

Notice of the Annual General Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Members of the Company will be held at the Hamilton Princess Hotel, 76 Pitts Bay Rd, Pembroke HM 08, Bermuda on Friday 2 August 2024 at 9:00 a.m. (Bermuda time) for the following purposes:

Agenda

- To appoint a chairperson of the meeting.
- To confirm notice.

Resolutions

1. To receive and consider the audited Financial Statements and the Reports of the Directors and Auditor for the year ended 31 March 2024.
2. To re-elect Jonathan Davie (a biography and Board endorsement can be found in the Annual Report) as a Director of the Company.
3. To re-elect Richard Lightowler (a biography and Board endorsement can be found in the Annual Report) as a Director of the Company.
4. To re-elect William Salomon (a biography and Board endorsement can be found in the Annual Report) as a Director of the Company.
5. To re-elect Simona Heidempergher (a biography and Board endorsement can be found in the Annual Report) as a Director of the Company.
6. To approve the Directors' Remuneration Report.
7. To approve the Directors' Remuneration Policy and authorise the Board to determine the remuneration of the Directors.
8. To approve the Company's Dividend Policy as can be found in the Annual Report.
9. To appoint PricewaterhouseCoopers LLP as Auditor of the Company and to authorise the Directors to determine the remuneration of the Auditor.
10. Approval to repurchase up to 14.99% of the 'A' non-voting Ordinary shares of 1p each in the issued shares capital of the Company (the "Shares").

THAT the Company be and hereby is unconditionally authorised to make market purchases up to an aggregate of 11,992,000 shares at a price (exclusive of expenses) which is:

- not less than 1p per share; and
- not more than the higher of: i) 5% above the average of the middle-market quotations (as derived from and calculated by reference to the Daily Official List of the London Stock Exchange) for 'A' non-voting Ordinary shares of 1p each in the five business days immediately preceding the day on which the share is purchased; and ii) the higher of the last independent trade and the then current highest independent bid.

AND

THAT the approval conferred by this resolution shall expire on the date of the next AGM (except in relation to the purchase of shares, the contract for which was concluded before such date and which might be executed wholly or partly after such date) unless the authority is renewed or revoked at any other general meeting prior to such time.

11. Special Resolution

That the amended Bye-laws produced to the meeting by the Chair be adopted as the Bye-laws of the Company in substitution for, and to the exclusion of, the Company's existing Bye-laws.

Summary of proposed amendments to the Bye-laws

Set out below is a summary of the principal amendments which will be made to the Company's existing Bye-laws through the adoption of the amended Bye-laws proposed at the AGM if approved by shareholders. This summary is intended only to highlight the principal amendments which are likely to be of interest to shareholders. It is not intended to be comprehensive and cannot be relied upon to identify all amendments or issues which may be of interest to all shareholders. This summary is not a substitute for reviewing the full terms of the amended Bye-laws which will be available for inspection at the Company's registered office, and also at the registered office of Hansa Capital Partners LLP being 50 Curzon Street, London, England, W1J 7UW, in each case from the date of the AGM Notice until the close of the AGM. The amended Byelaws will also be available for inspection at the venue of the AGM from 15 minutes before and during the AGM and on the Company website <https://www.hansaicl.com/shareholder-information/regulatory-information.aspx19>

Method of Payment

This Bye-law has been updated in line with wider market developments to provide the Company with discretion to prescribe the manner in which dividends and other monies are paid, including (in the best interests of members and to take advantage of greater efficiency, improved security of payments and reduced costs) for payments to be made exclusively by interbank transfer or other electronic means approved by the Board.

83.3 – Obligations to provide information to the Company

This Bye-law has been updated to allow the Company to withhold payment of dividends to any shareholder that fails to provide requested FATCA/CRS information to the Company within the period set out in Bye-law 83.1; being 30 days. This withholding sanction will only be implemented after efforts by the Company to first obtain the necessary information from the non-responding shareholder. The withholding of payment of dividends is intended to be a further mechanism to encourage non-responding shareholders to provide the required information.

For and on behalf of Conyers Corporate Services (Bermuda) Limited

Vida Kam

Secretary

14 June 2024

ADDITIONAL INFORMATION

Notes for Shareholders

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), only those members registered in the register of members of the Company 48 hours before the Annual General Meeting (i.e. by close of business UK time on 31 July 2024) (or if the Meeting is adjourned, in the register of members of the Company 48 hours before the date and time of the adjourned meeting) (the "Meeting") shall be entitled to attend or vote at the Meeting in respect of the number of shares registered in their respective names at that time. Changes to entries on the register of members after that time will be disregarded in determining the rights of any person to attend or vote at the Meeting.
2. Registered members of the Company may vote at the Meeting (whether by show of hands or poll) in person or by proxy or corporate representative. A member may appoint one or more persons as his proxy to attend and vote at the Meeting on his behalf. A proxy need not be a member. Where more than one proxy is appointed the instrument of proxy must specify the number of shares each proxy is entitled to vote.
3. The appointment of a proxy will not affect the right of a member to attend and vote in person at the Meeting or adjourned meeting. A member that is a corporation may appoint a representative to attend and vote on its behalf at the Meeting by delivering evidence of such appointment to the Company's registrar no later than 48 hours before the time fixed for the Meeting (i.e. by 1:00pm UK time on 31 July 2024) or any adjourned meeting.
4. In order to be valid, the proxy appointment (together with any power of attorney or other authority (if any) under which it is signed, or a notarised certified copy of that authority) must be returned by one of the following methods, in each case so as to arrive no later than 1:00pm UK time on 31 July 2024 or, in the case of an adjourned meeting, not less than 48 hours before the time appointed for holding such adjourned meeting (ignoring for these purposes non-working days) or (in the case of a poll taken otherwise than at or on the same day as the Meeting or adjourned meeting) for the taking of the poll at which it is to be used: via www.investorcentre.co.uk/eproxy by using the details on your Form of Proxy; or in hard copy form by post, by courier or by hand to the Company's Registrars, Computershare Investor Services (Bermuda) Limited, c/o The Pavilions, Bridgwater Road, Bristol BS99 6ZY. If you need help with voting online or need to request a proxy form, please contact our Registrars, Computershare Investor Services (Bermuda) Limited on +44 (0370) 702 0000. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the UK will be charged at the applicable international rate. They are open between 09:00 – 17:30, Monday to Friday excluding public holidays in England and Wales. Alternatively, WebCorres@computershare.co.uk.

Notes for Depositary Interest Holders

1. You will not receive a form of direction for the Annual General Meeting in the post. Depositary interests may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST manual. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instruction, as described in the CREST Manual (available via www.euroclear.com/CREST). The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent ID 3RA50 by 1:00pm UK time on 30 July 2024. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST, in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means. CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

2. In the case of Depositary Interest Holders, a form of direction may be requested and completed in order to instruct Computershare Company Nominees Limited, the Depositary, to vote on the holder's behalf at the Meeting by proxy or, if the Meeting is adjourned, at the adjourned meeting. Requests for a hard copy should be sent to Computershare Investor Services (Bermuda) Limited, c/o The Pavilions, Bridgwater Road, Bristol BS99.
3. To be effective, a valid form of direction (and any power of attorney or other authority under which it is signed) must be received electronically or delivered to Computershare Investor Services (Bermuda) Limited, c/o The Pavilions, Bridgwater Road, Bristol BS99 by no later than 1:00pm UK time on 30 July 2024 or 72 hours before any adjourned Meeting.
4. The Depositary will appoint the Chairman of the meeting as its proxy to cast your votes. The Chairman may also vote or abstain from voting as he or she thinks fit on any other business (including amendments to resolutions) which may properly come before the meeting.
5. The 'Vote Withheld' option is provided to enable you to abstain from voting on the resolutions. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
6. Depositary Interest holders wishing to attend the meeting should contact the Depositary at Computershare Investor Services (Bermuda) Limited, c/o The Pavilions, Bridgwater Road, Bristol BS99 or by emailing UKALLDITeam2@computershare.co.uk by no later than by 1:00pm UK time on 30 July 2024.

All holders

1. The quorum for the Annual General Meeting shall be two or more shareholders present in person or by proxy. If within two hours from the time appointed for the meeting a quorum is not present, the meeting shall be adjourned to the next business day at the same time and place or to such other time and place as the Directors may determine, and if a quorum is not present at any such adjourned meeting, the meeting shall be dissolved.
2. As of 14 June 2024, the Company's total number of shares in issue is 40,000,000 Ordinary shares of 1p each and 80,000,000 'A' non-voting Ordinary shares of 1p each in issue. The Ordinary shareholders are entitled to one vote per Ordinary share held. The 'A' non-voting Ordinary shares do not entitle the holders to vote or receive notice of meetings, but in all other respects they have the same rights as the Company's Ordinary shares.
3. A copy of this notice and other information can be found at <https://www.hansaicl.com/shareholder-information/financial-and-investment-reporting/year-2024.aspx#2024>