

SHL HOLDINGS LTD.  
Victoria Place, 5<sup>th</sup> Floor  
31 Victoria Street  
Hamilton, HM 10, Bermuda

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS  
OF SHL HOLDINGS LTD.

Hamilton, Bermuda

February 14, 2022

TO THE HOLDERS OF COMMON SHARES OF SHL HOLDINGS LTD.:

Notice is hereby given that the 2021 annual general meeting (the “Annual General Meeting”) of the holders (the “Shareholders”) of common shares (the “Shares”) of SHL Holdings Ltd. (the “Company”) will be held via webcast on March 29, 2022 at 11:00 a.m. New York City time, for the following purposes:

1. To elect Alan J. Carr, E. Grant Gibbons, Frederick B. Hnat, Frank C. Puleo, Coleman D. Ross and Robert J. White as directors to hold office until the 2022 annual general meeting; and
2. To transact such other business as may properly come before the meeting or any adjournments thereof.

The Board of Directors of the Company recommends a vote FOR Item 1. The Company will also present the Company’s audited liquidation basis GAAP financial statements for the year ended December 31, 2020 at the Annual General Meeting pursuant to the Bermuda Companies Act 1981, as amended, and the Company’s amended and restated bye-laws (the “Bye-Laws”).

Only Shareholders of record, as shown by the Register of Shareholders and the records of the Depository Trust & Clearing Corporation at the close of business on February 10, 2022, the record date for the Annual General Meeting, are entitled to receive notice of and to vote at the Annual General Meeting. The proxy statement and accompanying materials are first being mailed to Shareholders on or about February 14, 2022.

To attend the Annual General Meeting, please visit <https://meetnow.global/MAGYTYG>.

**YOU MAY VOTE YOUR PROXY BY TELEPHONE, INTERNET OR MAIL AS DIRECTED ON THE ENCLOSED PROXY CARD AS PROMPTLY AS POSSIBLE, WHETHER OR NOT YOU PLAN TO ATTEND THE MEETING. YOU MAY ALSO ATTEND THE MEETING AND VOTE IN PERSON. IF YOU LATER DESIRE TO REVOKE YOUR PROXY FOR ANY REASON, YOU MAY DO SO IN THE MANNER DESCRIBED IN THE ATTACHED PROXY STATEMENT. YOUR SHARES WILL BE VOTED PURSUANT TO THE INSTRUCTIONS CONTAINED IN THE PROXY STATEMENT. IF NO INSTRUCTION IS GIVEN, YOUR SHARES WILL BE VOTED “FOR” ITEM 1 IN THE PROXY.**

**Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to be Held on March 29, 2022:**

- Along with the attached Proxy Statement for the Annual General Meeting of Shareholders, we are enclosing our audited liquidation basis GAAP financial statements for the year ended December 31, 2020.
- The proxy statement for Shareholders is also available by clicking the “Proxies” tab under the “Investor Relations” tab at the following link: [shlholdings.com](http://shlholdings.com).

By Order of The Board of Directors,

/s/ Scott L. Beinhacker

Scott L. Beinhacker

Chief Operating Officer

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**SHL HOLDINGS LTD.**

**PROXY STATEMENT  
(THE “PROXY STATEMENT”)  
FOR THE ANNUAL GENERAL MEETING OF HOLDERS OF COMMON SHARES  
TO BE HELD ON MARCH 29, 2022**

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**IMPORTANT INFORMATION ABOUT THE ANNUAL GENERAL MEETING  
AND PROXY PROCEDURES**

The accompanying proxy is solicited by the Board of Directors (the “Board”) of SHL Holdings Ltd. (the “Company”) to be voted at the 2021 annual general meeting (“Annual General Meeting”) of holders (the “Shareholders”) of the Company’s common shares (the “Shares”) to be held on March 29, 2022 beginning at 11:00 a.m. New York City time, via webcast, and any adjournments thereof. To attend the Annual General Meeting, please visit <https://meetnow.global/MAGYTYG>. This Proxy Statement and the accompanying materials are first being mailed to Shareholders on or about February 14, 2022.

**The Purpose of the Annual General Meeting**

At the Annual General Meeting, the Shareholders will vote in person or by proxy on the following matters as set forth in the notice of the meeting: (1) to elect Alan J. Carr, E. Grant Gibbons, Frederick B. Hnat, Frank C. Puleo, Coleman D. Ross and Robert J. White as directors to hold office until the 2022 annual general meeting and (2) to transact such other business as may properly come before the meeting or any adjournments thereof.

**Presentation of Financial Statements**

In accordance with the Bermuda Companies Act 1981, as amended (the “Bermuda Companies Act”), and Bye-Law 71 of the Company’s amended and restated bye-laws (the “Bye-Laws”), the Company’s audited liquidation basis GAAP financial statements for the year ended December 31, 2020 will be laid before the Shareholders at the Annual General Meeting and are being mailed simultaneously herewith. The Board has approved these financial statements. There is no requirement under Bermuda law that these audited financial statements be approved by Shareholders, and no such approval will be sought at the Annual General Meeting.

**Shareholders Entitled to Vote at the Annual General Meeting**

Shareholders of record as of the close of business on February 10, 2022, the record date for the Annual General Meeting, will be entitled to vote at the Annual General Meeting. As of February 10, 2022, there were 87,057,571 issued and outstanding Shares entitled to vote at the Annual General Meeting, with each Share entitling the holder of record thereof to one vote at the Annual General Meeting (subject to certain limitations and voting cut backs set forth in the Bye-Laws).

**How to Attend the Annual General Meeting**

The 2021 Annual General Meeting will be a completely virtual meeting of the Shareholders, which will be conducted exclusively by webcast. No physical meeting will be held. Shareholders of record may attend the Annual General Meeting online by visiting <https://meetnow.global/MAGYTYG>. Shareholders that own their Shares in “street name” may attend the Annual General Meeting by registering in advance of the Annual General Meeting. Registration is only required for Shareholders of Shares held in “street name.”

To register in advance of the Annual General Meeting, the Shareholder of Shares held in “street name” must submit proof of proxy power (the “Legal Proxy”) from the broker or bank reflecting the Shares and the Shareholder’s name and email address to Computershare. Requests for registration must be labeled as “Legal Proxy” and be received no later than 5:00 p.m., Eastern Time, on March 24, 2022. To

register by email, the Shareholder should forward the email from the broker or bank granting Legal Proxy, or attach an image of the Legal Proxy, to [shareholdermeetings@computershare.com](mailto:shareholdermeetings@computershare.com)

The virtual meeting platform is fully supported across browsers (MS Edge, Firefox, Chrome and Safari) and devices (desktops, laptops, tablets and cell phones) running the most up-to-date version of applicable software and plugins. Participants should ensure that they have a strong Wi-Fi connection wherever they intend to participate in the meeting. Shareholders are encouraged to access the meeting prior to the start time. For further assistance call 1-888-724-2416.

### **Voting Procedures; Quorum**

A Shareholder of record can vote their Shares at the Annual General Meeting by attending the meeting and completing a ballot or by proxy in one of three ways: (1) by dating, signing and completing the proxy card and returning it without delay in the enclosed envelope, which requires no postage stamp if mailed in the United States; (2) over the telephone by calling the toll-free number provided on the enclosed proxy card; or (3) electronically via the internet as described in the enclosed proxy card. The Company encourages Shareholders to complete and return their proxy card even if they plan to attend the Annual General Meeting.

The election of each nominee for director referred to in Item 1 above requires a plurality of the votes cast, provided there is a quorum (consisting of two or more Shareholders present in person or by proxy representing more than 50% of the issued and outstanding Shares entitled to vote at the Annual General Meeting). Shares owned by Shareholders electing to abstain from voting with respect to any proposal and “broker non-votes” will be counted towards the presence of a quorum but will not be considered votes cast with respect to the election of nominees for director and the other matters to be voted upon at the Annual General Meeting. Therefore, abstentions and “broker non-votes” will have no effect on the outcome of the matters to be voted upon at the Annual General Meeting. A “broker non-vote” occurs when a nominee, such as a broker, holding Shares in “street name” for a beneficial owner, does not vote on a particular proposal because that nominee does not have discretionary voting power with respect to a proposal and has not received instructions from the beneficial owner. A Shareholder of Shares held in “street name” that would like to instruct their broker how to vote their Shares should follow the directions provided by their broker.

### **Revocation of Proxies**

Any Shareholder giving a proxy has the power to revoke it prior to its exercise by: (1) giving notice of such revocation in writing to the Secretary of the Company at SHL Holdings Ltd., Victoria Place, 5th Floor; 31 Victoria Street, Hamilton, HM 10, Bermuda; (2) by attending and voting in person at the Annual General Meeting; or (3) by executing a subsequent proxy, provided that any such action is taken in sufficient time to permit the necessary examination and tabulation of the subsequent proxy or revocation before the votes are taken. Attendance at the Annual General Meeting by a Shareholder who has executed and delivered a proxy to the Company shall not in and of itself constitute a revocation of such proxy.

For Shares held in “street name” by a broker, if the Shareholder wishes to change their vote from what they have previously directed their broker to vote, such Shareholder should instruct their broker to change the Shareholder’s vote. Alternatively, if a Shareholder has directed their broker to vote on behalf of the Shareholder but such Shareholder wishes to attend the Annual General Meeting in person, then such Shareholder should obtain a proxy from their broker to attend in person.

### **Proxy Solicitation**

The Company will bear the cost of the solicitation of proxies. Proxies may be solicited by directors, officers and employees of the Company and its subsidiaries, who will not receive additional compensation for such services. In addition, the Company has retained Georgeson & Company Inc. to assist in the solicitation of proxies for a fee of approximately \$16,000 plus certain other reasonable out-of-pocket expenses and administrative fees. Upon request, the Company will also reimburse brokers and others holding Shares in their names, or in the names of nominees, for forwarding proxy materials to their customers.

### **Shareholder Proposals for the 2022 Annual General Meeting**

Shareholder proposals intended for inclusion in the proxy statement for the 2022 annual general meeting should be submitted in accordance with the procedures prescribed by the Bye-Laws and sent to the

Company's Secretary at SHL Holdings Ltd., Victoria Place, 5th Floor; 31 Victoria Street, Hamilton, HM 10, Bermuda. Such proposals must be received by November 29, 2022.

Pursuant to the Bye-Laws, any Shareholder entitled to attend and vote at any annual general meeting may nominate persons for election as directors if written notice of such Shareholder's intent to nominate such persons is received by the Company's Secretary at SHL Holdings Ltd., Victoria Place, 5th Floor; 31 Victoria Street, Hamilton, HM 10, Bermuda, not later than 120 days prior to the anniversary date of the immediately preceding annual general meeting. Such notice must include the following information about the proposed nominee: (a) name and address of such person to be nominated; (b) a description of all arrangements or understandings between the Shareholder and each nominee and any person or persons (naming such person or persons) pursuant to which the nomination or nominations are to be made by such Shareholder; (c) such other information regarding such nominee proposed by such Shareholder as would be required to be included in a proxy statement filed pursuant to Regulation 14A promulgated under the Securities Exchange Act of 1934, as amended (whether or not the Company is then subject to such Regulation); and (d) the consent of each nominee to serve as a director of the Company, if elected. Such notice must also include information on the Shareholder making the nomination, including such Shareholder's name and address as it appears on the Company's books, a representation that such Shareholder is a holder of record of Shares of the Company entitled to vote at such meeting and intends to appear in person or by proxy at the meeting to present such nomination and the class and number of Shares of the Company beneficially owned by such Shareholder. The nomination of any person not made in compliance with the foregoing procedures shall be disregarded by the chairperson.

#### **Director Compensation**

For 2022, each non-management director will be paid \$75,000 in cash as an annual retainer, approximately one quarter of which was paid in December 2021 for services to be rendered in the first quarter of 2022. In December 2021, Chairperson fees of \$7,500 were paid to Mr. Gibbons and Mr. Ross was also paid \$3,750 in Chairperson fees for his position on the Audit Committee. Those payments represented one quarter of Mr. Gibbons and Mr. Ross' annual chairperson fees. Mr. Hnat continued to provide consulting services for the Company in connection with the liquidation for which he was paid \$15,000 (inclusive of director and consulting fees) per month during 2021. There are no other meeting- or committee-related fees. Directors are entitled to reimbursement of their expenses incurred in connection with travel to and attendance at meetings.

## UPDATE ON THE COMPANY'S PLAN OF LIQUIDATION

On January 28, 2020, the Company announced that its Shareholders approved a Plan of Liquidation (the "Plan") under which the Company would undertake a process of complete liquidation. The Board also determined that it was advisable and in the best interests of the Company and its subsidiary, Syncora Holdings US Inc., a Delaware corporation ("SHI"), that SHI commence an orderly liquidation and/or winding up within the meaning of the Internal Revenue Code of 1986, as amended (the "Code").

Following adoption of the Plan, the Company paid a distribution of \$415 million to shareholders on January 31, 2020. On October 13, 2021, the Company announced that it had successfully disposed of its equity interest in Crown Global Insurance Group, LLC, at an amount approximating its carrying value on the Company's most recent liquidation basis financial statements. On February 11, 2022, the Company announced that it had successfully sold its interests in real property and an option on real property in Detroit, Michigan and a certificate that can be presented to the City of Detroit for value when purchasing certain city-owned property in Detroit, Michigan. The sale of the real estate related assets was for an amount in excess of its carrying value of the assets on the Company's most recent liquidation basis financial statements. The Company also announced that a distribution of approximately \$13.9 million will be made on March 15, 2022 to shareholders of record on February 25, 2022. The Company's remaining assets following this distribution consisted of cash and other liquid assets as well as its interest in Swap Financial Group, LLC (collectively, the "Retained Assets"). The Retained Assets, other than cash, are held indirectly through SHI and other subsidiaries of the Company.

The COVID-19 pandemic that began in early 2020 has negatively affected the Company's ability to expeditiously monetize its Retained Assets and resolve ongoing litigation. Despite this, the Company has continued to work on disposing of the Retained Assets. The Company continues to believe that the Retained Assets will be monetized and ongoing litigation resolved such that the liquidation process can be completed in 2022, but no later than the third anniversary date of the Plan of Liquidation. However, no assurance can be made that all the Retained Assets will be monetized at fair market value, or at all.

In addition, the Company invested a significant amount of time in 2021 working towards the resolution of legal claims involving the Company and its Retained Assets.

**MATTERS SCHEDULED TO BE VOTED ON AT THE  
ANNUAL GENERAL MEETING TO BE HELD ON MARCH 29, 2022**

**I. ELECTION OF DIRECTORS**

At the Annual General Meeting, six directors are to be elected to hold office until the 2022 annual general meeting. The six nominees are currently serving as directors and were appointed or elected in accordance with the Bye-Laws. Unless authority is withheld by the Shareholders, it is the intention of the persons named in the enclosed proxy to vote for the nominees listed below. All of the nominees have consented to serve if elected, but if any becomes unavailable to serve, the persons named as proxies may exercise their discretion to vote for a substitute nominee. The name, age, Board committee, principal occupation and other information concerning each director are set forth below.

**Nominees**



**Chairman of the Board**  
**Age:** 69  
**Director Since:** 2006  
**Board Committees:** Audit

**Dr. E. Grant Gibbons**

E. Grant Gibbons, Ph.D., has been Chairman of the Board since January 2020 and a director since August 2006. Dr. Gibbons served as a member of the Bermuda parliament from 1994 until April 2018. His most recent role was Minister for Economic Development in the Bermuda Government. He served as the Bermuda opposition shadow Minister of Finance from 1999 to 2006, and the Bermuda Minister of Finance from 1995 to 1998, where he had responsibility for fiscal policy, annual budgets and the regulation of financial services and insurance sectors. He was the Parliamentary Leader of the opposition United Bermuda Party from 2001 to 2006. He is Chairman of Edmund Gibbons Limited, Chairman of Coralisle Group, Ltd., a privately-held insurance company, and serves as a director of several other private companies. Dr. Gibbons holds a B.S. from Brown University, a Ph.D. from Harvard University and an M.A. from Oxford University, which he attended as a Rhodes Scholar.



**Director**  
**Age:** 51  
**Director Since:** 2015  
**Board Committees:** Audit

**Alan J. Carr**

Alan Carr has served as a director since 2015. Mr. Carr is an investment professional with 20 years of experience working from the principal and advisor side on complex, process-intensive financial situations. He is a founder of Drivetrain Advisors, a fiduciary services firm that supports the investment community in legally- and process-intensive investments as a representative, director, or trustee. He brings a global business perspective to the Board from his work leading financial restructurings for companies in the U.S. and Europe as managing director at Strategic Value Partners, LLC (“SVP”) from 2003 to 2013. Prior to joining SVP, Mr. Carr was a corporate attorney at Skadden, Arps, Slate, Meagher & Flom. He holds a B.S. from Brandeis University and a J.D., cum laude, from Tulane Law School.



**Director**  
**Age:** 59  
**Director Since:** 2017  
**Board Committees:** None

#### **Frederick B. Hnat**

Frederick Hnat has been a director since May 2017. Mr. Hnat has held a series of leadership positions at the Company and its subsidiaries, including Chief Executive Officer and Chief Operating Officer, from May 2017 to 2020. He also served as General Counsel and Secretary of Syncora Guarantee Inc. (“SGI”) from 2000 until July 2004 with responsibility for interaction with all regulatory institutions and for legal counsel and guidance for all key business initiatives. After serving as General Counsel for SGI, Mr. Hnat served as Chief Operating Officer of Syncora Guarantee (UK) Limited, where he was also a director. Mr. Hnat is also a member of the board of directors of Swap Financial Group LLC. Mr. Hnat has had primary operational responsibility for the Company with oversight of surveillance and remediation activities. Prior to joining SGI, Mr. Hnat served for six years as Assistant General Counsel at MBIA Insurance Corporation. Previously, he practiced law with the firms Rogers & Wells (now Clifford Chance) and Mudge Rose Guthrie Alexander & Ferdon. Mr. Hnat received an A.B. from Princeton University and a J.D. from Boston University.



**Director**  
**Age:** 76  
**Director Since:** 2019  
**Board Committees:** Audit

#### **Frank C. Puleo**

Frank Puleo has been a director since December 2019. Currently, Mr. Puleo serves on the board of directors of South Street Securities, SLM Corp. and Apollo Investment Corporation. Previously, Mr. Puleo served on the board of directors of Syncora Guarantee Inc. from 2010 to 2019, and was a partner at Milbank, Tweed, Hadley & McCloy LLP where he focused on advising banking clients on bank regulatory issues, securitization and debt restructurings. Mr. Puleo became a partner of Milbank in 1978 and Co-Chair of the firm’s Global Finance group in 1995 until retiring at the end of 2006.

Mr. Puleo served as a lecturer at Columbia University School of Law from 1997 to 2001. He graduated from Princeton with a B.S.E. in 1967 and from New York University School of Law with a J.D. in 1970.





**Director**  
**Age:** 78  
**Director Since:** 2006  
**Board Committees:**  
Audit (Chair)

#### **Coleman D. Ross**

Coleman D. Ross has been a director since August 2006. Mr. Ross serves as an independent director of Pan-American Life Mutual Holding Company and its principal subsidiaries (life and health insurance) and previously served as an independent director of NCCI Holdings, Inc. (workers compensation insurance data services) and Omega Insurance Holding Limited (property-casualty insurance and reinsurance). He practiced public accounting for 34 years with PricewaterhouseCoopers LLP, until his retirement in 1999, where he served as an audit partner for major insurance, banking, and other financial services clients and as Chairman and Managing Partner of the Price Waterhouse US insurance practice. He then served as Executive Vice President and Chief Financial Officer of two publicly traded insurers: Trenwick Group Limited (property-casualty insurance and reinsurance) from 2000 to 2002 and The Phoenix Companies, Inc. (life insurance and asset management) from 2002 to 2003. Mr. Ross earned a degree in business administration from The University of North Carolina at Chapel Hill and masters degrees in economics from Trinity College and financial services from The American College. He is licensed as a Certified Public Accountant in New York and North Carolina and holds the Directorship Certification from the National Association of Corporate Directors (the “NACD”) and the NACD’s designations of Board Leadership Fellow and Governance Fellow.



**Director**  
**Age:** 75  
**Director Since:** 2008  
**Board Committees:** Audit

#### **Robert J. White**

Robert J. White has been a director since November 2008. Mr. White was a founder of the Reorganization and Restructuring practice at O’Melveny & Meyers LLP, where he was a leading attorney for 35 years. He previously served as Executive Vice President of Maguire Properties (later MPG Office Trust), a publicly held commercial property REIT. He completed his appointment as Receiver of the Cosmopolitan Resort and Casino in Las Vegas in September 2008. Mr. White has been involved with numerous out-of-court restructurings and bankruptcies, representing debtors, creditors, equity holders and purchasers of assets. Currently, he serves on the board of directors of SMA, Inc. Previously he served on a number of other Boards. He holds a B.S. from the University of Illinois Business School and a J.D., summa cum laude, from Michigan Law School. He is a Fellow of the American College of Bankruptcy and a Conferee of the National Bankruptcy Conference (Senior Status), which, among other things, advises members of Congress on potential legislation that would impact the operation of the bankruptcy process.

***The Board of Directors recommends that Shareholders  
vote FOR all of the nominees.***

## INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FEES

The Company's fees for services performed by PricewaterhouseCoopers LLP the Company's independent registered public accounting firm during the years ended December 31, 2019 and 2020 were as follows:

	2020	2019
	(dollars in thousands)	
Audit fees <sup>(1)</sup> . . . . .	\$235	\$ 878
Audit-related fees . . . . .	—	—
Tax fees <sup>(2)</sup> . . . . .	85	657
All other fees <sup>(3)</sup> . . . . .	—	3
Total . . . . .	\$320	\$1,538

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- (1) 2020 Audit fees were for professional services rendered in connection with the audit of the consolidated financial statements. 2019 fees were primarily for the audit of the consolidated financial statements, quarterly reviews and other attestation services that comprised the audits for insurance statutory and regulatory purposes.
  - (2) Tax fees were for professional services rendered for tax compliance. 2019 fees also included tax assistance in connection with the sale of Syncora Guarantee Inc. and the Company's restructuring and remediation activities.
  - (3) All other fees related to products and services primarily related to access to on-line accounting and research resources and statutory loss reserve certifications.

The Audit Committee has adopted procedures for pre-approving all audit and permissible non-audit services provided by the independent auditor. The Audit Committee annually reviews and pre-approves the audit, review, attestation and permitted non-audit services to be provided during the next audit cycle by the independent auditor. To the extent practicable, the Audit Committee or the Chairman of the Audit Committee also reviews and pre-approves a budget for such services. Services proposed to be provided by the independent auditor that have not been pre-approved during the annual review and the fees for such proposed services must be pre-approved by the Audit Committee or the Chairman of the Audit Committee. All requests or applications for the independent auditor to provide services to the Company shall be submitted to the Audit Committee or the Chairman of the Audit Committee.

The Audit Committee considered whether the provision of non-audit services performed by the independent auditor is compatible with maintaining the independent auditor's independence during 2019 and 2020. The Audit Committee concluded in 2019 and 2020 that the provision of these services was compatible with the maintenance of independent auditor's independence in the performance of its auditing functions during 2019 and 2020.

### OTHER MATTERS

While management knows of no other matters to be brought before the Annual General Meeting, if any other matters properly come before the meeting, it is the intention of the persons named in the accompanying proxy form to vote the proxy in accordance with their judgment on such matters. If any matter not proper for action at the meeting should be presented, the persons named in the proxy card will vote against consideration of the matter or the proposed action.

As ordered,

/s/ Scott L. Beinacker  
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 Scott L. Beinacker  
*Chief Operating Officer*



