

IPC HOLDINGS LTD  
Form PREN14A  
May 12, 2009

**PRELIMINARY PROXY STATEMENT DATED MAY 12, 2009 SUBJECT TO COMPLETION  
UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549  
SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a)  
of the Securities Exchange Act of 1934**

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

**IPC HOLDINGS, LTD.**  
**(Name of Registrant as Specified in Its Charter)**  
**VALIDUS HOLDINGS, LTD.**

**(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:  
Common Shares, \$0.175 par value per share

- (2) Aggregate number of securities to which transaction applies:  
520,737

- (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):

N/A

- (4) Proposed maximum aggregate value of transaction:  
\$1,482,329,499.84

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(5) Total fee paid:  
\$82,713.99 (based upon the product of \$1,482,329,499.84 and the fee rate of \$55.80 per million dollars set forth in the Fee Rate Advisory #5 for Fiscal Year 2009)

o Fee paid previously with preliminary materials.

p 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: \$84,262.55

(2) Form, schedule or registration statement no.: Schedule 14A

(3) Filing party: Validus Holdings, Ltd.

(4) Date filed: April 16, 2009

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**NOTICE OF COURT MEETING**

IN THE SUPREME COURT OF BERMUDA

No. [ ] of 2009

CIVIL JURISDICTION  
(COMMERCIAL COURT)

**IN THE MATTER OF IPC HOLDINGS, LTD  
and  
IN THE MATTER OF THE COMPANIES ACT 1981**

NOTICE IS HEREBY GIVEN that by an Order dated [ ] 2009 made in the above matters the Court has directed a meeting (including any adjournments or postponements thereof, the court-ordered IPC meeting ) to be convened of the holders of the common shares, par value \$0.01 per share (the IPC Shares ), of IPC Holdings, Ltd., a Bermuda exempted company ( IPC ), for the purpose of considering and, if the IPC shareholders so determine, approving a scheme of arrangement (the Scheme of Arrangement ) to be made between IPC and the holders of the IPC Shares, in the form attached as Annex A hereto, and that the court-ordered IPC meeting will be held at [ ] on [ ] 2009, at [10:00] a.m., Atlantic time.

The proxy statement that accompanies this notice constitutes the explanatory statement required to be furnished pursuant to Part VII of the Companies Act 1981 of Bermuda, as amended.

If you are a shareholder of record, please sign, date and return the enclosed proxy in the return envelope furnished for that purpose, as promptly as possible, whether or not you plan to attend the meeting. If you own your IPC Shares through a bank, broker or other nominee, you should follow the instructions provided by your bank, broker or other nominee when voting your IPC Shares.

In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and, for this purpose, seniority will be determined by the order in which the names stand in the register of members of IPC in respect of the joint holding.

Entitlement to attend and vote at the court-ordered IPC meeting and the number of votes which may be cast thereat will be determined by reference to the register of members of IPC as of [ ], 2009.

Voting at the court-ordered IPC meeting will be conducted on a poll rather than a show of hands.

By the said Order, the Court has appointed [ ] or, failing him, [ ] or, failing him, [ ] to act as Chairman of the court-ordered IPC meeting and has directed the Chairman to report the result thereof to the Court.

The Scheme of Arrangement will be subject to the subsequent sanction of the Court and the satisfaction or, where relevant, waiver of the other conditions thereto.

Dated [ ] 2009

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**PRELIMINARY PROXY STATEMENT DATED MAY 12, 2009 SUBJECT TO COMPLETION**

**COURT-ORDERED MEETING OF THE SHAREHOLDERS  
OF  
IPC HOLDINGS, LTD.**

**TO BE HELD ON [ ], 2009**

**PROXY STATEMENT  
OF  
VALIDUS HOLDINGS, LTD.**

This proxy statement (the proxy statement ) and the enclosed BLUE proxy card are furnished by Validus Holdings, Ltd., a Bermuda exempted company ( Validus ), in connection with Validus solicitation of proxies to be used at the court-ordered meeting (including any adjournments or postponements thereof, the court-ordered IPC meeting ) of holders of common shares, par value \$0.01 per share (the IPC Shares ), of IPC Holdings, Ltd., a Bermuda exempted company ( IPC ), to be held on [ ], 2009, at [ ] at [ ] Atlantic Time, for the purpose of giving the holders of IPC Shares the opportunity to consider and, if the IPC shareholders so determine, approve a scheme of arrangement (the Scheme of Arrangement ) under Bermuda law to effect the acquisition of IPC by Validus (the Acquisition ) pursuant to the Scheme of Arrangement set forth in Annex A attached hereto.

On March 1, 2009, IPC entered into an Agreement and Plan of Amalgamation, as amended on March 5, 2009, among Max Capital Group Ltd. ( Max ), IPC and IPC Limited (the Max Amalgamation Agreement ) which would result in the amalgamation of Max with IPC Limited, a wholly-owned subsidiary of IPC that was formed for the purpose of the amalgamation (the Proposed Max Amalgamation ).

As described in this proxy statement under *The Acquisition Background of the Acquisition*, on March 31, 2009, Validus publicly announced that it had delivered an offer to IPC (the Validus Amalgamation Offer ) to acquire each outstanding IPC Share in exchange for 1.2037 Validus voting common shares, par value \$0.175 per share ( Validus Shares ). Based upon closing market prices as of March 30, 2009, the day prior to the announcement, the Validus Amalgamation Offer had a value of \$29.98 per IPC Share, which represented an 18% premium to the trading value of the IPC Shares. The board of directors of IPC has determined that the Validus Amalgamation Offer does not constitute a superior proposal to the Proposed Max Amalgamation and Max has not released IPC from the prohibition in the Max Amalgamation Agreement which prevents IPC from even discussing the Validus Amalgamation Offer with Validus. Therefore, Validus has requested the Supreme Court of Bermuda to convene the court-ordered IPC meeting to allow the IPC shareholders to consider and, if they so determine, to approve the Scheme of Arrangement on the same economic terms as the Validus Amalgamation Offer.

In order to implement the Scheme of Arrangement, the IPC shareholders must approve the Scheme of Arrangement at the court-ordered IPC meeting, IPC must separately approve the Scheme of Arrangement and the Scheme of Arrangement must be sanctioned by the Supreme Court of Bermuda. If the IPC shareholders approve the Scheme of Arrangement at the court-ordered IPC meeting, the separate approval of IPC of the Scheme of Arrangement can be provided by either (i) the IPC board of directors voluntarily complying with the will of the IPC shareholders as expressed at the court-ordered IPC meeting, or (ii) the shareholders of IPC approving resolutions at a subsequent requisitioned special general meeting of IPC shareholders (the IPC special general meeting ), including resolutions for IPC to approve and to be bound by the Scheme of Arrangement and to terminate the Max Amalgamation Agreement. On May 12, 2009, Validus filed with the Securities and Exchange Commission (the SEC ) a preliminary proxy statement which, when filed in its definitive form, will be used to solicit written requisitions from the IPC

shareholders to compel the IPC board of directors to call the IPC special general meeting. Following IPC shareholder approval at both the court-ordered IPC meeting and the IPC special general meeting, the satisfaction or, where relevant, waiver of the other conditions to the effectiveness of the Scheme of Arrangement, and the granting of a court order from the Supreme Court of Bermuda sanctioning the Scheme of Arrangement, a copy of the court order sanctioning the Scheme of Arrangement will be delivered to the Bermuda Registrar of Companies, at which time (the closing or the effective time ) the Scheme of Arrangement will be effective.

**VALIDUS IS DISTRIBUTING THIS PROXY STATEMENT IN ORDER TO URGE IPC S SHAREHOLDERS TO VOTE FOR THE SCHEME OF ARRANGEMENT AT THE COURT-ORDERED IPC MEETING. WE BELIEVE THAT THE ACQUISITION OF IPC BY VALIDUS OFFERS GREATER VALUE TO THE IPC SHAREHOLDERS THAN THE PROPOSED MAX AMALGAMATION.**

The court-ordered IPC meeting is being held in accordance with an order of the Supreme Court of Bermuda issued on [ ], 2009, at the request of certain IPC shareholders in accordance with Bermuda law. The record date

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for determining the IPC shareholders who will be entitled to vote at the court-ordered IPC meeting is [ ], 2009. The Scheme of Arrangement must be approved by a majority in number of the holders of IPC Shares voting at the court-ordered IPC meeting, whether in person or by proxy, representing 75% or more in value of the IPC Shares voting at the court-ordered IPC meeting, whether in person or by proxy. The presence at the court-ordered IPC meeting of two or more shareholders, in person or by proxy, is required to constitute a quorum thereat.

Assuming closing of the Acquisition, based on Validus and IPC's capitalization as of December 31, 2008 and the exchange ratio of 1.2037, Validus would issue 67,338,947 Validus Shares in connection with the Acquisition and IPC shareholders would own approximately 43% of the issued and outstanding Validus Shares on a fully-diluted basis.

Validus Shares are quoted on the New York Stock Exchange (the NYSE) under the symbol VR. The closing price of a Validus common share on the NYSE on May 11, 2009, the last practicable date prior to the filing of this proxy statement, was \$22.58. IPC Shares, which are currently quoted on the NASDAQ Global Select Market (NASDAQ) under the symbol IPCR and the Bermuda Stock Exchange under the symbol IPCR BH, would be delisted upon completion of the Acquisition. The closing price of an IPC Share on NASDAQ on May 11, 2009, the last practicable date prior to the filing of this proxy statement, was \$25.38. All references to dollars and \$ in this proxy statement refer to U.S. dollars.

This proxy statement provides IPC shareholders with detailed information about the court-ordered IPC meeting and the Scheme of Arrangement and is intended to satisfy the requirement, under Section 100 of the Bermuda Companies Act of 1981, as amended (the Companies Act), of a statement explaining the effect of the proposed Scheme of Arrangement. You can also obtain information from publicly available documents filed by Validus and IPC with the SEC. **Validus encourages you to read this entire document carefully, including the section entitled *Risk Factors* beginning on page [ ].**

Your vote is very important. Whether or not you plan to attend the court-ordered IPC meeting, please take time to vote by completing and mailing your enclosed BLUE proxy card or by following the voting instructions provided to you if you own your shares through a bank, broker or other nominee. If you do not receive such instructions, you may request them from that firm. If you have any questions or need additional copies of the proxy materials, please call Georgeson Inc. at the phone numbers listed below.

199 Water Street  
26th Floor  
New York, New York 10038  
Banks and Brokers should call: (212) 440-9800  
or  
Toll Free: at (888) 274-5119  
Email: validusIPC@georgeson.com

**Neither the SEC nor any state securities regulatory agency has approved or disapproved the Scheme of Arrangement, passed upon the merits or fairness thereof or passed upon the adequacy or accuracy of the disclosure in this proxy statement. Any representation to the contrary is a criminal offense.**

**This proxy statement is dated [ ], 2009  
and is first being mailed to IPC shareholders on or about [ ], 2009**

**Important Notice Regarding the Availability of Proxy Materials for the court-ordered IPC meeting to be held on [ ], 2009.**

This proxy statement and the related proxy materials are available free of charge on Validus website at [www.validusre.bm](http://www.validusre.bm).

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## SOURCES OF ADDITIONAL INFORMATION

This proxy statement includes information, including important business and financial information, also set forth in documents filed by Validus and IPC with the SEC, and those documents include information about Validus and IPC that is not included in or delivered with this proxy statement. You can obtain any of the documents filed by Validus or IPC, as the case may be, with the SEC from the SEC or, without charge, from the SEC's website at <http://www.sec.gov>. IPC shareholders also may obtain documents filed by IPC or Validus with the SEC or documents incorporated by reference in this proxy statement free of cost, by directing a written or oral request to Validus at:

Validus Holdings, Ltd.  
19 Par-La-Ville Road  
Hamilton HM11  
Bermuda  
Attention: Jon Levenson  
(441) 278-9000

**If you would like to request documents, in order to ensure timely delivery, you must do so at least five business days before the date of the meeting. This means you must request this information no later than [ ], 2009.** Validus will mail properly requested documents to requesting shareholders by first class mail, or another equally prompt means, within one business day after receipt of such request.

The information concerning IPC, its business, management and operations presented or incorporated by reference in this proxy statement has been taken from, or is based upon, publicly available information on file with the SEC and other publicly available information. Although Validus has no knowledge that would indicate that statements and information relating to IPC contained or incorporated by reference in this proxy statement, in reliance upon publicly available information, are inaccurate or incomplete, to date it has not had access to the full books and records of IPC, was not involved in the preparation of such information and statements and is not in a position to verify any such information or statements.

The consolidated financial statements of IPC appearing in its annual report on Form 10-K for the year ended December 31, 2008 (including schedules appearing therein), and IPC management's assessment of the effectiveness of internal control over financial reporting as of December 31, 2008 included therein, have been audited by an independent registered public accounting firm, as set forth in their reports thereon, included therein, and included and/or incorporated herein by reference. Validus has not obtained the authorization of IPC's independent auditors to incorporate by reference the audit reports relating to this information.

Pursuant to Rule 12b-21 under the Securities Exchange Act of 1934, as amended (the Exchange Act), Validus requested that IPC provide Validus with information required for complete disclosure regarding the businesses, operations, financial condition and management of IPC. Validus will amend or supplement this proxy statement to provide any and all information Validus receives from IPC, if Validus receives the information before the court-ordered IPC meeting and Validus considers it to be material, reliable and appropriate.

See *Where You Can Find More Information* on page [ ].

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**QUESTIONS AND ANSWERS ABOUT THE ACQUISITION  
AND THE COURT-ORDERED IPC MEETING**

*The following questions and answers highlight selected information from this proxy statement and may not contain all the information that is important to you. Validus encourages you to read this entire document carefully.*

**Q: When and where is the court-ordered IPC meeting?**

A: The court-ordered IPC meeting is scheduled to take place at [ ], Atlantic Time, on [ ], 2009, at [ ].

**Q: What is the purpose of the court-ordered IPC meeting?**

A: The purpose of the meeting is to seek IPC shareholder approval of the Scheme of Arrangement. IPC shareholder approval is a necessary step toward consummation of the Acquisition without the cooperation of the IPC board of directors.

**Q: What am I being asked to vote on at the court-ordered IPC meeting?**

A: At the court-ordered IPC meeting, IPC shareholders will be asked to consider and vote upon a proposal to approve the Scheme of Arrangement.

**Q: What would happen under the Scheme of Arrangement?**

A: If the Scheme of Arrangement becomes effective, Validus will effect the Acquisition of IPC by the transfer of all outstanding IPC Shares (excluding any IPC Shares beneficially owned by Validus, IPC or their respective subsidiaries) to Validus in exchange for Validus Shares at a ratio of 1.2037 (the exchange ratio ) Validus Shares for each IPC Share. IPC would thereby become a wholly-owned subsidiary of Validus.

**Q: Why is Validus proposing the Acquisition?**

A: Based on a number of factors described below under *The Acquisition Reasons to Vote FOR the Scheme of Arrangement*, Validus believes that the Acquisition represents a compelling combination and excellent strategic fit that will enable Validus to capitalize on opportunities in the global reinsurance market. The Acquisition would allow IPC shareholders to benefit from the superior growth potential of a combined company that would be a leading carrier in Bermuda's short-tail reinsurance and insurance markets, with a strong balance sheet and quality diversification in profitable business lines.

**Q: Why is the Scheme of Arrangement better than the Proposed Max Amalgamation?**

A: Validus believes that the combination of Validus and IPC offers a number of benefits to holders of IPC Shares, including the following:

The Scheme of Arrangement provides a premium to IPC shareholders.

The Validus Shares to be issued to IPC shareholders pursuant to the Scheme of Arrangement represent what we believe is an attractive investment.

A Validus/IPC combination will have a strong balance sheet with minimal exposure to risky asset classes.

Validus offers IPC a highly experienced, first class management team.

The Scheme of Arrangement provides IPC shareholders with an opportunity for stable, profitable diversification into attractive business lines and further growth.

See *The Acquisition Reasons to vote FOR the Scheme of Arrangement* below.

**Q: Is Validus pursuing multiple acquisition strategies?**

A: Yes, in addition to proposing the Scheme of Arrangement, Validus is soliciting votes against the Proposed Max Amalgamation, has made an offer to amalgamate with IPC and has launched an exchange offer (the exchange offer ) for all of the issued and outstanding IPC Shares. The Validus Amalgamation Offer, the Scheme of Arrangement and the exchange offer are alternative methods for Validus to acquire all of the issued and outstanding IPC Shares on the same economic terms. Ultimately, only one of these transaction structures can be

pursued to completion. Validus intends to seek to acquire all IPC Shares by whichever method Validus determines is most effective and efficient.

**Q: How will the Scheme of Arrangement become effective?**

A: A Scheme of Arrangement under Bermuda law is an arrangement between a company and its shareholders. In order to implement the Scheme of Arrangement, the IPC shareholders must approve the Scheme of Arrangement at the court-ordered IPC meeting, IPC must separately approve the Scheme of Arrangement and the Scheme of Arrangement must be sanctioned by the Supreme Court of Bermuda. If the IPC shareholders approve the Scheme of Arrangement at the court-ordered IPC meeting, the separate approval of IPC of the Scheme of Arrangement can be provided by either (i) the IPC board of directors voluntarily complying with the will of the IPC shareholders as expressed at the court-ordered IPC meeting, or (ii) the shareholders of IPC approving resolutions at the IPC special general meeting, including resolutions for IPC to approve and to be bound by the Scheme of Arrangement and to terminate the Max Amalgamation Agreement. On May 12, 2009, Validus filed with the SEC a preliminary proxy statement which, when filed in its definitive form, will be used to solicit written requisitions from the IPC shareholders to compel the IPC board of directors to call the IPC special general meeting. In order to compel the IPC board of directors to call the IPC special general meeting, written requisitions from the holders of 10% of the IPC Shares must be deposited with IPC. Following IPC shareholder approval at both the court-ordered IPC meeting and the IPC special general meeting, the granting of a court order from the Supreme Court of Bermuda sanctioning the Scheme of Arrangement, and the satisfaction or, where relevant, waiver of the other conditions to the effectiveness of the Scheme of Arrangement, a copy of the court order sanctioning the Scheme of Arrangement will be delivered to the Bermuda Registrar of Companies, at which time the Scheme of Arrangement will be effective.

**Q: How would the Scheme of Arrangement work?**

A: Procedurally, the Scheme of Arrangement can be divided into the following stages:

(1) Applying to the Supreme Court of Bermuda for an order giving directions for the holding and conduct of the court-ordered IPC meeting.

(2) Requisitioning the IPC special general meeting. On May 12, 2009, Validus filed with the SEC a preliminary proxy statement which, when filed in its definitive form, will be used to solicit written requisitions from the IPC shareholders to compel the IPC board of directors to call the IPC special general meeting.

(3) Holding the court-ordered IPC meeting to which this proxy statement relates to consider and, if the IPC shareholders so determine, approve the Scheme of Arrangement. The Scheme of Arrangement must be approved by a majority in number of the holders of IPC Shares voting at the court-ordered IPC meeting, whether in person or by proxy, representing 75% or more in value of the IPC Shares voting at the court-ordered IPC meeting, whether in person or by proxy.

(4) Holding the IPC special general meeting to approve resolutions determined by Validus to be reasonably necessary in connection with implementation of the Scheme of Arrangement, including resolutions for IPC to approve and to be bound by the Scheme of Arrangement and to terminate the Max Amalgamation Agreement. Approval of each resolution at the IPC special general meeting requires the affirmative vote of the holders of a majority of the IPC Shares voting at the meeting, whether in person or by proxy.

(5) Applying to the Supreme Court of Bermuda to sanction the Scheme of Arrangement.

(6) Delivering a copy of the order of the Supreme Court of Bermuda sanctioning the Scheme of Arrangement to the Bermuda Registrar of Companies.

**Q: When do you expect the Scheme of Arrangement to become effective?**

A: Assuming the Scheme of Arrangement is approved by the requisite vote of IPC's shareholders at the court-ordered IPC meeting, the Scheme of Arrangement could become effective as early as mid-July 2009. However, it is possible that the IPC board of directors will seek to take measures which would extend this time frame. Even if the Scheme of Arrangement has been approved by the IPC shareholders, Validus may terminate the Scheme of Arrangement at any time prior to the commencement of the hearing of the Supreme Court of

Bermuda to sanction the Scheme of Arrangement without obtaining the approval of the IPC shareholders, if any event or condition occurs which would cause any of the conditions to the effectiveness of the Scheme of Arrangement not to be satisfied by November 30, 2009 (or such later date, if any, as Validus may agree and the Supreme Court of Bermuda may allow).

**Q: What would IPC shareholders receive in the Scheme of Arrangement?**

A: Under the terms of the Scheme of Arrangement, each outstanding IPC Share (excluding any IPC Shares beneficially owned by Validus, IPC or their respective subsidiaries), would be transferred to Validus in exchange for 1.2037 Validus Shares upon the effectiveness of the Scheme of Arrangement. IPC shareholders would not receive any fractional Validus Shares in the Scheme of Arrangement. Instead, IPC shareholders would be paid cash in lieu of the fractional share interest to which such shareholders would otherwise be entitled (together with the exchange ratio, the Acquisition Consideration ) as described under *Summary The Scheme of Arrangement Acquisition Consideration* on page [ ].

**Q: How does the Scheme of Arrangement relate to the amalgamation agreement contained in the Validus Amalgamation Offer?**

A: On March 31, 2009, Validus sent IPC an offer to consummate the Acquisition on the terms of the Validus Amalgamation Offer. In connection with its offer, Validus also delivered a copy of the proposed Agreement and Plan of Amalgamation (the Validus Amalgamation Agreement ) signed by Validus so that, upon a termination of the Max Amalgamation Agreement, IPC would be able to sign the Validus Amalgamation Agreement with the certainty of an agreed transaction. IPC announced on April 7, 2009, that its board of directors has determined that the Validus Amalgamation Offer does not constitute a superior proposal to the Proposed Max Amalgamation and reaffirmed its support of the Proposed Max Amalgamation. Additionally, Max has not released IPC from the prohibition in the Max Amalgamation Agreement that prevents IPC from even discussing the Validus Amalgamation Offer with Validus. Validus is pursuing the Scheme of Arrangement in order to give IPC shareholders the opportunity to vote on the Scheme of Arrangement because, under Bermuda law, if the requisite shareholder approval is obtained, the Acquisition could be consummated even though the IPC board of directors has not submitted the Validus Amalgamation Offer to the IPC shareholders.

**Q: How does the Scheme of Arrangement relate to the exchange offer commenced by Validus for all IPC Shares?**

A: On May 12, 2009, Validus commenced an exchange offer whereby Validus is offering to exchange 1.2037 Validus Shares for each IPC Share tendered by participating IPC shareholders. Validus commenced the exchange offer as an alternative method to acquire all the issued and outstanding IPC Shares. The exchange offer is intended to be pursued in parallel with the Scheme of Arrangement, since it may provide a means to acquire all the issued and outstanding IPC Shares on the same economic terms as the Validus Amalgamation Offer. We intend to effect the Acquisition by whichever method we determine is most effective and efficient. The exchange offer is subject to the condition, among others, that a minimum of 90% of the then-outstanding IPC Shares on a fully-diluted basis be tendered. If this condition is satisfied and the exchange offer completed, we intend, promptly after completion of the exchange offer, to acquire the IPC Shares of those shareholders who choose not to tender their IPC Shares pursuant to the exchange offer in accordance with the Companies Act.

**Q: What percentage of Validus Shares will the former holders of IPC Shares own after the Acquisition?**

A: Based on Validus and IPC's capitalization as of December 31, 2008 and the exchange ratio of 1.2037, Validus would issue 67,338,947 Validus Shares in connection with the Acquisition and IPC shareholders would own



approximately 43% of the issued and outstanding Validus Shares on a fully-diluted basis following closing of the Acquisition.

**Q: If the Scheme of Arrangement becomes effective, do I have to take any action to exchange my IPC Shares for Acquisition Consideration?**

A: Validus will appoint BNY Mellon Shareowner Services as exchange agent to transfer and pay the Acquisition Consideration to persons holding IPC Shares outstanding immediately prior to the effective time (other than Validus, IPC or their respective subsidiaries) in exchange for share certificates representing IPC Shares or for

non-certificated shares represented by book-entry ( book-entry shares ). At or about the effective time, Validus will deposit with the exchange agent the Validus Shares issuable as Acquisition Consideration and will provide for the cash issuable in lieu of fractional shares. Promptly after the effective time, the exchange agent will mail each holder of IPC Shares outstanding immediately prior to the effective time (other than Validus, IPC or their respective subsidiaries) instructions for surrendering share certificates and book-entry shares. The exchange agent will transfer and pay the Acquisition Consideration, less any applicable withholding taxes, to the persons holding IPC Shares outstanding immediately prior to the effective time (other than Validus, IPC or their respective subsidiaries) promptly following the exchange agent's receipt of the share certificates (or book-entry shares). No interest will be paid or accrued on the cash payable upon the surrender of any share certificate (or book-entry shares). Until so surrendered, each such IPC Share certificate (or book-entry share) will represent after the effective time for all purposes only evidence of the right to receive such Acquisition Consideration.

**Q: What is the market value of my IPC Shares as of a recent date?**

A: On March 30, 2009, the last trading day before Validus made the Validus Amalgamation Offer, the closing price of an IPC Share was \$25.41. On May 11, 2009, the last practicable date prior to the filing of this proxy statement, the closing price of an IPC Share was \$25.38. IPC shareholders are encouraged to obtain a recent quotation for IPC Shares before deciding how to vote at the court-ordered IPC meeting.

**Q: Are IPC shareholders able to dissent?**

A: IPC shareholders will be entitled to be present and be heard at the Supreme Court of Bermuda hearing to sanction the Scheme of Arrangement. Any IPC shareholder who wishes to may oppose the sanctioning of the Scheme of Arrangement and may make presentations to the court on the hearing of the petition. IPC shareholders may also vote against the Scheme of Arrangement at the court-ordered IPC meeting.

**Q: Are IPC shareholders able to exercise appraisal rights?**

A: No. If the Scheme of Arrangement becomes effective, it will be binding on all IPC shareholders whether or not they voted in favor of the Scheme of Arrangement, and IPC shareholders will not be entitled to exercise any appraisal rights. Please see *The Scheme of Arrangement Dissenters and Appraisal Rights of IPC Shareholders* on page [ ].

**Q: What are the closing conditions set forth in the Scheme of Arrangement?**

A: In addition to the requisite approval by IPC shareholders at the court-ordered IPC meeting, approval by the IPC shareholders of resolutions determined by Validus to be reasonably necessary in connection with implementation of the Scheme of Arrangement, including resolutions for IPC to approve and to be bound by the Scheme of Arrangement and to terminate the Max Amalgamation Agreement, the sanction of the Scheme of Arrangement by the Supreme Court of Bermuda and the filing of a copy of the court sanction order with the Bermuda Registrar of Companies (collectively, the Procedural Conditions ), the effectiveness of the Scheme of Arrangement is subject to the satisfaction or, where relevant, waiver of certain other conditions, including the following:

The Max Amalgamation Agreement shall have been validly terminated on terms reasonably satisfactory to Validus, and Validus shall reasonably believe that IPC could not have any liability, and Max shall not have asserted any claim of liability or breach against IPC in connection with the Max Amalgamation Agreement other than with respect to the possible payment of the \$50 million termination fee thereunder (the Max Termination Fee ).

The shareholders of Validus shall have approved the issuance of the Validus Shares pursuant to the Scheme of Arrangement as required under the rules of the NYSE. All of the officers, directors and those shareholders which Validus refers to as its qualified sponsors (as defined in this proxy statement), in each case who beneficially own Validus Shares, have indicated that they intend to vote the Validus Shares owned by them in favor of such approval. As of April 30, 2009, these persons and entities beneficially owned 42.4% of the voting interests relating to the Validus Shares.

The Validus Shares to be issued to IPC shareholders pursuant to the Scheme of Arrangement shall have been authorized for listing on the NYSE, subject to official notice of issuance.

There shall be no threatened or pending litigation, suit, claim, action, proceeding or investigation before any governmental authority that, in the judgment of Validus, is reasonably likely to, directly or indirectly, restrain or prohibit (or which alleges a violation of law in connection with) the Scheme of Arrangement or is reasonably likely to prohibit or limit the full rights of ownership of IPC Shares by Validus or any of its affiliates.

Since December 31, 2008, there shall not have been any material adverse effect on IPC and its subsidiaries, taken as a whole. A more than 50% decline in IPC's book value or a 20% or more decline in IPC's book value relative to Validus's book value shall be deemed to have a material adverse effect on IPC.

Each of IPC and its subsidiaries shall have carried on their respective businesses in the ordinary course consistent with past practice at all times on or after the date of this proxy statement and prior to the commencement of the hearing of the Supreme Court of Bermuda to sanction the Scheme of Arrangement.

All amendments or waivers under Validus's credit facilities as determined by Validus to be necessary to consummate the Scheme of Arrangement and the other transactions contemplated by this proxy statement shall be in full force and effect.

The Scheme of Arrangement is subject to additional conditions referred to below in *The Scheme of Arrangement - Conditions to the Scheme of Arrangement*, including that IPC shareholders shall not have approved the Max Amalgamation Agreement and that there shall have been no business combination consummated between IPC and Max. The Scheme of Arrangement is not conditioned on the receipt of regulatory approvals or the elimination of the Max Termination Fee. The conditions to the effectiveness of the Scheme of Arrangement are for the sole benefit of Validus and, other than the Procedural Conditions, the Registration Condition, the Shareholder Approval Condition and the NYSE Listing Condition described below in *The Scheme of Arrangement - Conditions to the Scheme of Arrangement*, may be waived by Validus prior to the commencement of the hearing of the Supreme Court of Bermuda to sanction the Scheme of Arrangement in its discretion.

**Q: What will be the composition of the board of directors of Validus following the effectiveness of the Scheme of Arrangement?**

A: Upon the effectiveness of the Scheme of Arrangement, Validus's board of directors would consist of the directors serving on the board of directors of Validus before the Acquisition; however, Validus has publicly expressed to the IPC directors that if they desire to participate in the leadership of Validus after the Acquisition, Validus would consider that.

**Q: How will Validus be managed following the effectiveness of the Scheme of Arrangement?**

A: Upon the effectiveness of the Scheme of Arrangement, the officers of Validus will be the officers serving Validus before the Acquisition.

**Q: What shareholder vote is required to approve the Scheme of Arrangement at the court-ordered IPC meeting and how many votes must be present to hold the meeting?**

A:

The Scheme of Arrangement must be approved by a majority in number of the holders of IPC Shares voting at the court-ordered IPC meeting, whether in person or by proxy, representing 75% or more in value of the IPC Shares voting at the court-ordered IPC meeting, whether in person or by proxy. Therefore, abstentions and broker non-votes will not have the effect of a vote for or against the Scheme of Arrangement, but will reduce the number of votes cast and therefore increase the relative influence of those shareholders voting. The presence at the court-ordered IPC meeting of two or more shareholders, in person or by proxy, is required to constitute a quorum thereat.

**Q: What is the record date for the court-ordered IPC meeting?**

A: Only shareholders of record, as shown by the transfer books of IPC at the close of business on [ ], 2009 (the record date ) are entitled to receive notice of and to vote at the court-ordered IPC meeting.

**Q: How many votes do I have and how many votes can be cast by all IPC shareholders?**

A: As of [ ], 2009, there were [ ] outstanding IPC Shares entitled to vote at the court-ordered IPC meeting. Each IPC Share entitles the holder of record thereof to one vote at the court-ordered IPC meeting.

**Q: What do I need to do now?**

A: Validus urges you to read carefully this proxy statement, including its annexes and the documents incorporated by reference herein. You also may want to review the documents referenced under *Where You Can Find More Information* on page [ ] and consult with your accounting, legal and tax advisors. Once you have considered all relevant information, Validus encourages you to fill in and return the attached proxy card (if you are a shareholder of record) or voting instruction form you receive from your bank, broker or other nominee (if you hold your IPC Shares in street name).

**Q: How can I vote my shares in person at the court-ordered IPC meeting?**

A: If your IPC Shares are registered directly in your name as of the record date with the transfer agent, Computershare Investor Services, you are considered the shareholder of record with respect to those shares, and the proxy materials and proxy card are being sent directly to you. As the shareholder of record, you have the right to vote in person at the meeting. If you choose to do so, you can bring the enclosed proxy card. Most shareholders of IPC hold their shares through a bank, broker or other nominee (that is, in street name ) rather than directly in their own name. If you hold your shares in street name, you are a beneficial holder, and the proxy materials are being forwarded to you by your bank, broker or other nominee together with a voting instruction form. Because a beneficial holder is not the shareholder of record, you may not vote these shares in person at the meeting unless you obtain a valid proxy from the bank, broker or other nominee that holds your shares (and who has received a legal proxy , with a power of subdelegation, from the shareholder of record as of the record date) giving you the right to vote the shares at the meeting. Even if you plan to attend the court-ordered IPC meeting, we recommend that you vote your shares in advance as described below so that your vote will be counted if you later decide not to attend the court-ordered IPC meeting.

**Q: How can I vote my shares without attending the court-ordered IPC meeting?**

A: If you are the shareholder of record, you may direct your vote without attending the court-ordered IPC meeting by completing and mailing your proxy card in the enclosed pre-paid envelope. If you hold your IPC Shares in street name, you should complete and return the voting instruction form you receive from your bank, broker or other nominee in accordance with the instructions you receive from your bank, broker or other nominee. Your voting instruction form may contain instructions from your bank, broker or other nominee that allow you to vote your shares using the Internet or by telephone. Please consult with your bank, broker or other nominee if you have any questions regarding the voting of shares held in street name.

**Q: What do I need for admission to the court-ordered IPC meeting?**

A:

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You are entitled to attend the court-ordered IPC meeting only if you are (i) a shareholder of record or (ii) a beneficial owner or other person holding a valid proxy from the bank, broker or other nominee that holds your shares (and who has received a legal proxy, with a power of subdelegation, from the shareholder of record as of the record date). If you are the shareholder of record, your name will be verified against the list of shareholders of record prior to your admittance to the court-ordered IPC meeting. You should be prepared to present photo identification for admission. If you hold your shares in street name and would like to be admitted to the meeting, you will need to provide a valid proxy from the bank, broker or other nominee that holds your shares (and who has received a legal proxy, with a power of subdelegation, from the shareholder of record as of the record date) and proof of beneficial ownership on the record date, such as a brokerage account statement showing that you owned IPC Shares as of the record date, a copy of the voting instruction form provided by your bank, broker or other nominee, or other similar evidence of ownership as of the record date, as well as your

photo identification. If you do not comply with the procedures outlined above, you may not be admitted to the court-ordered IPC meeting.

**Q: If my IPC Shares are held in a brokerage account or in street name, will my broker vote my shares for me?**

A: If you own your shares through a bank, broker or other nominee, you will receive instructions from that institution on how to instruct them to vote your shares. If you do not receive such instructions, you may contact that institution to request them. In accordance with NYSE rules, brokers and nominees who hold IPC Shares in street-name for customers may not exercise their voting discretion with respect to the Scheme of Arrangement. Accordingly, if you do not provide your bank, broker or other nominee with instructions on how to vote your street name shares, your bank, broker or other nominee will not be permitted to vote them at the court-ordered IPC meeting. Also, if your bank, broker or other nominee has indicated on the relevant proxy that it does not have discretionary authority to vote such street name shares, your bank, broker or other nominee will not be permitted to vote them. Either of these situations results in a broker non-vote.

A broker non-vote with respect to the court-ordered IPC meeting will not be considered as a vote cast with respect to any matter presented at the court-ordered IPC meeting, but will be counted for purposes of establishing a quorum, *provided* that your bank, broker or other nominee is in attendance in person or by proxy. A broker non-vote with respect to any proposal to be voted on at the court-ordered IPC meeting will not have the effect of a vote for or against the proposal, but will reduce the number of votes cast and therefore increase the relative influence of those shareholders voting.

**Q: What effect do abstentions and broker non-votes have on the Scheme of Arrangement?**

A: Abstentions and broker non-votes will be counted toward the presence of a quorum at, but will not be considered votes cast on any proposal brought before the court-ordered IPC meeting. Because the vote required to approve the Scheme of Arrangement is the affirmative vote of a majority in number of the holders of IPC Shares voting at the court-ordered IPC meeting, whether in person or by proxy, representing 75% or more in value of the IPC Shares voting at the court-ordered IPC meeting, whether in person or by proxy, a broker non-vote with respect to any proposal to be voted on at the court-ordered IPC meeting will not have the effect of a vote for or against the relevant proposal, but will reduce the number of votes cast and therefore increase the relative influence of those shareholders voting. See also *The Court-Ordered IPC Meeting – Record Date and Shares Entitled to Vote*.

**Q: How will my shares be voted if I sign and return a proxy card or voting instruction form without specifying how to vote my shares?**

A: If you sign and return a proxy card or voting instruction form without giving specific voting instructions, your shares will be voted FOR the Scheme of Arrangement and as the persons named as proxies may determine in their discretion with respect to any other matters properly presented for a vote before the court-ordered IPC meeting.

**Q: What do I do if I want to change my vote or revoke my proxy?**

A: You may change your vote or revoke your proxy at any time before your proxy is voted at the court-ordered IPC meeting. If you are a shareholder of record, you may change your vote or revoke your proxy by: (1) delivering to IPC (Attention: General Counsel) at American International Building, 29 Richmond Road, Pembroke HM 08, Bermuda a written notice of revocation of your proxy; (2) delivering to IPC an authorized proxy bearing a later date; or (3) attending the court-ordered IPC meeting and voting in person as described above under *How can I*



*vote my shares in person at the court-ordered IPC meeting?* Attendance at the court-ordered IPC meeting in and of itself, without voting in person at the court-ordered IPC meeting, will not cause your previously granted proxy to be revoked. For shares you hold in street name, you should follow the instructions of your bank, broker or other nominee or, if you have obtained a valid proxy from the bank, broker or other nominee that holds your shares (and who has received a legal proxy, with a power of subdelegation, from the shareholder of record as of the record date) giving you the right to vote your shares at the court-ordered IPC meeting, by attending the court-ordered IPC meeting and voting in person.

**Q: What are the U.S. federal income tax consequences of the Scheme of Arrangement?**

A: Following the Scheme of Arrangement, as part of an overall plan, Validus intends to complete a short-form amalgamation between IPC and another wholly-owned subsidiary of Validus pursuant to Section 107 of the Companies Act. The Scheme of Arrangement and subsequent short-form amalgamation are intended to constitute a single integrated transaction that qualifies as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended (the Code). Subject to the passive foreign investment company rules discussed herein, if the integrated transaction qualifies as a reorganization within the meaning of Section 368(a) of the Code, in general no gain or loss will be recognized by U.S. holders upon the receipt of Validus Shares in the Scheme of Arrangement (except with respect to any cash received in lieu of a fractional share). For more information, please see the section of this proxy statement under the caption Material U.S. Federal Income Tax Consequences.

**Tax matters are complicated and the tax consequences of the transaction to you will depend upon the facts of your particular circumstances. Because individual circumstances may differ, Validus urges you to consult with your own tax advisor as to the specific tax consequences of the Scheme of Arrangement and short-form amalgamation to you, including the applicability of U.S. federal, state, local, non-U.S. and other tax laws.**

**Q: Who can I contact with any additional questions?**

If you have additional questions about the Acquisition, if you would like additional copies of this proxy statement, or if you need assistance voting your IPC Shares, you should contact Georgeson Inc. at:

Georgeson Inc.  
199 Water Street  
26th Floor  
New York, New York 10038  
Banks and Brokers should call: (212) 440-9800  
All Others Call Toll Free: at (888) 274-5119  
Email: [validusIPC@georgeson.com](mailto:validusIPC@georgeson.com)

**Q: Where can I find more information about the companies?**

A: You can find more information about Validus and IPC in the documents described under *Where You Can Find More Information* on page [ ].

## SUMMARY

*This summary highlights the material information in this proxy statement. To fully understand the Scheme of Arrangement, and for a more complete description of the terms of the Acquisition, you should read carefully this entire document, including the annexes and documents incorporated by reference herein, and the other documents referred to herein. For information on how to obtain the documents that are on file with the SEC, see Where You Can Find More Information on page [ ].*

### **Validus (page [ ])**

Validus is a Bermuda exempted company, with its principal executive offices located at 19 Par-La-Ville Road, Hamilton HM11, Bermuda. The telephone number of Validus is (441) 278-9000. Validus is a provider of reinsurance and insurance, conducting its operations worldwide through two wholly-owned subsidiaries, Validus Reinsurance, Ltd. ( Validus Re ) and Talbot Holdings Ltd. ( Talbot ). Validus Re is a Bermuda-based reinsurer focused on short-tail lines of reinsurance. Talbot is the Bermuda parent of the specialty insurance group primarily operating within the Lloyd's Insurance market through Syndicate 1183. Validus Shares are traded on the NYSE under the symbol VR and, as of May 11, 2009, the last practicable date prior to the filing of this proxy statement, Validus had a market capitalization of approximately \$1.7 billion. Validus has approximately 280 employees.

As of the date this proxy statement was first mailed to IPC shareholders, Validus was the registered holder of 100 IPC Shares, or less than 1% of the outstanding IPC Shares, and Validus was entitled to vote as to all of the IPC Shares it owns.

Information for the director and executive officers of Validus who are considered to be participants in this proxy solicitation and certain other information is set forth in Schedule I hereto. Other than as set forth herein, none of Validus, or any of the participants set forth on Schedule I hereto have any interest, direct or indirect, by security holdings or otherwise, in the Acquisition.

### **IPC (page [ ])**

The following description of IPC is taken from the Registration Statement on Form S-4 filed by IPC with the SEC in connection with the Proposed Max Amalgamation (as amended from time to time, the IPC/Max S-4 ). See *Sources of Additional Information* above.

IPC, a Bermuda exempted company, provides property catastrophe reinsurance and, to a limited extent, property-per-risk excess, aviation (including satellite) and other short-tail reinsurance on a worldwide basis. During 2008, approximately 93% of its gross premiums written, excluding reinstatement premiums, covered property catastrophe reinsurance risks. Property catastrophe reinsurance covers against unpredictable events such as hurricanes, windstorms, hailstorms, earthquakes, volcanic eruptions, fires, industrial explosions, freezes, riots, floods and other man-made or natural disasters. The substantial majority of the reinsurance written by IPCRe, IPC's Bermuda-based property catastrophe reinsurance subsidiary, has been, and continues to be, written on an excess of loss basis for primary insurers rather than reinsurers, and is subject to aggregate limits on exposure to losses. During 2008, IPC had approximately 258 clients from whom it received either annual/deposit or adjustment premiums, including many of the leading insurance companies around the world. In 2008, approximately 36% of those clients were based in the United States, and approximately 53% of gross premiums written, excluding reinstatement premiums, related primarily to U.S. risks. IPC's non-U.S. clients and its non-U.S. covered risks are located principally in Europe, Japan, Australia and New Zealand. During 2008, no single ceding insurer accounted for more than 3.7% of its gross

premiums written, excluding reinstatement premiums. At December 31, 2008, IPC had total shareholders' equity of \$1,851 million and total assets of \$2,389 million.

IPC Shares are quoted on NASDAQ under the ticker symbol "IPCR" and the Bermuda Stock Exchange under the symbol "IPCR.BH". IPC's principal executive offices are located at American International Building, 29 Richmond Road, Pembroke HM 08, Bermuda and its telephone number is (441) 298-5100.

**The Court-Ordered IPC Meeting (page [ ])**

The court-ordered IPC meeting is being held in accordance with an order of the Supreme Court of Bermuda issued on [ ], 2009, to give the IPC shareholders the opportunity to consider and, if they so determine, approve the Scheme of Arrangement. The record date for determining the IPC shareholders who will be entitled to vote at the court-ordered IPC meeting is [ ], 2009. The Scheme of Arrangement must be approved by a majority in number of the holders of IPC Shares voting at the court-ordered IPC meeting, whether in person or by proxy, representing 75% or more in value of the IPC Shares voting at the court-ordered IPC meeting, whether in person or by proxy. The court-ordered IPC meeting will be held on [ ], 2009, at [ ], Atlantic time, at [ ].

**The Acquisition (page [ ])**

*General Description (page [ ])*

If the Scheme of Arrangement becomes effective, Validus will effect the Acquisition of IPC by the transfer of all outstanding IPC Shares (excluding any IPC Shares beneficially owned by Validus, IPC or their respective subsidiaries) to Validus in exchange for Validus Shares at a ratio of 1.2037 Validus Shares (together with cash in lieu of the fractional Validus Share interest to which such shareholders would otherwise be entitled) for each IPC Share. IPC would thereby become a wholly-owned subsidiary of Validus.

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