



Notice of 2024 Annual General Meeting to the Shareholders of BF&M Limited

The 2024 Annual General Meeting of BF&M Limited (the "Company") will be held at 3:00pm on Thursday, 9 May 2024 at the Boardroom, Level 1, Insurance Building, 112 Pitts Bay Road, Pembroke, Bermuda.

To ensure their vote counts, the Board would strongly encourage all Shareholders to use their Form of Proxy or to appoint the Chair of the AGM (and not another named person) as their proxy.

Any Shareholder (or proxy appointed by a Shareholder) who wishes to attend the AGM is required to notify Shareholder Services at shareholder@bfm.bm or at +1 441 298 0308. Such Shareholders or proxies are required to provide details of their registered shareholding or proxy appointment so that their entitlement to attend may be verified.

The following business will be proposed at the AGM:

1. To receive the financial statements for the year ended 31 December 2023 and auditor's report thereon.
2. To appoint PricewaterhouseCoopers as auditor, and to authorise the Board of Directors, acting through the Audit Committee, to set their remuneration.
3. To re-elect each of the following individuals as a Director, having been approved by the Board of Directors to hold office until the close of the 2027 Annual General Meeting:

L. Anthony Joaquin	Paul C.J. Markey
Group Chair,	Retired Chair,
Retired Managing Partner, Ernst & Young	AON Bermuda
4. To authorise the Board to fill any vacancy in their number left unfilled for any reason.
5. To generally and unconditionally authorise the Board, in accordance with the Company's Bye-laws, to dispose of or transfer all or any treasury shares, and to issue, allot or grant options, warrants or similar rights over or otherwise dispose of all the authorised but unissued share capital of the Company to such person(s), at such times, for such consideration and upon such terms and conditions as the Board may determine.

Only Shareholders of record, as of the close of business on 22 April 2024 are entitled to notice of, and to attend and vote at, the 2024 Annual General Meeting.

PLEASE SIGN, DATE AND RETURN THE ENCLOSED PROXY AS PROMPTLY AS POSSIBLE AND IN ANY EVENT SO THAT IT IS RECEIVED NOT LATER THAN 3:00 P.M. ON TUESDAY, 7 MAY 2024 IF YOU DO NOT PLAN TO ATTEND THE MEETING.

By Order of the Board,

Gemma Rochelle
Corporate Secretary



Form of Proxy for the Annual General Meeting of BF&M Limited (the “Company”)

Date: Thursday, 9 May 2024 at 3:00 p.m.
Location: Boardroom, Level 1 of the Insurance Building, 112 Pitts Bay Road, Pembroke, Bermuda

I/we _____ and _____
Shareholder name Second Shareholder name, if applicable

of _____
Address

being the registered holder(s) of _____ Common Shares of BD\$1.00 each in the capital of the Company

hereby appoint the Chair of the meeting (see note 2) or _____ as my/our proxy to attend

and vote for me/us at the Annual General Meeting on Thursday, 9 May 2024 at 3:00 p.m., for the purpose of considering and if thought fit, passing the resolutions set out in the Notice convening the said meeting and at such meeting (and at any adjournment thereof), to vote for me/us as indicated below.

Please indicate with an “X” in the spaces provided, how you wish your shares to be voted at the meeting. Should this form be returned duly signed without a specific direction, the proxy will vote or abstain at his/her discretion. **This proxy card is only valid when signed and dated.**

The Board of Directors recommends a vote “FOR” resolutions 1, 2, 4, 5, and a vote “FOR ALL” with respect to resolution 3.

ITEMS	FOR	AGAINST
1. To receive the financial statements for the year ended 31 December 2023 and auditor’s report thereon.	<input type="checkbox"/>	<input type="checkbox"/>
2. To appoint PricewaterhouseCoopers as auditor, and to authorise the Board of Directors, acting through the Audit Committee, to set their remuneration.	<input type="checkbox"/>	<input type="checkbox"/>

	FOR ALL	WITHHOLD AUTHORITY	FOR ALL EXCEPT*
3. To re-elect each of the following individuals as a Director, having been approved by the Board of Directors to stand for election/re-election, to hold office until the close of the 2027 Annual General Meeting:	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

L. Anthony Joaquin Group Chair, Retired Managing Partner, Ernst & Young	Paul C.J. Markey Retired Chair, AON Bermuda
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* Exception(s) to re-election of Directors: _____

ITEMS	FOR	AGAINST
4. To authorise the Board to fill any vacancy in their number left unfilled for any reason.	<input type="checkbox"/>	<input type="checkbox"/>
5. To generally and unconditionally authorise the Board, in accordance with the Company's Bye-laws, to dispose of or transfer all or any treasury shares, and to issue, allot or grant options, warrants or similar rights over or otherwise dispose of all the authorised but unissued share capital of the Company to such person(s), at such times, for such consideration and upon such terms and conditions as the Board may determine.	<input type="checkbox"/>	<input type="checkbox"/>

For any other matters properly brought before the Annual General Meeting of Shareholders, this proxy will be voted at the discretion of the proxy holder.

Signature(s) X	Date (dd-mmm-yyyy)
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Signature(s) Second Shareholder name, if applicable X	Date (dd-mmm-yyyy)
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Proxy completion notes:

1. Please insert the number of Common Shares registered in your name(s); if no number is inserted, this form or proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
2. If you wish to appoint a person other than the Chair of the meeting as your proxy, please insert the name or names in the appropriate space.
3. A proxy must attend the Annual General Meeting to represent you. Where a properly executed and returned proxy form fails to specify a proxy, the Chair will be deemed to have been appointed as your proxy.
4. In the case of a company, this form of proxy must be executed under its Common Seal or under the hand of an officer, attorney or other person duly authorised.
5. This proxy (and the Power of Attorney and other authority, if any, under which it is signed or a notarial certified office copy thereof) must be deposited with the Company's Corporate Secretary at the Company's registered office at the Insurance Building, 112 Pitts Bay Road, Pembroke, Bermuda – Attention: Corporate Secretary or via email: shareholder@bfm.bm on or before 3:00 p.m. on Tuesday, 7 May 2024.
6. Any alterations made in this form must initial.
7. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.
8. In the case of persons who hold shares of the Company through BSD Nominees Limited, it is necessary to give instructions to the **Bermuda Stock Exchange directly**. This can be done by submitting a signed proxy form to Bermuda Stock Exchange, Exchange House, 110 Pitts Bay Rd., Pembroke HM 08, Bermuda to the attention of Ms. Ailish Byrne.