

Annuity and Life Re (Holdings), Ltd.

(Company)

NOTICE

YOU ARE HEREBY NOTIFIED that the 2024 Annual General Meeting of the Company will be held at Victoria Place, 5th Floor, 31 Victoria Street, Hamilton HM 10, Bermuda, on:

Monday, 24 February 2025 at 2:00 pm (AST)

A G E N D A

1. Elect a Chairman.
2. Confirm notice of the meeting and quorum.
3. Consider previous minutes – 22 February 2024.
4. Receive audited financial statements for the year ended 31 December 2023.
5. Appoint auditor and determine remuneration of the auditor or delegate this to the Board.
6. Consider the election of Directors as follows:
 - (a) Determine number of Directors.
 - (b) Elect Directors for the ensuing year.
 - (c) Appoint Alternate Directors, if any.
 - (d) Consider fees payable to the Directors, if any.
7. Ratify and confirm any and all actions taken by the Directors and Officers of the Company, relative to the business and affairs of the Company, except those acts that involved dishonesty or fraud, from the date of the last Annual General Meeting to the date of this meeting.

BY ORDER of the Directors



For and on behalf of
Ocorian Services (Bermuda) Limited
Secretary

Dated: 24 January 2025

To: Wilson & Co 001-005552-631
Wilson & Co 011-147733-631
Annuity and Life Re (Holdings), Ltd.

Cc: Casey D McCandless
William P Wells
Sherman Taylor

Note:

A Form of Proxy is enclosed for use by holders of shares held through in connection with the business set out above.

FORM OF PROXY
Annuity and Life Re (Holdings), Ltd. (Company)

The undersigned hereby appointsor, failing whom, the Chairman of the Meeting as our proxy to attend and otherwise represent us and vote on our behalf at the 2024 Annual General Meeting of the Company to be held at Victoria Place, 5th Floor, 31 Victoria Street, Hamilton HM10, Bermuda at **2:00 pm (AST) on Monday, 24 February 2025** (or at any adjournment thereof). We direct that our proxy will vote (or abstain from voting) on the resolutions set out in the Notice of annual general meeting and as indicated below:

RESOLUTIONS	For	Against	Abstain
1. RESOLVED that the minutes of the meeting held 22 February 2024 be and are hereby approved.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. RESOLVED that the adoption of the audited financial statements of the Company in respect of the financial period ended 31 December 2023 be and is hereby approved.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. RESOLVED that the re-appointment of Grant Thornton (Bermuda) Limited formerly Arthur Morris & Company as auditor of the Company to hold office until the close of the next Annual General Meeting or until their appointment is terminated in accordance with the Bye-Laws of the Company, be and is hereby approved and that the Board of Directors be and is hereby authorised to determine the auditor's remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. RESOLVED that the minimum number of Directors shall be two (2) and the maximum number of Directors shall be five (5).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. RESOLVED that each of the following persons be and is hereby elected as a Director of the Company to serve until the conclusion of the next Annual General Meeting of the Company or until his successor is elected in accordance with the Bye-Laws of the Company: <ul style="list-style-type: none"> • Casey D McCandless • William P Wells • Sherman Taylor • Fernando Paul 	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. RESOLVED that the appointment of Alternate Directors be at the discretion of the Directors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. RESOLVED that the Directors serve without fee.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. RESOLVED that any and all actions taken by the Directors and Officers of the Company, relative to the business and affairs of the Company, except those acts that involved dishonesty or fraud, from the date of the last Annual General Meeting to the date of this meeting, be and are hereby approved, ratified and confirmed.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please note that a vote to "abstain" is not a vote in law and will not be counted in the calculation of the votes cast for and against the resolution.

PLEASE COMPLETE THE DETAILS BELOW IN BLOCK CAPITALS AND SIGN AND DATE WHERE INDICATED

Signature of shareholder or common seal/signature of duly authorised officer of corporate shareholder

.....
Signature

.....
Print Name:

.....
Date:

Notes:

- 1.** A proxy need not be a member of the Company but must attend the Meeting to represent you. You may appoint as your proxy a person of your own choice by inserting his or her name in the space provided. If no name is inserted in the space provided, the Chairman will be deemed appointed as the proxy.
- 2.** Please indicate with a cross in the appropriate box how you wish your votes to be cast. In the absence of any specific direction, the proxy will vote (or abstain from voting) at his or her discretion. On any other business which properly comes before the general meeting (including any motion to withdraw any resolution on the recommendation of the Board, to amend any resolution or to adjourn the Meeting) the proxy will vote or abstain at his or her discretion.
- 3.** To be valid, this Form of Proxy must be received by the Company by e-mail, **on or prior to 23 February 2025 at 12:00 noon ADT.**
- 4.** In the case of a corporate shareholder, this Form of Proxy should be executed by a Director or a duly authorised officer or other person authorised to sign the same.

Appendix 1**Annuity and Life Re (Holdings), Ltd. (Company)**

INFORMATION CONCERNING SOLICITATION AND VOTING FOR THE ANNUAL GENERAL MEETING OF SHAREHOLDERS (**Meeting**) TO BE HELD ON 24 FEBRUARY 2025

1. Approval of Previous Minutes

The Shareholders are requested to approve the minutes of the 2023 Annual General Meeting of the Company held 22 February 2024.

2. Presentation of Audited Financial Statements

In accordance with section 84 (Financial Statements to be laid before General Meeting) of the Companies Act 1981 of Bermuda as amended (Act), the audited financial statements of the Company for the year ended 31 December 2023 must be presented at the Meeting unless laying of the accounts and appointment of the auditor in respect of a particular interval is waived (either in writing or at a general meeting) by all directors and all shareholders pursuant to section 88 (Power to Waive Laying of Accounts and Appointment of Auditor) of the Act.

At the Meeting, the Company intends to present its financial statements for the year ended 31 December 2023, which have been audited by Grant Thornton (Bermuda) Limited formerly Arthur Morris & Company. These statements have been approved by the Board of Directors of the Company (**Board**).

3. Appointment of Independent Auditors

In accordance with section 89 (*Appointment and Disqualification of Auditor*) of the Act, the Board will ask the Shareholders to approve the re-appointment of Grant Thornton (Bermuda) Limited formerly Arthur Morris & Company, as the Company's independent auditors and to authorise the Board to determine the auditor's remuneration.

4. Minimum and Maximum Number of Directors

It is proposed that the Company elects to have a minimum of two (2) directors and a maximum of (5) directors.

5. Election of Directors

Casey D McCandless, William P Wells, Fernando Paul and Sherman Taylor will stand for re-election, to serve for a term of office to expire at the next Annual General Meeting of Shareholders in 2025, with each to hold office until his successor has been duly elected or appointed. The Board proposes that the Meeting votes in favour of the proposed election of the current Board members.

6. It is proposed that the appointment of Alternate Directors be at the discretion of the Directors.

7. It is proposed that the Directors serve without fee.

8. The Shareholders are requested to ratify and confirm any and all actions taken by the Directors and Officers of the Company, relative to the business and affairs of the Company, except those acts that involved dishonesty or fraud, from the date of the last Annual General Meeting to the date of this meeting.

ANY OTHER BUSINESS

The Board knows of no business that will be presented for consideration at the Meeting other than as stated in the Notice convening the Meeting.

By Order of the Board of Directors

For and on behalf of
Ocorian Services (Bermuda) Limited
Secretary

Dated: 24 January 2025

Hamilton, Bermuda