part, if he considers that it does not represent an accurate or appropriate assessment of the value of the claim to which it relates. Where the Chairman has reduced or rejected a Direct Scheme Creditor's assessment of its Direct Scheme Claim for voting purposes, he shall notify the relevant Direct Scheme Creditor of such decision, and the reasons thereof, before the Direct Scheme Meeting if possible and in any event before the sanction hearing.
- 18 The Chairman's decision as to the value to be placed on a Direct Scheme Claim for voting purposes shall, subject to any order of the Court, be final.
- 19 The values attributed to any vote shall not constitute an admission of the existence or amount of any Direct Scheme Claim and shall not bind the Company or the Direct Scheme Creditor, unless a Direct Scheme Creditor elects to use its Voting and Proxy Form as the basis for its Direct Scheme Claim
- 20 The Chairman be directed to file a report with the Court on the Direct Scheme Meeting and the voting prior to the hearing of any application for sanction of the Direct Scheme (assuming the requisite statutory majorities are obtained at the Direct Scheme Meeting). The Chairman be required to include details of any dispute with respect to Direct Scheme Claims and/or value attributed to votes in this report.
- 21 The Chairman and the Company be at liberty to apply for such further directions in this matter as may be necessary or appropriate.
- 22 The Claim Form shall be restored and a further hearing at which the Company may seek the Court's sanction of the Direct Scheme shall be listed on or about 17 January 2024.

**AND IT IS DECLARED** that:

- 23 Richard Barker, or if he is unable to act, Simon Edel be at liberty to act as foreign representative of the Company for the purpose of seeking any recognition of the Direct Scheme under Chapter 15 of the United States Bankruptcy Code.

**Service of this Order**

The Court has provided a sealed copy of this Order to the serving party:

Stevens & Bolton LLP, Wey House, Farnham Road, Guildford, Surrey GU1 4YD

Ref: DJS/HEM/CX.0001.0004