

Enstar Group LTD
Form DEFA14A
April 26, 2019

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A
Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No.)

Filed by the Registrant Filed by a Party other than the Registrant
Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

ENSTAR GROUP LIMITED

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

*** Exercise Your Right to Vote ***

Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to Be Held on June 11, 2019.

Meeting Information

ENSTAR
GROUP
LIMITED

Meeting Type: Annual General Meeting

For holders as of: April 15, 2019
Date: June 11, 2019 Time: 9:00 AM, ADT
Enstar Group Limited
Windsor Place, 3rd Floor

Location: 22 Queen Street
Hamilton, Bermuda

ENSTAR
GROUP
LIMITED

You are receiving this communication because you hold shares in the company named above.

P.O. BOX
HM 2267
WINDSOR
PLACE, 3RD
FLOOR
22 QUEEN
STREET,
HAMILTON

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at www.proxyvote.com/ESGR or easily request a paper copy (see reverse side).

HM JX
BERMUDA

We encourage you to access and review all of the important information contained in the proxy materials before voting.

See the reverse side of this notice to obtain proxy materials and voting instructions.

— Before You Vote —

How to Access the Proxy Materials

Proxy Materials
Available to VIEW or
RECEIVE:

1. Notice and Proxy Statement
2. Annual Report

How to View Online:

Have the information that is printed in the box marked by the arrow à xxxx xxxx xxxx xxxx (located on the following page) and visit:
www.proxyvote.com/ESGR.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) BY INTERNET: www.proxyvote.com/ESGR
- 2) BY TELEPHONE: 1-800-579-1639
- 3) BY E-MAIL*: sendmaterial@proxyvote.com

* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow à xxxx xxxx xxxx xxxx (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before May 28, 2019 to facilitate timely delivery.

— How to Vote —

Please Choose One of the Following Voting Methods

Vote In Person: Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

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Vote By Internet: To vote now by Internet, go to www.proxyvote.com/ESGR. Have the information that is printed in the box marked by the arrow à xxxx xxxx xxxx (located on the following page) available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

Voting Items

The Board of Directors recommends you vote FOR the nominees for directors:

1. Election of Directors:

1a. Robert J. Campbell

1b. Jie Liu

1c. Paul J. O'Shea

5. Approval of the amendment of our Bye-Laws to remove subsidiary voting.

6. Approval of the amendment of our Bye-Laws for general updates.

The Board of Directors recommends you vote FOR Proposals No. 2 through 6.

The Board of Directors recommends you vote FOR each of the subsidiary director nominees listed in Proposal No. 7.

2. Advisory vote to approve executive compensation.

Election of subsidiary 7. directors as set forth in Proposal No. 7.

3. To ratify the appointment of KPMG Audit Limited as our independent registered public accounting firm for 2019 and to authorize the Board of Directors, acting through the Audit Committee, to approve the fees for the independent registered public accounting firm.

In their discretion, the proxies are authorized to vote upon such other matters as may properly come before the meeting and any adjournment or postponement thereof.

4. Approval of the amendment of our Bye-Laws to remove the voting cutback.

