



**Part II** **Organizational Action** (continued)

**17** List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ Internal Revenue Code  
Code Sections 331 and 334(a)

**18** Can any resulting loss be recognized? ▶ Yes

**19** Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ See attached

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

**Sign  
Here**

Signature ▶

*Stephen W. Ries*

Date ▶

*9/15/20*

Print your name ▶ **Stephen W. Ries**

Title ▶ **Secretary/Senior Counsel**

**Paid  
Preparer  
Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check ☐ if  
self-employed

PTIN

Firm's name ▶

Firm's EIN ▶

Firm's address ▶

Phone no.

## **Attachment to Form 8937**

### **U.S. Federal Income Tax Information relating to Global Indemnity Limited's Distribution of Global Indemnity Group, LLC on August 28, 2020**

#### **Part I Q 10 - CUSIP Numbers**

Global Indemnity Limited's CUSIP numbers for the (i) class A ordinary shares is G 3933F 105 and (ii) class B ordinary shares is G 3933F 113.

Global Indemnity Group, LLC's CUSIP numbers for the (i) class A ordinary shares is 37959R 103 and (ii) class B common shares is 37959R 111.

#### **Part II Q 14**

The Scheme of Arrangement, as described in more detail below, occurred on August 28, 2020.

#### **Part II Q 15**

The Scheme of Arrangement resulted in the receipt of GI Delaware common shares in a taxable liquidation, and, as a result, each former holder of GI Cayman ordinary shares generally has an initial tax basis in its GI Delaware common shares received in the Scheme of Arrangement equal to such share's fair market value at the time of the Scheme of Arrangement, which we believe is \$20.14 per share. See U.S. Federal Income Tax Consequences of the Scheme of Arrangement, below, for more information.

#### **Part II Q 16**

The fair market value of a GI Delaware common share at the time of the Scheme of Arrangement was determined by reference to the closing trading price of a GI Cayman ordinary share on August 27, 2020, which was \$20.14. See Fair Market Value of Your GI Delaware Common Shares, below, for more information.

## **Additional Helpful Information**

#### **Description of the Scheme of Arrangement**

By way of a scheme of arrangement and amalgamation under Cayman Islands law, on August 28, 2020, Global Indemnity Limited ("GI Cayman") merged with and into a newly formed exempted company incorporated under Cayman Islands law ("New CayCo"), with New CayCo surviving as a wholly-owned subsidiary of Global Indemnity Group Holdings, LLC, a Delaware limited liability company ("GI Delaware", and such transactions the "**Scheme of Arrangement**"). The Scheme of Arrangement resulted in the cancellation of all of the GI Cayman A ordinary shares and GI Cayman B ordinary shares (the GI Cayman A ordinary shares

and GI Cayman B ordinary shares, together, the “**GI Cayman ordinary shares**”), and the immediate issuance to holders of GI Cayman ordinary shares of an equal number of class A common shares or class B common shares, as applicable, issued by GI Delaware (the GI Delaware A common shares and GI Delaware B common shares, together, the “**GI Delaware common shares**”).

If you received GI Delaware common shares on August 28, 2020, this memo summarizes certain U.S. federal income tax information regarding those shares.

*The tax rules are very complex and we urge you to consult your own tax advisors regarding the tax consequences of the Scheme of Arrangement applicable in your particular circumstances.*

### **U.S. Federal Income Tax Consequences of the Scheme of Arrangement**

In general, the Scheme of Arrangement will be treated as a taxable exchange for U.S. federal income tax purposes. Each holder of GI Cayman ordinary shares generally recognized gain or loss in the transaction equal to the difference between (i) the fair market value of the GI Delaware common shares received in the Scheme of Arrangement, and (ii) such holder’s adjusted tax basis in the GI Cayman ordinary shares exchanged in the Scheme of Arrangement. If a U.S. taxpayer held different blocks of GI Cayman ordinary shares (generally as a result of having acquired different blocks of shares at different times or at different prices), gain or loss is calculated separately with respect to each block of shares. A shareholder’s initial tax basis in GI Cayman ordinary shares generally equaled the shareholder’s cost of acquiring such shares. Each shareholder has an initial tax basis in its GI Delaware common shares received in the Scheme of Arrangement equal to such share’s fair market value at the time of the Scheme of Arrangement.

### **Fair Market Value of the GI Delaware Common Shares**

U.S. federal income tax law does not specifically identify how to determine the fair market value of the GI Delaware common shares that you received in the Scheme of Arrangement for purposes of calculating gain or loss and cost basis. Because the Scheme of Arrangement occurred at 12:01 AM on August 28, 2020, we believe that the closing trading price of a GI Cayman ordinary share on August 27, 2020, or \$20.14, best represents the fair market value of a GI Delaware common share at the time of the Scheme of Arrangement.

**THE U.S. FEDERAL INCOME TAX CONSIDERATIONS SUMMARIZED ABOVE ARE FOR GENERAL INFORMATION ONLY. EACH FORMER GI CAYMAN ORDINARY SHAREHOLDER IS URGED TO CONSULT HIS OR HER OWN TAX ADVISOR AS TO THE TAX CONSEQUENCES THAT MAY APPLY IN LIGHT OF HIS OR HER PARTICULAR CIRCUMSTANCES.**