

IPC HOLDINGS LTD  
Form PREC14A  
April 09, 2009

**Table of Contents**

**PRELIMINARY PROXY STATEMENT SUBJECT TO COMPLETION, DATED APRIL 9, 2009**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549**

**SCHEDULE 14A INFORMATION  
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 Materials Pursuant to Section 240.14a-12

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

**VALIDUS HOLDINGS, LTD.**  
**VALIDUS 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 the 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

Edgar Filing: IPC HOLDINGS LTD - Form PREC14A

- o 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:

---

**TABLE OF CONTENTS**

REASONS TO VOTE AGAINST THE PROPOSED MAX AMALGAMATION

BACKGROUND OF THE SOLICITATION

CERTAIN INFORMATION CONCERNING THE PROPOSED MAX AMALGAMATION

CERTAIN INFORMATION CONCERNING VALIDUS AND VALIDUS LTD.

THE PROPOSED VALIDUS AMALGAMATION

OTHER MAX AMALGAMATION PROPOSALS TO BE PRESENTED AT THE ANNUAL GENERAL MEETING

OTHER PROPOSALS TO BE PRESENTED AT THE ANNUAL GENERAL MEETING

VOTING PROCEDURES

DISSENTERS RIGHTS

SOLICITATION OF PROXIES

FORWARD-LOOKING STATEMENTS

OTHER INFORMATION

IMPORTANT VOTING INFORMATION

SCHEDULE I INFORMATION CONCERNING DIRECTORS, OFFICERS AND OTHER

PARTICIPANTS OF VALIDUS AND VALIDUS LTD.

PARTICIPANT EXECUTIVE OFFICERS

SCHEDULE II

SECURITY OWNERSHIP OF PRINCIPAL SHAREHOLDERS AND MANAGEMENT

---

Table of Contents

**PRELIMINARY COPY SUBJECT TO COMPLETION, DATED APRIL 9, 2009**

**GENERAL MEETING OF THE SHAREHOLDERS  
OF  
IPC HOLDINGS, LTD.  
TO BE HELD ON , 2009**

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

**SOLICITATION OF PROXIES IN OPPOSITION TO THE PROPOSED AMALGAMATION OF IPC  
HOLDINGS, LTD. AND MAX CAPITAL GROUP LTD.**

This Proxy Statement (the Proxy Statement ) and the enclosed GOLD proxy card are furnished by Validus Holdings, Ltd., a Bermuda exempted company ( Validus ), and Validus Ltd., a Bermuda exempted company and a wholly-owned subsidiary of Validus ( Validus Ltd. ) (for convenience purposes, throughout this Proxy Statement, we sometimes refer to Validus as the party soliciting proxies in connection herewith), in connection with Validus solicitation of proxies to be used at the annual general meeting (the Annual General Meeting ) of shareholders of IPC Holdings, Ltd., a Bermuda exempted company ( IPC or the Company ), to be held on , 2009, at at Atlantic Time, and at any adjournments, postponements or reschedulings thereof. Pursuant to this Proxy Statement, Validus is soliciting proxies from holders of common shares, par value \$0.01 per share (the Shares ), of the Company, to vote AGAINST the proposal to issue Company Shares in connection with the Agreement and Plan of Amalgamation, dated as of March 1, 2009, as amended by Amendment No. 1 to the Agreement and Plan of Amalgamation dated March 5, 2009, among Max Capital Group Ltd. ( Max ), the Company and IPC Limited (as the same may be amended, the Max Amalgamation Agreement ) which would result in the amalgamation of Max with and into IPC Limited, a wholly-owned subsidiary of IPC that was formed for the purpose of the amalgamation, with the amalgamated company remaining a wholly-owned subsidiary of IPC and the name of IPC being changed to Max Capital Group Ltd. (the Proposed Max Amalgamation ). The specific proposal we are soliciting proxies to vote AGAINST is proposal #8 ( Proposal #8 ) in the Joint Proxy Statement/Prospectus included in the Registration Statement on Form S-4 filed by IPC with the SEC on March 27, 2009 (the IPC/Max S-4 ). With respect to the remaining proposals we will vote your Shares as instructed by you, or if you fail to instruct us, as indicated in this proxy statement. The Company has set , 2009 as the record date for determining those shareholders who will be entitled to vote at the Annual General Meeting (the Record Date ). The registered offices of the Company are located at American International Building, 29 Richmond Road, Pembroke HM 08, Bermuda.

This Proxy Statement and the enclosed GOLD proxy card are first being mailed to the Company s shareholders on or about April , 2009.

**WE ARE DISTRIBUTING THIS PROXY STATEMENT IN ORDER TO URGE THE COMPANY S SHAREHOLDERS TO VOTE AGAINST THE PROPOSED MAX AMALGAMATION. THE CONSIDERATION TO BE PAID TO THE COMPANY S SHAREHOLDERS BY MAX IN THE PROPOSED MAX AMALGAMATION IS INADEQUATE, AND WE BELIEVE THAT BETTER ALTERNATIVES EXIST.**

On March 31, 2009, Validus publicly announced that it had delivered a binding offer to the Company presenting a proposal (the Validus Offer ) to the Company for the amalgamation of Validus and IPC in an exchange of shares

whereby each IPC common share will be exchanged for 1.2037 Validus common shares, par value \$0.175 per share (the Validus Shares ). The Company announced on April 7, 2009 that its board of directors (the Company s Board ) determined that the Validus Offer does not constitute a superior proposal under the terms of the Max Amalgamation Agreement and reaffirmed its support of the Proposed Max Amalgamation. As of March 31, 2009 (based upon closing market prices as of March 30, 2009), the Validus Offer had a value of \$29.98 per Share, or approximately \$1.68 billion in the aggregate, which represented an 18% premium to the value of the Proposed Max Amalgamation as of such date, and a 24% premium over \$24.26, which was the average closing price

---

**Table of Contents**

of the Shares between March 2, 2009, the day the Company and Max announced the Proposed Max Amalgamation, and March 30, 2009, the last trading day before we announced the Validus Offer.

**WE ARE NOT ASKING YOU TO VOTE ON OR APPROVE THE VALIDUS OFFER AT THIS TIME. HOWEVER, A VOTE AGAINST THE ISSUANCE OF SHARES IN CONNECTION WITH THE PROPOSED MAX AMALGAMATION WILL SEND A CLEAR MESSAGE TO THE COMPANY'S BOARD THAT IT SHOULD GIVE PROPER CONSIDERATION TO ALL PROPOSALS WHICH IT RECEIVES, INCLUDING THE VALIDUS OFFER.**

EVEN IF YOU HAVE ALREADY SENT A PROXY CARD TO THE COMPANY, YOU HAVE EVERY RIGHT TO CHANGE YOUR VOTE. ONLY YOUR LATEST-DATED PROXY COUNTS. VOTE AGAINST THE PROPOSED MAX AMALGAMATION BY VOTING AGAINST PROPOSAL #8, SIGNING, DATING AND RETURNING THE ENCLOSED GOLD PROXY CARD IN THE POSTAGE-PAID ENVELOPE PROVIDED. NO POSTAGE IS NECESSARY IF YOUR PROXY CARD IS MAILED IN THE UNITED STATES. THEREFORE, WE URGE YOU TO SIGN, DATE AND RETURN THE ENCLOSED GOLD PROXY CARD TO US.

**REASONS TO VOTE AGAINST THE PROPOSED MAX AMALGAMATION**

Validus is soliciting proxies from the Company's shareholders in opposition to the Proposed Max Amalgamation and specifically AGAINST the proposal to issue the Company Shares in connection with the Max Amalgamation Agreement. Validus urges all of the Company's shareholders to vote AGAINST the Proposed Max Amalgamation for the following reasons:

**A vote AGAINST the Proposed Max Amalgamation preserves your opportunity to receive the significant premium for your Shares contemplated by our Offer which, if consummated, provides significantly greater financial value than the Proposed Max Amalgamation.**

The Max Amalgamation does not contemplate providing any premium to the Company's shareholders, who would continue to hold IPC common shares after the transaction. We believe that the Validus Offer, if consummated, would be superior to the Proposed Max Amalgamation because it would provide the Company's shareholders with a significant premium for their Shares upon consummation. Based upon closing prices as of March 30, 2009, the last trading day prior to its announcement, the Validus Offer had a value of \$29.98 per Share, or approximately \$1.68 billion in the aggregate, which represented an 18% premium to the trading value of the Shares as of such date and a 24% premium over \$24.26, which was the average closing price of the Shares between March 2, 2009, the day the Company and Max announced the Proposed Max Amalgamation, and March 30, 2009, the last trading day before we announced the Validus Offer. Additionally, based upon the closing prices on April 8, 2009, the last practicable date prior to the filing of this Proxy Statement, the Validus Offer had a value of \$27.96 per Share, or \$1.56 billion in the aggregate, which represented a 5.7% premium to the closing price of the Shares as of such date.

We are confident that the Company's shareholders recognize that the Validus Offer is superior to the Proposed Max Amalgamation. Information with respect to the range of closing sale prices for the Shares for certain dates and periods is set forth in the IPC/Max S-4. Validus urges shareholders to obtain a current market quotation for the Shares.

**A vote AGAINST the Proposed Max Amalgamation stops the Board's attempt to sell the Company for little or no premium.**

The Company has entered into a purported merger of equals with Max in which the Company's shareholders will receive little or no premium for their Shares. Although the Company's Board has stated its belief that the Proposed Max Amalgamation is a strategic merger of equals, we believe that its analysis is incorrect and we believe that the

Proposed Max Amalgamation is in fact a sale of the Company. Based upon the expected roles to be played by the Company's existing management in the combined company and the proposed name of Max Capital Group Ltd. for the Company following the Proposed Max Amalgamation and the retirement and consulting agreement entered into by the Company's Chief Executive Officer and President, we believe that the Proposed Max Amalgamation looks much more like a sale of the Company to Max than it does an equal combination of two public companies. In any case, we believe that the Company's Board, in evaluating any strategic transaction of this type, has an obligation to consider available alternative transactions beforehand, communicate these alternatives clearly to the Company's shareholders



**Table of Contents**

and act to maximize value for its own shareholders, whether on a long-term or short-term basis, and has failed to do so in this case. On February 27, 2009, the trading date immediately prior to when the Proposed Max Amalgamation was announced, the Proposed Max Amalgamation represented a 1% premium to the closing price of the Company's Shares (based on the closing price of Max's shares on that date multiplied by the inverse of the 0.6429 exchange ratio in the Proposed Max Amalgamation). Based upon the closing prices on April 8, 2009, the last practicable date prior to the filing of this Proxy Statement, the Proposed Max Amalgamation represented a 1.6% discount to the closing price of the Company's Shares. The Company's Board has apparently determined that the benefit, if any, to be received by you from a combination of your Company with Max will be based primarily upon the speculative future performance of the combined entity and that you are not entitled to any upfront premium. In this context of growth, you should consider that, since July 24, 2007 (the date of Validus' initial public offering) through March 30, 2009 (the last trading day prior to the announcement of the Validus Offer), Max's common shares have declined 36.5% whereas our common shares have appreciated 13.2% over the same period.

**A vote AGAINST the Proposed Max Amalgamation rejects a transaction which will materially impair the Company's balance sheet to the detriment of shareholders.**

Under the Proposed Max Amalgamation, the Company will be assuming the entirety of Max's assets and liabilities. Despite statements by the Company's Board of its desire to reduce earnings volatility through a business combination, it has chosen a deal in which the Company's shareholders will assume an investment portfolio with large concentrations of risky assets, including alternative investments and non-agency asset-backed securities, and inadequate property and casualty and life and annuity reserves. According to Max's most recent Form 10-K, as of December 31, 2008, its holdings of alternative investments and non-agency asset-backed securities totaled 99% of its tangible equity, indicating a significant amount of embedded risk. Also, according to the IPC/Max S-4, the Company will have to add \$130 million to Max's property and casualty and life and annuity reserves, indicating prior under-reserving.

In contrast, the Validus Offer brings with it no exposure to alternative investments. Validus' investment policy specifically precludes it from making investments in those asset classes, which we view as having excessive risk for our policyholders and shareholders.

**A vote AGAINST the Proposed Max Amalgamation rejects a transaction in which it will combine with an unprofitable company in the guise of diversification .**

Under the Proposed Max Amalgamation, the Company's Board has chosen to combine with an entity that suffered a comprehensive net loss of \$200.4 million, or \$3.10 per Max diluted share, in 2008. Additionally, Max's U.S. Specialty segment, the centerpiece of its diversified businesses, operated in 2008 with a combined ratio of 138.5%. The Board's choice to combine with a loss-making entity diversifies the Company and its shareholders into businesses which have earned returns below what IPC earned on a standalone basis in the same period. In that context, we would urge you to consider that Validus earned \$45.3 million, or \$0.61 per Validus diluted share, in 2008.

**A vote AGAINST the Proposed Max Amalgamation rejects a transaction which favors the Max's senior management over the Company's shareholders.**

Although the Company's shareholders will receive little or no premium in the Proposed Max Amalgamation, the IPC/Max S-4 discloses that the senior executives of Max will receive accelerated vesting in 50% of their outstanding unvested equity awards, even though they will be taking over senior management positions of the Company after the Proposed Max Amalgamation. Given that the Proposed Max Amalgamation is a so-called merger of equals, why are Max's senior executives being compensated when you, as the Company's shareholders, are not? We urge you to carefully read the section of the IPC/Max S-4 titled "The Merger - Interests of Max Directors and Executive Officers in

the Amalgamation for the details on these arrangements.

**A vote AGAINST the Proposed Max Amalgamation encourages the Board to consider other alternatives for the Company.**

The Section entitled The Amalgamation Background of the Amalgamation in the IPC/Max S-4 discloses that the Company contacted a selected list of third parties who had been identified as potential counterparties for a

**Table of Contents**

business combination prior to entering into the Max Amalgamation Agreement. However, even though the Company's Board apparently decided to put the Company up for sale, it chose a deal with little or no premium and then justified its decision by labeling the Proposed Max Amalgamation as a merger of equals. Additionally, the Company and its advisors specifically excluded parties (including Validus) from its sale process who might have been extremely interested in pursuing a business combination. The Validus Offer is evidence that a premium would have been, and is, available for the Company's shareholders had the Company's Board run a bona fide sale process. The Company's Board announced on April 7, 2009 that the Validus Offer does not constitute a superior proposal under the terms of the Max Amalgamation Agreement and IPC is not permitted to engage in negotiations or discussions with us or any other potential bidder under the terms of the Max Amalgamation Agreement. If the Proposed Max Amalgamation is rejected, the Company's Board will be encouraged to revisit its duty to find the best alternative for shareholders and can enter into discussions with Validus or other potential counterparties as it sees fit.

**A vote AGAINST the Proposed Max Amalgamation clears the way for acceptance of the Validus Offer.**

Even though the Company's Board has made a determination against our offer, we believe that the Validus Offer constitutes a superior proposal to the Proposed Max Amalgamation. When our proposal was announced on March 31, 2009, the closing price of the Company's Shares increased by \$1.63 (to \$27.04 per share), or 6.4%, over its \$25.41 per share closing price on March 30, 2009. Based upon trading prices of Max's common shares, the Proposed Max Amalgamation had a value to the Company's shareholders of \$26.38 per share after market close on March 30, 2009.

In addition, the Validus Offer provides a number of significant benefits for the Company and its shareholders, including: (i) quality diversification into profitable business lines that create value for the Company's shareholders; (ii) a strong balance sheet with significantly less exposure to alternative asset risk, none of which is contributed by Validus, and lower financial leverage than a combination with Max; (iii) a larger total GAAP capital base relative to a combination with Max; (iv) leadership positions in attractive, profitable business lines such as marine and energy; (v) low transaction execution risk in the form of no due diligence requirement and no required approvals from U.S. insurance regulators; and (vi) a superior outcome for the Bermuda community and the Company's clients in the form of a greater commitment to the lines of business underwritten by the Company.

**RETURN YOUR GOLD PROXY CARD AND VOTE AGAINST THE PROPOSED MAX AMALGAMATION AGREEMENT TODAY.**

**DO NOT RETURN ANY PROXY CARD THAT YOU RECEIVE FROM THE COMPANY. EVEN IF YOU HAVE PREVIOUSLY SUBMITTED A PROXY CARD FURNISHED BY THE COMPANY, IT IS NOT TOO LATE TO CHANGE YOUR VOTE BY SIMPLY SIGNING, DATING AND RETURNING THE ENCLOSED GOLD PROXY CARD TODAY.**

**WE URGE YOU TO SEND THE COMPANY'S BOARD A CLEAR MESSAGE THAT A SALE TO MAX FOR LITTLE OR NO PREMIUM IS NOT A DESIRED OUTCOME AND THAT THEY SHOULD TAKE ALL NECESSARY STEPS TO CONSIDER ALL OTHER PROPOSALS INCLUDING THE VALIDUS OFFER. VOTE AGAINST THE PROPOSED MAX AMALGAMATION.**

**BACKGROUND OF THE SOLICITATION**

On March 2, 2009, the Company and Max announced that they had entered into the Max Amalgamation Agreement. The IPC/Max S-4 provides a summary of the events leading to Max and the Company entering into the Max Amalgamation Agreement.

In the morning of March 31, 2009, Edward J. Noonan, the Chief Executive Officer and Chairman of the Board of Validus, placed a telephone call to James P. Bryce, the Chief Executive Officer and President of the Company. Mr. Noonan spoke with Mr. Bryce and explained that Validus intended to make an offer to exchange each outstanding IPC common share for 1.2037 Validus common shares, subject to the termination of the Max Amalgamation Agreement.

**Table of Contents**

Following this telephone call, in the morning of March 31, 2009, Validus delivered a proposal letter containing the Validus Offer to the Company's Board in care of Mr. Bryce and issued a press release announcing the Validus Offer. The letter reads as follows:

March 31, 2009

The Board of Directors of IPC Holdings, Ltd.  
c/o James P. Bryce, President and Chief Executive Officer  
American International Bldg.  
29 Richmond Road  
Pembroke, HM 08  
Bermuda

**Re: Superior Amalgamation Proposal by Validus Holdings, Ltd. ( Validus ) to  
IPC Holdings, Ltd. ( IPC )**

Dear Sirs:

On behalf of Validus, I am writing to submit a binding offer pursuant to which Validus and IPC would amalgamate in a share-for-share exchange valuing IPC shares at an 18.0% premium to yesterday's closing market price. We believe that an amalgamation of Validus and IPC would represent a compelling combination and excellent strategic fit and create superior value for our respective shareholders.

We unquestionably would have preferred to work cooperatively with you to complete a negotiated transaction. However, it was necessary to communicate our binding offer to you by letter because of the provisions of the Agreement and Plan of Amalgamation between IPC and Max Capital Group Ltd. ( Max ), dated as of March 1, 2009, as amended on March 5, 2009 (the Max Plan of Amalgamation ). We have reviewed the Max Plan of Amalgamation and see that it contemplates your receipt of acquisition proposals. Given the importance of our binding offer to our respective shareholders, we have decided to make this letter public.

Our binding offer involves a share-for-share exchange valuing IPC shares at an 18.0% premium to yesterday's closing market price. Consistent with that, we are prepared to amalgamate with IPC at a fixed exchange ratio of 1.2037 Validus shares per IPC share.

Our board of directors has unanimously approved the submission of our binding offer and delivery of the enclosed signed amalgamation agreement, so that, upon termination of the Max Plan of Amalgamation, you will be able to sign the enclosed agreement with the certainty of an agreed transaction. Our offer is structured as a tax-free share-for-share transaction and does not require any external financing. It is not conditioned on due diligence. The only conditions to our offer are those contained in the enclosed executed amalgamation agreement.

Our binding offer is clearly superior to the Max transaction for your shareholders and is a Superior Proposal as defined in section 5.5(f) of the Max Plan of Amalgamation for the reasons set forth below.

Superior Current Value. Our proposed transaction will provide superior current value for your shareholders. Our fixed exchange ratio of 1.2037 represents a value of \$29.98 per IPC share, which is a premium of 18.0% to the closing price of IPC's common shares on March 30, 2009.

Superior Trading Characteristics. Validus' common shares have superior trading characteristics to those of Max as noted in the table below.

	<b>Validus</b>	<b>Max</b>
Share Price Change Since Validus IPO(1)	+13.2%	-36.5%
Mkt. Cap as of 3/30/09	\$2.0 billion	\$0.9 billion
Average Daily Trading Volume(2)	\$11.3 million	\$6.7 million
Price / Book(3)	1.05x	0.76x
Price / Tangible Book(3)	1.13x	0.77x

**Table of Contents**

- (1) Based on the closing prices on March 30, 2009 and July 24, 2007.
- (2) Three months prior to March 2, 2009, date of announcement of Max and IPC amalgamation.
- (3) Based on December 31, 2008 GAAP book value per diluted share and diluted tangible GAAP book value per share using closing prices on March 30, 2009.

**Less Balance Sheet Risk.** The combined investment portfolio of IPC/Validus is more stable than that of IPC/Max. Pro forma for the proposed IPC/Max combination, alternative investments represent 12% of investments and 29% of shareholders equity. In contrast, Validus does not invest in alternatives and pro forma for a Validus/IPC combination, alternative investments represent 3% of investments and 4% of shareholders equity, providing greater safety for shareholders and clients.

**Superior Long-term Prospects.** A combined Validus and IPC would be a superior company to IPC/Max with greater growth prospects and synergies with:

1. Superior size and scale, with pro forma December 31, 2008 shareholders equity of \$3.7 billion and total GAAP capitalization of \$4.1 billion;
2. Superior financial flexibility, with debt/total capitalization of only 1.8% and total leverage including hybrid securities of only 9.1%;
3. A global platform, with offices and underwriting facilities in Bermuda, at Lloyd's in London, Dublin, Singapore, New York and Miami;
4. Superior diversified business mix, with lines of business concentrated in short-tail lines where pricing momentum is strongest; and
5. An experienced, proven and stable management team with substantial expertise operating in IPC's core lines of business.

Our superior growth prospects are evidenced by our historical track record. Between December 31, 2005 and December 31, 2008, Validus grew its book value per share (including accumulated dividends) at a 13.2% compound annual rate vs. Max's 8.8% growth over the same period. In 2008, we grew our book value per share (including accumulated dividends) by 2.4% vs. Max's 10.8% decline over the same period.

**Expedited Closing Process.** We will be able to close an amalgamation with IPC more quickly than Max because we will not require the approval of U.S. insurance regulators.

**Substantially the Same Contractual Terms and Conditions.** Our proposed amalgamation agreement contains substantially the same terms and conditions as those in the Max Plan of Amalgamation, and for your convenience we have included a markup of our amalgamation agreement against the Max Plan of Amalgamation.

**Superior Outcome for Bermuda Community.** The combination of Validus and IPC creates a larger, stronger entity than a combination of Max and IPC which will benefit the Bermuda community.

**Superior Outcome for IPC Clients.** Validus has a greater commitment to the lines of business underwritten by IPC and has superior technical expertise and capacity to provide IPC customers with continuing reinsurance coverage.

Max has consistently stated its intention to reduce its commitment to IPC's business. Therefore, a combination with Validus will be less disruptive to IPC's client base.

Our binding offer is clearly a Superior Proposal, within the meaning of the Max Plan of Amalgamation. We and our financial advisors, Greenhill & Co., LLC, and our legal advisors, Cahill Gordon & Reindel LLP, are prepared to move forward immediately. We believe that our offer presents a compelling opportunity for both our companies and our respective shareholders, and look forward to your prompt response. We respectfully request that the Board of IPC reach a determination by 5:00 p.m., Bermuda time, on Wednesday, April 15, 2009, that (i) our binding offer constitutes a Superior Proposal, (ii) it is withdrawing its



**Table of Contents**

recommendation for the transaction contemplated by the Max Plan of Amalgamation and (iii) it is making a recommendation for the transaction contemplated by this binding offer.

We reserve the right to withdraw this offer if the Board of IPC has not reached a determination (i) that our binding offer constitutes a Superior Proposal, (ii) to withdraw its recommendation for the transaction contemplated by the Max Plan of Amalgamation and (iii) to make a recommendation for the transaction contemplated by this binding offer by 5:00 p.m., Bermuda time, on Wednesday, April 15, 2009. We further reserve the right to withdraw this binding offer if you subsequently withdraw your recommendation in favor of our offer or if you do not sign the enclosed amalgamation agreement within two business days after the termination of the Max Plan of Amalgamation.

We look forward to your prompt response.

Sincerely,

/s/ Edward J. Noonan  
Edward J. Noonan  
Chairman and Chief Executive Officer

cc: Robert F. Greenhill  
Greenhill & Co., LLC

John J. Schuster  
Cahill Gordon & Reindel LLP

In the afternoon on March 31, 2009, the Company issued a press release acknowledging receipt of the letter from Validus outlining the Validus Offer and indicating that the Company's Board of Directors would review the terms of the Validus Offer in a manner consistent with its obligations under the Max Amalgamation Agreement and applicable Bermuda law.

Also in the afternoon on March 31, 2009, Max issued a press release announcing that it had received from the Company a copy of the letter from Validus outlining the Validus Offer.

In the morning on April 2, 2009, Max sent a letter to the Company's Board of Directors purporting to outline the relative advantages of the pending IPC/Max amalgamation as well as the business and financial issues raised by the Validus Offer and issued a press release announcing the letter. The letter presented Max's analysis of the Validus Offer asserting 12 purported advantages to the IPC/Max amalgamation and concluded that Validus had not presented a Superior Proposal or a proposal that could reasonably be expected to lead to a Superior Proposal pursuant to the Max Amalgamation Agreement. The text of the letter was filed by Max with the SEC.

**Table of Contents**

In the afternoon on April 2, 2009, Validus sent a letter to the Company's Board of Directors addressing the claims made by Max in its letter to the Company's Board of Directors in the morning on April 2, 2009. The text of our letter reads as follows:

April 2, 2009

The Board of Directors of IPC Holdings, Ltd.  
c/o James P. Bryce, President and Chief Executive Officer  
American International Bldg.  
29 Richmond Road  
Pembroke, HM 08  
Bermuda

Dear Members of the Board:

We are writing to respond to the letter sent to you by Mr. Becker of Max Capital Group Ltd. ( Max ) dated April 2, 2009, regarding the purported benefits of the proposed combination of IPC Holdings, Ltd. ( IPC ) with Max (pursuant to an Amalgamation Agreement between Max and IPC dated as of March 2, 2009 (the Amalgamation Agreement )), as compared to the benefits presented by a combination of IPC with Validus Holdings, Ltd. ( Validus ) on the terms we proposed to you in our letter dated March 31, 2009 (the Validus Proposal ).

First, we would like to reiterate our sincere belief that the Validus Proposal is in every respect a Superior Proposal as defined in the Amalgamation Agreement. In fact, as you have undoubtedly seen, the markets have already endorsed our proposal: the IPC share price has increased significantly since the announcement of our proposal, in recognition of the fact that our proposal delivers superior value to the IPC shareholders – an irrefutable fact. Our proposal offers the IPC shareholders superior value (an 18% premium to the value of the IPC stock on the date prior to our announcement), a currency with superior trading characteristics (Validus shares trade at a premium to book value, as opposed to the Max shares, which trade at a discount to book value), less balance sheet risk, and most importantly, superior long term prospects.

Max suggests that the choice you are facing is between (i) a combined company based on a shared vision in which you, the IPC Board, can continue your stewardship, and (ii) an entity which offers you few benefits over what you have today, with no ability to continue your stewardship. We view the choice quite differently: you can choose to combine with a company which, on almost every metric, is a worse choice for your shareholders, or ours, which delivers, immediately and in the long term, superior value for your shareholders. To the extent that you, the members of the IPC Board, have an interest in continuing involvement in the affairs of the combined company, we would be happy to discuss continued Board representation with you.

Turning now to the assertions in the Max letter, we note that Max has made a number of statements which distort the facts and present an incomplete picture. We would like to respond to each of these in turn.

*1. A combination with Max delivers 29% more tangible book value per share to IPC.* Max believes book value per share is a very important measure in our industry, and we do not disagree. The relevant question for the IPC Board, however, is not, as Max suggests, the relative percentage of book value being delivered to IPC shareholders in the two proposals, but the absolute value of the shares themselves. On this measure, the Validus proposal is clearly superior, as it offers IPC shareholders a significant premium over the current value of their shares. Moreover, Max does not explain in its letter why Max's shares are trading at such a deep discount to its book value. We can only guess that the market assigns such a discount because of Max's stewardship of its business or because so much of Max's investment portfolio is tied up in risky alternative assets. Indeed, of Max's \$1.2 billion of tangible common equity, \$754 million is

in alternative assets, which in 2008 generated mark downs of \$233 million, greater than the entirety of Max's underwriting income, and \$476 million is in non-agency asset/mortgage backed securities. We believe it is a far better value proposition for the IPC shareholders to receive Validus shares, a currency which the market values at a premium to book.

2. *The IPC/Max Plan creates significant value for IPC shareholders.* This statement is simply incorrect. According to data calculated from the proxy statement filed by IPC on March 27, 2009, IPC's book

**Table of Contents**

value per share would decrease from \$33.00 to \$32.30, or 2.1% as a result of the combination with Max (this obviously implies the deal is accretive to Max at your expense). That can hardly be described as the best opportunity to deliver shareholders value. Moreover, while it is true that the Validus proposal delivers an immediate premium for IPC shareholders, it is wrong of Max to suggest that such a premium will compromise value creation for IPC shareholders in the longer term. We believe that receiving a better currency, in a stronger, better capitalized company, offers a more likely starting point for long term value creation than retaining shares in IPC, whose previously conservatively managed balance sheet will be negatively impacted by assets of questionable value in the IPC/Max combination.

3. *Max is a truly diversified underwriting platform.* We think the relevant question for IPC is not whether its merger partner has a diversified platform, but rather the quality of that diversification. In terms of the quality of diversification, Validus offers far superior characteristics than Max, as evidenced by 2008 results for Max's diversified businesses. Max's 2008 reported 91.9% property and casualty GAAP combined ratio benefited from \$107.0 million of prior-year reserve releases. The true 2008 accident-year GAAP combined ratio was 103.4%. Max's diversified businesses represent diversification without profit. Max's chief source of diversifying growth, Max US Specialty, generated a 138.5% combined ratio in 2008. Results such as those cannot create value for shareholders. Max is not a leader in any category of business, and moreover, it has chosen to focus on volatile lines of business which yield low margins. In contrast, Validus is a global leader in very profitable business lines, including marine, energy and war and terrorism. Furthermore, Max's statement that Validus is constrained by its limited underwriting platforms is demonstrably untrue. Validus has the global licenses and other capabilities in place to write long tail insurance if and when it believes doing so would be profitable. In fact, today, Validus writes non-catastrophe business in 143 countries around the world. And, as demonstrated by Validus superior financial results and lower combined ratio, Validus does so profitably.

4. *Max has a proven, long-term, operating history.* Max may have a longer history than Validus, but even a cursory look at the decline in Max's book value, its weak growth, volatile results and general underperformance will quash any notion that the length of its operating history trumps the superior abilities of the deeply experienced Validus management team to generate best in class performance.

By focusing on the net loss reported by Validus based on hurricanes Ike and Gustav, Max is yet again ignoring the larger benefit of Validus' conservative risk management and diversification. Validus assumed that the hurricane season in 2008 would generate a market loss of \$18 to \$21 billion, and we set our reserve levels accordingly. IPC, by contrast, assumed \$14.5 billion of losses. Notwithstanding the severity of the events of that hurricane season, Validus was easily able to absorb the loss (yielding a combined ratio of 92.2%, with a corresponding combined ratio at Validus Re of 86.0%). As a result, Validus was profitable, notwithstanding the losses associated with hurricanes Gustav and Ike. Its highly touted diversification notwithstanding, Max sustained a loss for the year in excess of \$200 million, demonstrating beyond a shadow of a doubt that its greater diversification is not a guarantee of profitability.

We at Validus believe that our diversification is of a higher quality, our underwriting decisions are made more carefully, our risks are managed more prudently, and we exercise a more conservative stewardship over our capital, all of which would inure to the long term benefit of the IPC shareholders in our proposed combination.

5. *IPC and Max can complete an amalgamation more quickly, with greater certainty.* Max now claims (contrary to the statements it made prior to the Validus Proposal) that Max and IPC will be able to close their amalgamation in June 2009. Max freely admits, however, that it does not control the time table: the SEC must clear the proxy statement/prospectus filed by IPC, it must clear the proxy statement for Max, and the parties must obtain shareholders approval (which we believe will be difficult to do while our Superior Proposal is pending). Most importantly, the closing of the IPC/Max transaction requires regulatory approvals from several different state insurance departments in

the United States. Implicit in Max's prediction of a closing date is a presumption of the receipt of regulatory approvals, which simply cannot be taken for granted given the likely timing of regulatory review and the public hearing process. Thus there is absolutely no guarantee that the IPC/Max deal can be consummated in the second quarter. Finally, it is important for the IPC Board not to lose

**Table of Contents**

sight of the fact that the Amalgamation Agreement cedes to Max the power to delay the closing of a Validus/IPC combination.

Max also tries to make an issue of the fact that IPC has not had a chance to conduct due diligence on Validus. Validus would welcome the opportunity to provide IPC with customary due diligence information. Validus stands ready to respond to any requests IPC may make on an expedited basis, and would be more than happy to meet with IPC to answer any questions IPC may have about Validus, its operations, its financial health or any other matter relevant to the Board of IPC in considering Validus' Superior Proposal. We call upon Max to permit IPC's Board to exercise its fiduciary duties by releasing IPC from the extraordinarily restrictive prohibition in the Amalgamation Agreement which prevents it from even talking to Validus regarding the terms of its Superior Proposal.

6. *Max's business is complementary to IPC.* Max's assertions that a combination of Validus and IPC would result in a loss of customers are without merit and are particularly surprising, given that Max has publicly stated its intention to significantly reduce IPC's core reinsurance activities. As we are both aware, the current reinsurance market is in the midst of a capacity shortage. As a result, we do not believe that clients will actively seek to diversify their reinsurance placements away from our combined company. In fact, our combined financial strength and clout should only serve to make a combined Validus/IPC a go-to player for reinsurance placements.

7. *Max's complementary and diversified platform is appreciated by our ratings agencies.* We have been in dialogue with our ratings agencies with regard to our proposal. We encourage the Board of IPC to focus its attention on what the ratings agencies actually say, rather than on Max's speculations.

8. *Max maintains less underwriting volatility through greater diversification in its portfolio of risks.* Due to the significant investment losses Max sustained in 2008, it is unsurprising that Max is attempting to focus on underwriting volatility alone. Selectively focusing on underwriting volatility wholly ignores the other various risks and uncertainties that IPC's shareholders would be assuming by combining with Max and its risky balance sheet. With respect to underwriting performance, in 2008, Validus successfully weathered its exposures from Hurricanes Ike and Gustav with a combined ratio of 92.2% and net income of \$63.9 million. This performance was generated despite the fact that Validus reserved for those events more conservatively than its industry peers, as discussed in paragraph 4 above. Validus' disclosures offer the highest level of transparency with regard to its probable maximum losses, zonal aggregates and realistic disaster scenarios and we would challenge Max to provide the same level of transparency to its shareholders before presumptuously speculating on the impacts of various potential events.

9. *Max has a proven, long term history of successful acquisitions without incurring good will.* Validus has a proven track record of acquiring a high quality premier business with a leading position in its market. Max's pointing to its acquisition of Imagine Group (UK) Limited as an example of a successful acquisition is ironic, especially relative to our successful acquisition of Talbot. In that transaction, Validus acquired a strong balance sheet with excess reserves at a multiple of 3.1x earnings demonstrating Validus' commitment to creating value for our shareholders. When we acquired Talbot, Validus booked \$154 million of goodwill and intangible assets; however, from acquisition closing until December 31, 2008, we benefited from \$105 million in reserve releases from the Talbot business, emanating from periods prior to the acquisition. Max's acquisition history, on the other hand, is that of acquiring subscale small businesses that significantly lag the leaders in their respective markets.

10. *Max has a diversified shareholder base.* Max's attempt to characterize our shareholder base as a liability is baseless. What is relevant is the relative liquidity of Max and Validus shares. As previously mentioned in our letter dated March 31, 2009, Validus' daily average trading volume was \$11.3 million vs. \$6.7 million for Max for the three months prior to announcement of the IPC/Max transaction. Additionally, since our shareholder base is publicly disclosed, if the market viewed it as an overhang, such information would already be embedded in the market price of our common shares. The combination of our trading volume and the premium pricing of our shares compared to either

Max or IPC should put to rest any concerns IPC shareholders may have regarding liquidity of the combined company.

**Table of Contents**

11. *IPC and Max have compatible cultures.* Max has mentioned that it has a compatible culture with IPC. If that is in fact the case, we find the paucity of IPC management that will continue in senior roles at IPC/Max curious and an indication that such cultural fit may be only skin deep. We have successfully integrated large acquisitions in the past, and believe that experience is most relevant in this regard.

12. *Max's higher asset leverage provides greater investment income over time.* Max's asset leverage has been a significant liability given its risky investment strategy. This leverage would similarly expose a combined IPC/Max to significant volatility. Max's alternative investments and non-agency asset/mortgage backed securities alone comprise 99% of its tangible equity, indicating a massive amount of embedded risk. Max's \$233 million loss in 2008 on their alternative investment portfolio is entirely indicative of that risk. Its so-called outperformance in 6 of the last 8 quarters ignores the abject underperformance it experienced in other periods. In 2007, when the global credit crisis began, Max's current management had the opportunity to liquidate its alternative assets. Max chose to continue holding those risky investments, which have led to massive losses. Combined, we believe these factors highlight Max's poor history as stewards of shareholder capital.

\* \* \*

In closing, I would like to reiterate that we have submitted to you a proposal which we are confident the IPC Board will agree is a Superior Proposal as defined in your Amalgamation Agreement. We have submitted this proposal because we deeply and honestly believe that the combination of IPC and Validus will result in a far better value proposition for the IPC shareholders than the combination of IPC and Max. Validus is absolutely committed to our Superior Proposal and we simply do not understand how Max can characterize our actions as opportunistic. If Max truly believes its combination with IPC is superior, we call upon Max to free the IPC Board from the shackles that your Amalgamation Agreement has placed on the ability of the members of the IPC Board to exercise their fiduciary duties under Bermuda law, so as to create a level playing field on which the shareholders of IPC will be able to decide which of the two proposals is indeed superior.

Sincerely,

/s/ Edward J. Noonan  
Edward J. Noonan  
Chairman and Chief Executive Officer

-11-

---



**Table of Contents**

In the afternoon on April 5, 2009, Validus sent a letter to the Company's Board of Directors regarding an error that Max had made in its calculation of pro forma tangible book value under the terms of the Validus Offer. The text of our letter reads as follows:

April 5, 2009

The Board of Directors of IPC Holdings, Ltd.  
c/o James P. Bryce, President and Chief Executive Officer  
American International Bldg.  
29 Richmond Road  
Pembroke, HM 08  
Bermuda

Dear Members of the Board:

We are writing to call to your attention an error contained in the publicly disseminated letter sent to you by Mr. Becker of Max Capital Group Ltd. ( Max ) dated April 2, 2009 and the accompanying presentation materials, regarding the purported benefits of the proposed combination of IPC Holdings, Ltd. ( IPC ) with Max (pursuant to an Amalgamation Agreement between Max and IPC dated as of March 2, 2009 (the Amalgamation Agreement )), as compared to the benefits presented by a combination of IPC with Validus Holdings, Ltd. ( Validus ) on the terms we proposed to you in our letter dated March 31, 2009 (the Validus Proposal ).

In his letter, Mr. Becker states (and he has been widely quoted in the media stating) that *[a] combination with Max delivers 29% more tangible book value per share to IPC.* This is not correct. We, and our financial advisors and SEC counsel, have reviewed this calculation and we would like to provide you with the correct figures. Specifically, Mr. Becker's calculation understates the pro forma IPC share of Validus tangible book value per share by \$2.74, which results in overstating the premium calculated on this basis quite significantly. We have attached some materials that illustrate the correct calculation. Our SEC counsel has advised us that this error is material and that Max will be required to amend its SEC filings to correct its error.

As we noted in our letter dated April 2, 2009, putting aside this error, we believe that this measure is the wrong framework on which to analyze whether the IPC/Max plan is superior to the IPC/Validus plan, and refer you to the analysis in our earlier letter. We remain confident that the IPC Board will agree the Validus Proposal is a Superior Proposal as defined in your Amalgamation Agreement.

We look forward to your response to the Validus Proposal.

Sincerely,

/s/ Edward J. Noonan  
Edward J. Noonan  
Chairman and Chief Executive Officer

cc: Marty Dolan, J.P. Morgan Securities, Inc.

In the afternoon on April 5, 2009, Validus also posted the material referenced in the letter on its website.

On the morning of April 6, 2009, Max issued a press release reaffirming its prior disclosure regarding the Validus Offer and stating that it continued to believe that Validus had not presented a Superior Proposal, nor one that can be

reasonably expected to lead to a Superior Proposal (as such term is defined in the [Max Amalgamation Agreement]) .

**Table of Contents**

In the afternoon on April 6, 2009, Validus sent a letter to the Company's Board of Directors regarding the Max press release and issued a press release announcing the letter. The text of our letter reads as follows:

April 6, 2009

The Board of Directors of IPC Holdings, Ltd.  
c/o James P. Bryce, President and Chief Executive Officer  
American International Bldg.  
29 Richmond Road  
Pembroke, HM 08  
Bermuda

Dear Members of the Board:

The difficulty of being unable to speak directly has led to an exchange of press releases, which is unfortunate. In this context, we would like to respond to the Max statement issued this morning by describing the analytical framework we believe is appropriate.

In today's press release, Max modified its description of its calculation of pro forma book value per share. In essence, the Max calculation now describes what an IPC shareholder would receive on a standalone basis from either Validus or Max. We disagree with this basis for valuation. Our approach is focused on a comparison of what an IPC shareholder would own as a result of either transaction.

However, if we were to follow the Max approach, we would note that there are a number of adjustments contemplated in the proposed IPC/Max Amalgamation Agreement, which would reduce the standalone value that Max delivers by \$117.4 million. The joint proxy statement/prospectus filed by IPC and Max references, among other adjustments, the need to increase Max's loss reserves for annuity claims as well as property and casualty claims by \$130.0 million. As a result, the Max book value delivered would be reduced by \$2.06 per Max share, resulting in a book value delivered of \$20.40 per share, on the basis of Max's calculation of diluted book value.

I would also note that Validus and Max use differing accounting conventions for calculating diluted book value per share. While each is valid, on the basis upon which Validus calculates diluted book value per share, the Max value delivered would be \$19.68 after a \$1.81 per share reduction in book value.

We have provided the attached schedule of our calculations in an effort to be as transparent as possible in our communication with you.

Sincerely,

/s/ Edward J. Noonan  
Edward J. Noonan  
Chairman and Chief Executive Officer

cc: Marty Dolan, J.P. Morgan Securities, Inc.

**Table of Contents****Adjustments to Max Book Value Upon Combination with IPC****(In millions, except per share values)**

Net book value of net assets acquired prior to fair value adjustments(1)	\$ 1,280.3
Preliminary adjustments for fair value	
Adjustment to deferred acquisitions costs(2)	(51.3)
Adjustment to goodwill and intangible assets(3)	(12.0)
Adjustment to reserve for property and casualty losses and loss adjustment expenses(4)	(60.0)
Adjustment to life and annuity benefits(4)	(70.0)
Adjustment to unearned property and casualty premiums(5)	51.3
Adjustment to senior notes(6)	24.6
 Total adjustments	 (117.4)
 Fair value of net assets acquired	 \$ 1,162.9
Total adjustments	\$ (117.4)
Max diluted shares outstanding(7)	64.9
 Adjustment per diluted share	 \$ <b>(1.81)</b>

Source: Note 1 to unaudited pro forma consolidated financial information of IPC in Form S-4 filed 3/27/2009 ( S-4 ). Notes 1-6 are excerpts from the S-4.

- (1) Represents historical net book value of Max.
- (2) Represents adjustment to reduce the deferred acquisition costs of Max to their estimated fair value at December 31, 2008.
- (3) Represents adjustment to reduce goodwill and intangible assets of Max to their estimated fair value at December 31, 2008.
- (4) The fair value of Max's reserve for property and casualty losses and loss adjustment expenses, life and annuity benefits, and loss and loss adjustment expenses recoverable were estimated based on the present value of the underlying cash flows of the loss reserves and recoverables. In determining the fair value estimate, IPC's management estimated a risk premium deemed to be reasonable and consistent with expectations in the marketplace given the nature and the related degree of uncertainty of such reserves. Such risk premium exceeded the discount IPC's management would use to determine the present value of the underlying cash flows.
- (5) Represents the estimated fair value of the profit within Max's unearned property and casualty premiums. In determining fair value, IPC's management estimated the combined ratio associated with Max's net unearned property and casualty premiums.
- (6) Represents adjustment to record Max's senior notes to their estimated fair value at December 31, 2008.
- (7)

Edgar Filing: IPC HOLDINGS LTD - Form PREC14A

Common shares outstanding plus the gross amount of all warrants, options, restricted shares, RSUs, restricted common shares and performance share units outstanding as of the 12/31/2008 balance sheet date (Source: Max 2008 Form 10-K)

-14-

---

**Table of Contents**

In the afternoon on April 7, 2009, Kenneth L. Hammond, Chairman of the Company's Board of Directors, sent a letter to Mr. Noonan indicating that the Company's Board of Directors had reaffirmed its recommendation to combine with Max. The text of the letter reads as follows:

April 7, 2009

Edward J. Noonan  
Chairman & Chief Executive Officer  
Validus Holdings Ltd.  
19 Par-La-Ville Road  
Hamilton, HM 11  
Bermuda

Dear Mr. Noonan:

I am writing to respond to your letter of March 31, 2009, submitting an offer pursuant to which Validus would combine with IPC.

IPC's board of directors, after careful consultation with management and our financial and legal advisors, has unanimously concluded that the Validus proposal does not constitute a Superior Proposal as defined in the Agreement and Plan of Amalgamation with Max Capital Group Ltd. dated March 1, 2009. Furthermore, IPC's board of directors has unanimously reaffirmed its recommendation that IPC shareholders vote in favor of the transaction with Max.

In reaching its decision, IPC's board of directors considered several factors, including the following:

**The Validus Offer Fails to Meet IPC's Diversification Goals** During 2008, IPC's board of directors concluded that it would be in IPC's best interest to diversify beyond its monoline property catastrophe business model in order to reduce the volatility inherent in focusing on catastrophe reinsurance and to spread our risk base across less correlated risks. A key factor in our decision to choose Max over other options is our belief that Max's diversified operations offer the best path to achieve this goal. The decision was the result of a robust and thorough review of strategic alternatives. A transaction with Validus would not accomplish that strategic objective given Validus's substantial correlated catastrophe exposure.

**The Max Transaction Has Significant Value Creation Potential and Upside for IPC Shareholders** The combination with Max has the potential to create significant value for IPC shareholders, as detailed in the filed S-4 registration statement dated March 27, 2009. It also provides greater book value per share to IPC shareholders. Furthermore, Max's balance sheet has significantly lower goodwill and intangibles, resulting in an even greater tangible book value per share to IPC's shareholders. We are concerned that Validus's proposal enables Validus to raise capital at a discount to book value at the expense of IPC shareholders, on the other hand, the combination with Max allows deployment of capital under a combined business plan that benefits IPC's shareholders. Max's diversified book, when combined with IPC's, has the potential to reduce earnings volatility. Earnings volatility affects share price volatility, ratings and other important financial measures. A combination with Max carries less risk, as this combination is less exposed to catastrophe events and other risk concentrations. On the other hand, Validus's earnings and share price are more affected by catastrophe losses. At the time of the Validus offer, its share price was near the high end of its 52-week trading range, resulting in an exchange ratio that poses potential downside risk to IPC shareholders. In contrast, we entered into the transaction with Max at an exchange ratio determined at a time that Max was trading at 53% of its 52-week high.

The Validus Amalgamation Proposal Is Less Certain, Is Riskier for IPC's Shareholders and Would Take Longer to Close We currently expect to be able to complete the transaction with Max in June, with all regulatory approvals obtained. In contrast, in our view, any transaction with Validus likely could not be completed before September, right in the middle of the wind season. Our transaction with Max would have to be rejected by IPC shareholders before IPC would be able to conduct due diligence on

**Table of Contents**

and negotiate with Validus. There is no assurance IPC would, at that time, choose to enter into a transaction with Validus. Even if IPC were to proceed with Validus at that time, Validus and IPC would both need to obtain consents under their credit facilities before the deal could close, whereas no such additional consents would be necessary to close the IPC/Max transaction. Validus and IPC would also need to achieve satisfactory indications from the ratings agencies regarding the ratings outcomes of such a combination.

Given these considerations and others, the board of directors unanimously determined that the Validus proposal does not constitute a Superior Proposal as defined in our amalgamation agreement with Max. IPC remains committed to completing our transaction with Max, which we believe will create a diversified and balanced platform for growth that should drive stronger performance and value for shareholders for many years.

Sincerely,  
Kenneth L. Hammond  
Chairman of the Board of Directors  
On Behalf of the IPC Holdings Board of Directors

-16-

---



**Table of Contents**

In the afternoon on April 8, 2009, Validus sent a letter to Mr. Hammond, the Chairman of the Company's Board of Directors, regarding the IPC letter press release and letter and issued a press release announcing the letter. The text of our letter reads as follows:

April 8, 2009

Kenneth L. Hammond  
Chairman  
IPC Holdings, Ltd.  
American International Bldg.  
29 Richmond Road  
Pembroke, HM 08  
Bermuda

Dear Mr. Hammond,

I am writing in response to your letter of April 7, 2009, in which you confirm the continuing support of the IPC board for the Max takeover of IPC's operations.

I am disappointed with the Board's decision and respectfully disagree with your assessment of our Superior Proposal. I am confident that had your Amalgamation Agreement with Max allowed you to engage in dialogue with us, you would have instead supported the Validus Superior Proposal on behalf of your shareholders. In particular, although you cite a robust and thorough review of strategic alternatives, I am greatly disappointed that you never invited us to participate in that process, although you spoke with numerous potential buyers. To the extent that Max will release you from the restrictive terms of the Amalgamation Agreement, we continue to stand ready to discuss your objectives and how our business meets those objectives. Until you agree to discuss our proposal with us, we have no choice except to communicate directly with your shareholders. We believe the facts will demonstrate that our proposal is truly a Superior Proposal.

We hereby advise the shareholders of IPC that:

1. We have retained Georgeson as our proxy solicitor. We will shortly file proxy solicitation materials with the SEC and those materials will contain, among other things, the many reasons why we believe you should vote against the Max takeover. Once the proxy is effective, Georgeson will be in touch with IPC's shareholders to solicit their votes AGAINST the Max takeover. If, as we expect, IPC's shareholders vote down the Max takeover, you will be unencumbered by the restrictive Amalgamation Agreement and free to execute the Validus Agreement.

2. In our capacity as an IPC shareholder, we object to the punitive nature of the \$50 million Max Termination Fee. The Termination Fee is an unenforceable penalty under Bermuda law and we are commencing litigation to reduce this penalty. If successful, we will permit IPC to pay the amount by which such penalty is reduced as a dividend to IPC shareholders, so that IPC shareholders and not Max or Validus shareholders will share in the value obtained.

**Table of Contents**

I regret that the terms of the Max takeover preclude the management teams of IPC and Validus from cooperating in delivering a superior outcome for IPC shareholders, but we are pleased to work directly with your shareholders to achieve the same end. We remain fully committed to our proposal.

Sincerely,

/s/ Edward J. Noonan  
Edward J. Noonan  
Chairman and Chief Executive Officer

On April 9, 2009, Validus filed this preliminary proxy statement with the SEC with respect to soliciting votes against the approval of the Proposed Max Amalgamation.

-18-

---

**Table of Contents**

**CERTAIN INFORMATION CONCERNING THE PROPOSED MAX AMALGAMATION**

At the Annual General Meeting, the Company's shareholders of record at the close of business on the Record Date will be voting on, among other things, whether to approve the issuance of Shares in connection with the Proposed Max Amalgamation. According to the IPC/Max S-4, under the terms of the Max Amalgamation Agreement, each outstanding Max common share (the Max Shares), other than Max Shares held by Max as treasury shares, will be cancelled and converted into the right to receive 0.6429 IPC common shares, par value \$0.01 per share (the IPC Shares) (together with cash in lieu of fractional shares). IPC shareholders would continue to retain their shares after the Proposed Max Amalgamation. According to the IPC/Max S-4, as a result of the Proposed Max Amalgamation, the Company's shareholders would end up owning approximately 58% of the combined company. The conditions to the consummation of the Proposed Max Amalgamation include the following: (1) adoption of the Max Amalgamation Agreement and approval of the Proposed Max Amalgamation by Max's shareholders, (2) approval by the Company's shareholders of (i) the issuance of the Company's shares to shareholders of Max on the terms and conditions set out in the Max Amalgamation Agreement and (ii) certain amendments to the Company's bye-laws, (3) receipt of all regulatory approvals, (4) absence of any applicable law prohibiting the Proposed Max Amalgamation, (5) effectiveness of the registration statement registering the Company common shares to be issued in the Proposed Max Amalgamation, (6) authorization of the listing of such Company common shares on Nasdaq, (7) the truth and correctness of the representations and warranties of the Company and Max set forth in the Max Amalgamation Agreement in all material respects, (8) performance by the Company and Max of their respective material obligations under the Max Amalgamation Agreement, and (9) receipt by the Company and Max of opinions of their respective legal counsel with respect to certain U.S. federal income tax consequences of the Proposed Max Amalgamation.

The Max Amalgamation Agreement also provides that the termination of the Max Amalgamation Agreement by either party under certain circumstances specified in the Max Amalgamation Agreement, including the termination by Max if the Company's Board withdraws or adversely modifies its approval or recommendation to shareholders of the Proposed Max Amalgamation, will require the Company to pay Max \$50 million as a termination fee.

The Max Amalgamation Agreement also provides for the payment by the Company to Max of the \$50 million termination fee if the Max Amalgamation Agreement is terminated in the following circumstances: (i) by Max if the Company's Board withdraws, modifies or changes its recommendation of the Proposed Max Amalgamation in a manner adverse to Max in reference to a third party acquisition proposal or (ii) by the Company or Max if (a)(x) the Max Amalgamation Agreement has not been consummated by November 30, 2009 or (y) the Company's shareholder approval for the Proposed Max Amalgamation has not been obtained, (b) prior to the Annual General Meeting a third party acquisition proposal has been made or otherwise becomes publicly known or any person has publicly announced an intention to make a third party acquisition proposal and (c) within 12 months after termination of the Max Amalgamation Agreement, the Company or any of its subsidiaries enters into a contract or agreement with respect to, or consummates, a third party acquisition proposal with the person that made such acquisition proposal.

**WE ARE DISTRIBUTING THIS PROXY STATEMENT IN ORDER TO URGE THE COMPANY'S SHAREHOLDERS TO VOTE AGAINST THE PROPOSED MAX AMALGAMATION. THE CONSIDERATION TO BE PAID BY MAX IN THE PROPOSED MAX AMALGAMATION IS INADEQUATE, AND WE BELIEVE THAT BETTER ALTERNATIVES EXIST.**

**CERTAIN INFORMATION CONCERNING VALIDUS AND VALIDUS LTD.**

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 global provider of short-tail lines of reinsurance, including property catastrophe, property pro-rata and property per risk, marine and

energy, and other specialty lines. Validus was formed in Bermuda in December 2005 following the significant natural catastrophes of 2005 with an experienced management team and an unencumbered capital base of approximately \$1 billion. Validus shares are traded on the NYSE under the symbol VR and, as of the date preceding the filing of this Proxy Statement, Validus had a market capitalization of approximately \$1.84 billion.

**Table of Contents**

Validus has approximately 280 employees. Validus acquired 100 Shares in the open market on April 8, 2009. As of the date of the filing of this Proxy Statement with the SEC, Validus owned of record 100 Shares, or less than 1% of the outstanding Shares

Validus Ltd. is a recently formed Bermuda exempted company organized in connection with the acquisition of the Company's common shares and the Validus Offer and has not carried on any activities other than in connection therewith.

The principal offices of Validus Ltd. are located at 19 Par-La-Ville Road Hamilton HM11 Bermuda. The telephone number of Validus Ltd. is (441) 278-9000. Validus Ltd. is a wholly owned subsidiary of Validus.

Unless Validus Ltd. exchanges Shares on behalf of Validus pursuant to the Validus Offer, it is not anticipated that Validus Ltd. will have any significant assets or liabilities or engage in activities other than those incidental to its formation and capitalization and its purchase of Shares.

Validus intends to include in a separate proxy statement to be filed with the SEC and directed to the holders of Validus common shares, unaudited pro forma condensed consolidated financial information for the year ended and as at December 31, 2008, that combines the historical financial information of each of IPC and Validus and gives effect to the consummation of the Validus Offer as if it had been consummated on December 31, 2008.

Information for each of the directors and executive officers of Validus and Validus Ltd. and other officers and employees 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, Validus Ltd. or any of the participants set forth on Schedule I hereto have any interest, direct or indirect, by security holdings or otherwise, in the Proposed Max Amalgamation.

**THE PROPOSED VALIDUS AMALGAMATION**

In connection with the delivery of the Validus Offer to the Company, Validus delivered a signed amalgamation agreement that would be binding on Validus upon countersignature by the Company. The proposed Validus amalgamation agreement (the Validus Agreement), and a description thereof, were filed with the SEC on Form 8-K on March 31, 2009. For the full terms of the Validus Agreement we refer you to that filing. Validus has reserved the right to withdraw its offer if the Company has not signed the Validus Agreement by 5 p.m. on the second business day after the termination of the Max Amalgamation Agreement.

The Validus Offer is subject to a number of conditions, including the termination of the Max Amalgamation Agreement, receipt of regulatory approvals, receipt of amendments or waivers under the Company's and Validus' credit facilities and the approval of the issuance of the necessary Validus shares by our shareholders. As a result, the Company's shareholders cannot be guaranteed that any premium will be paid to them based solely on their rejection of the Proposed Max Amalgamation. However, there are no assurances that this timeframe will be met or that all of the conditions to the Validus Offer will be satisfied. Shareholders should take all of these factors into account when determining how to vote their Shares.

The Company's shareholders should also consider the risks that may be associated with an investment in our common shares and with the transaction contemplated by the Validus Offer. These factors are set forth in the Forward-Looking Statements section of this proxy statement and are described in more detail in the section entitled Risk Factors in our Annual Report or Form 10-K for the year ended December 31, 2008, which has been filed with the SEC and is available to the Company's shareholders. The Company's shareholders may obtain a copy of our annual report free of charge at the SEC's website ([www.sec.gov](http://www.sec.gov)) or by directing a request to Georgeson Inc. at (888) 274-5119 or by email

at validusIPC@georgeson.com.

**OTHER MAX AMALGAMATION PROPOSALS TO BE PRESENTED AT THE  
ANNUAL GENERAL MEETING**

In addition to soliciting proxies to approve Proposal #8 in connection with the Proposed Max Amalgamation, the Company's Board is also soliciting proxies for the Annual General Meeting for certain other proposals in

-20-

---

**Table of Contents**

connection with the Proposed Max Amalgamation (the Other Proposals ). All of these proposals are seeking shareholder approval of matters required by the Max Amalgamation Agreement.

The Company s Proposals #1 through #5 is a request to approve amendments to IPC s bye-laws to be effective as of the effective time, and are collectively referred to as the IPC bye-law amendments . Specifically, they are to: (1) increase the maximum number of directors on the board of directors from nine to 12, (2) modify the indemnity provisions, (3) add provisions regarding advance notice of shareholder nominees for director and other shareholder proposals, (4) remove provisions regarding alternate directors and cumulative voting in the election of directors, and (5) add certain conditions to the conduct of director meetings.

The Company s Proposal #6 is a request to approve, effective as of the effective time, the increase in the Company s authorized share capital from \$1,850,000 to \$2,350,000 by the creation of an additional 50,000,000 common shares, par value \$0.01 per share, ranking *pari passu* with the existing Company common shares.

The Company s Proposal #7 is a request to approve, effective as of the effective time, a change in IPC s name to Max Capital Group Ltd.

The Company s Proposal #10 is a request to approve, effective as of the effective time, a revised plan of remuneration for the combined entity s board of directors.

Each of these proposals is more fully described in the IPC/Max S-4. In addition to soliciting the proxies discussed above, the Company s Board is also soliciting proxies for the Annual General Meeting for a proposal to approve any adjournment or postponement of the Annual General Meeting, including if necessary, to solicit additional proxies in favor of the adoption of the Max Amalgamation Agreement and the approval of the Proposed Max Amalgamation if there are not sufficient votes for that proposal (the Adjournment Proposal ). Because Proposals #1 through #8 and #10 and the Adjournment Proposal are designed to facilitate the approval of the Proposed Max Amalgamation, Validus recommends voting AGAINST these proposals.

**YOU CAN CAST YOUR VOTE WITH RESPECT TO ALL PROPOSALS TO BE CONSIDERED AT THE ANNUAL GENERAL MEETING ON OUR GOLD PROXY CARD. THEREFORE, THERE IS NO NEED TO VOTE ON THE COMPANY S PROXY CARD.**

**OTHER PROPOSALS TO BE PRESENTED AT THE ANNUAL GENERAL MEETING**

In addition to soliciting proxies to approve matters related to the Max Amalgamation, the Company s Board of Directors is also soliciting proxies for the Annual General Meeting for a proposal to elect directors and to appoint its independent auditors. The Company s Proposal #9 is a request to elect the directors of IPC and, at the effective time, of the combined entity. Finally, the Company s Proposal #11 is a request to appoint KPMG as IPC s independent auditors until the close of the next annual general meeting and to authorize the audit committee of IPC s board of directors to set the compensation of such independent auditors.

With respect to these Proposals, #9 and #11, we are not making any recommendation as to how you should vote. If you do not indicate your voting instructions for either of these proposals we will vote to WITHHOLD with respect to each of the nominees listed in Proposal #9 and to ABSTAIN with respect to Proposal #11.

**YOU CAN CAST YOUR VOTE WITH RESPECT TO ALL PROPOSALS TO BE CONSIDERED AT THE ANNUAL GENERAL MEETING ON OUR GOLD PROXY CARD. THEREFORE, THERE IS NO NEED TO VOTE ON THE COMPANY S PROXY CARD.**

Other than as set forth above, Validus is not currently aware of any other proposals to be brought before the Annual General Meeting. Should other proposals be brought before the Annual General Meeting, the persons named on the GOLD proxy card will abstain from voting on such proposals unless such proposals adversely affect the interests of Validus as determined by Validus in its sole discretion, in which event such persons will vote on such proposals in their discretion.



**Table of Contents**

**VOTING PROCEDURES**

According to the IPC/Max S-4, as of the Record Date, there were            Shares entitled to vote at the Annual General Meeting.

Under the Company's bye-laws, the presence, in person or by proxy, of the holders of more than 50% of the Shares outstanding as of the Record Date (without giving effect to the limitation on voting rights of 10% shareholders) and entitled to vote at the Annual General Meeting is necessary to constitute a quorum at the Annual General Meeting. In accordance with Nasdaq rules, brokers and nominees who hold Shares in street-name for customers may not exercise their voting discretion with respect to the Company's Proposals in connection with the Proposed Max Amalgamation or the Adjournment Proposal related thereto. Thus, these Shares will be counted for purposes of determining whether a quorum is present. Brokers and nominees may vote such Shares with respect to the Adjournment Proposal but may not vote such Shares with respect to the Proposals related to the Proposed Max Amalgamation.

Any Company shareholder giving a proxy may revoke it before its exercise by providing the Company's Secretary with written notice of revocation, by voting in person at the Company's Annual General Meeting or by executing a later-dated proxy; *provided, however*, that the action is taken in sufficient time to permit the necessary examination and tabulation of the subsequent proxy or revocation before the vote is taken.

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 Company meeting. Therefore, abstentions and broker non-votes will have no effect on the outcome of any proposal.

A vote by a show of hands will be taken in the first instance on all matters (other than the election of directors) properly brought before the Annual General Meeting unless a poll is requested in accordance with the Company bye-laws. On a vote by show of hands, every Company shareholder present in person and every person holding a valid proxy will be entitled to one vote, regardless of the number of shares owned or represented by that person. If a poll is requested, subject to the voting restrictions set out in the Company's bye-laws, each shareholder present who elects to vote in person and each person holding a valid proxy is entitled to one vote for each share owned or represented. Votes for the election of directors may be cumulated, as described below.

The Shares currently vote cumulatively in the election of directors, which means that each shareholder, including a shareholder holding Controlled Shares (as defined in the Company's bye-laws), is entitled to the number of votes that equals the number of votes that such shareholder would be entitled to cast for the election of directors with respect to its Shares multiplied by the number of persons standing for election as director, and all votes entitled to be cast may be cast for one or more of the directors being elected. If the proposal described above regarding an amendment to the Company's bye-laws to remove cumulative voting is adopted by shareholders, the election of directors in any general meeting of shareholders after the closing date will be subject to the affirmative vote of a majority of the votes cast at the general meeting (without cumulative voting).

Shareholders may (but need not) indicate the distribution of their votes among the nominees in the space provided on the IPC proxy card. Unless otherwise indicated on the proxy card, the IPC proxies will cumulate votes represented by such proxy in their discretion, except to the extent that authority so to cumulate votes is expressly withheld as to any one or more of the nominees.

The Company's shareholders (i) may vote **AGAINST** any or all of the proposals, other than Proposal #9 in respect of which it may **WITHHOLD**, (ii) may abstain from voting on any or all of the proposals, other than Proposal #9 in respect of which it may **WITHHOLD** or (iii) may vote for any or all of the proposals by marking the proper box on the

GOLD proxy card and signing, dating and returning it promptly in the enclosed postage-paid envelope. If a Company shareholder returns a GOLD proxy card that is signed, dated and not marked with respect to a Proposal, that shareholder will be deemed to have voted AGAINST Proposals #1 through #5 (IPC bye-law amendments), Proposal #6 (authorized share capital increase), Proposal #7 (name change), Proposal #8 (Authorization of Share Issuance) and Proposal #10 (director compensation plan) and the Adjournment Proposal as these Proposals are related to the Max Amalgamation which we oppose.

**Table of Contents**

If a Company shareholder returns a GOLD proxy card that is signed and dated but not marked with respect to Proposal #9 (election of directors) or Proposal #11 (appointment of KPMG), we will vote to **WITHHOLD** with respect to each of the nominees listed in Proposal #9 and to **ABSTAIN** with respect to Proposal #11. Also, if no instructions as to cumulation of votes are given, your votes will not be cumulated and your shares will be voted for each of the nominees.

Only the Company's shareholders (or their duly appointed proxies) of record on the Record Date are eligible to vote in person or submit a proxy.

YOU MAY REVOKE YOUR PROXY AT ANY TIME PRIOR TO ITS EXERCISE BY ATTENDING THE ANNUAL GENERAL MEETING AND VOTING IN PERSON, BY SUBMITTING A DULY EXECUTED, LATER DATED PROXY BY ONE OF THE METHODS PROVIDED ON YOUR PROXY CARD OR BY SUBMITTING A WRITTEN NOTICE OF REVOCATION TO EITHER (A) VALIDUS, CARE OF GEORGESON INC., 199 WATER STREET, 26TH FLOOR, NEW YORK, NEW YORK 10038, OR (B) THE PRINCIPAL EXECUTIVE OFFICES OF THE COMPANY AT AMERICAN INTERNATIONAL BUILDING, 29 RICHMOND ROAD, PEMBROKE HM 08, BERMUDA. A REVOCATION MAY BE IN ANY WRITTEN FORM VALIDLY SIGNED BY THE RECORD HOLDER AS LONG AS IT CLEARLY STATES THAT THE PROXY PREVIOUSLY GIVEN IS NO LONGER EFFECTIVE. SHAREHOLDERS WHO HOLD THEIR SHARES IN A BANK OR BROKERAGE ACCOUNT WILL NEED TO NOTIFY THE PERSON RESPONSIBLE FOR THEIR ACCOUNT TO REVOKE OR WITHDRAW PREVIOUSLY GIVEN INSTRUCTIONS. WE REQUEST THAT A COPY OF ANY REVOCATION SENT TO THE COMPANY OR ANY REVOCATION NOTIFICATION SENT TO THE PERSON RESPONSIBLE FOR A BANK OR BROKERAGE ACCOUNT ALSO BE SENT TO VALIDUS, CARE OF GEORGESON INC., AT THE ADDRESS BELOW SO THAT VALIDUS MAY MORE ACCURATELY DETERMINE IF AND WHEN PROXIES HAVE BEEN RECEIVED FROM THE HOLDERS OF RECORD ON THE RECORD DATE OF A MAJORITY OF THE COMPANY'S SHARES THEN OUTSTANDING. UNLESS REVOKED IN THE MANNER SET FORTH ABOVE, SUBJECT TO THE FOREGOING, DULY EXECUTED PROXIES IN THE FORM ENCLOSED WILL BE VOTED AT THE ANNUAL GENERAL MEETING AS SET FORTH ABOVE.

BY EXECUTING THE GOLD CARD YOU ARE AUTHORIZING THE PERSONS NAMED AS PROXIES TO REVOKE ALL PRIOR PROXIES ON YOUR BEHALF.

If you have any questions or require any assistance in voting your Shares, please contact:

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](mailto:validusIPC@georgeson.com)

**DISSENTERS RIGHTS**

The Company's shareholders are not entitled to dissenter's appraisal rights in connection with the Proposed Max Amalgamation.

**Table of Contents**

**SOLICITATION OF PROXIES**

Except as set forth below, Validus will not pay any fees or commissions to any broker, dealer, commercial bank, trust company or other nominee for the solicitation of proxies in connection with this solicitation.

Proxies will be solicited by mail, telephone, facsimile, telegraph, the internet, e-mail, newspapers and other publications of general distribution and in person. Directors and the officers of Validus and Validus Ltd. listed on Schedule I hereto may assist in the solicitation of proxies without any additional remuneration (except as otherwise set forth in this Proxy Statement).

Validus has retained Georgeson Inc. ( Georgeson ) for solicitation and advisory services in connection with solicitations relating to the Annual General Meeting, for which Georgeson may receive a fee of up to \$250,000 in connection with the solicitation of proxies for the Annual General Meeting. Up to people may be employed by Georgeson in connection with the solicitation of proxies for the Annual General Meeting. Validus has also agreed to reimburse Georgeson for out-of-pocket expenses and to indemnify Georgeson against certain liabilities and expenses, including reasonable legal fees and related charges. Georgeson will solicit proxies for the Annual General Meeting from individuals, brokers, banks, bank nominees and other institutional holders. Directors, officers and certain employees of Validus and Validus Ltd. may assist in the solicitation of proxies without any additional remuneration. The entire expense of soliciting proxies for the Annual General Meeting by or on behalf of Validus is being borne by Validus.

If you have any questions concerning this Proxy Statement or the procedures to be followed to execute and deliver a proxy, please contact Georgeson at the address or phone number specified above.

**FORWARD-LOOKING STATEMENTS**

This Proxy Statement may include forward-looking statements, both with respect to us and our industry, that reflect our current views with respect to future events and financial performance. Statements that include the words expect, intend, plan, believe, project, anticipate, will, may and similar statements of a future or forward-looking nature identify forward-looking statements. All forward-looking statements address matters that involve risks and uncertainties. Accordingly, there are or will be important factors that could cause actual results to differ materially from those indicated in such statements and, therefore, you should not place undue reliance on any such statements. We believe that these factors include, but are not limited to, the following: 1) uncertainty as to whether IPC will enter into and consummate the proposed amalgamation on the terms set forth in our offer letter; 2) unpredictability and severity of catastrophic events; 3) rating agency actions; 4) adequacy of our risk management and loss limitation methods; 5) cyclicality of demand and pricing in the insurance and reinsurance markets; 6) our limited operating history; 7) our ability to successfully implement our business strategy during soft as well as hard markets; 8) adequacy of our loss reserves; 9) continued availability of capital and financing; 10) retention of key personnel; 11) competition; 12) potential loss of business from one or more major insurance or reinsurance brokers; 13) our ability to implement, successfully and on a timely basis, complex infrastructure, distribution capabilities, systems, procedures and internal controls, and to develop accurate actuarial data to support the business and regulatory and reporting requirements; 14) general economic and market conditions (including inflation, volatility in the credit and capital markets, interest rates and foreign currency exchange rates); 15) the integration of Talbot or other businesses we may acquire or new business ventures we may start; 16) the effect on our investment portfolio of changing financial market conditions including inflation, interest rates, liquidity and other factors; 17) acts of terrorism or outbreak of war; and 18) availability of reinsurance and retrocessional coverage, as well as management's response to any of the aforementioned factors.

The foregoing review of important factors should not be construed as exhaustive and should be read in conjunction with the other cautionary statements that are included herein and elsewhere, including the Risk Factors included in our most recent reports on Form 10-K and Form 10-Q and other documents on file with the SEC. Any forward-looking statements made in this Proxy Statement are qualified by these cautionary statements, and there can be no assurance that the actual results or developments anticipated by us will be realized or, even if substantially realized, that they will have the expected consequences to, or effects on, us or our business or operations. We

**Table of Contents**

undertake no obligation to update publicly or revise any forward-looking statement, whether as a result of new information, future developments or otherwise.

**OTHER INFORMATION**

The information concerning the Company and the Proposed Max Amalgamation contained herein has been taken from, or is based upon, publicly available documents on file with the SEC and other publicly available information. Although Validus has no knowledge that would indicate that statements relating to the Company or the Max Amalgamation Agreement contained 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 the Company, was not involved in the preparation of such information and statements and is not in a position to verify any such information or statements. Accordingly, Validus does not take any responsibility for the accuracy or completeness of such information or for any failure by the Company to disclose events that may have occurred and may affect the significance or accuracy of any such information.

Pursuant to Rule 14a-5 promulgated under the Exchange Act, reference is made to the joint proxy statement/prospectus included in the IPC/Max S-4 for information concerning the Max Amalgamation Agreement, the Proposed Max Amalgamation, financial information regarding Max, the Company and the proposed combination of Max and the Company, the proposals to be voted upon at the Annual General Meeting, the Shares, the beneficial ownership of Shares by the principal holders thereof, other information concerning the Company's management, the procedures for submitting proposals for consideration at the next annual meeting of shareholders of the Company and certain other matters regarding the Company and the Annual General Meeting. See Schedule II for information regarding persons who beneficially own more than 5% of the Shares and the ownership of the Shares by the management of IPC Holdings, Ltd. Validus assumes no responsibility for the accuracy or completeness of any such information.

**WE URGE YOU NOT TO RETURN ANY PROXY CARD YOU RECEIVE FROM THE COMPANY. EVEN IF YOU PREVIOUSLY HAVE SUBMITTED A PROXY CARD FURNISHED BY THE COMPANY, IT IS NOT TOO LATE TO CHANGE YOUR VOTE BY SIMPLY SIGNING, DATING AND RETURNING THE ENCLOSED GOLD PROXY CARD TODAY. THEREFORE, WE URGE YOU TO SIGN, DATE AND RETURN THE ENCLOSED GOLD PROXY CARD TO US.**

**WHETHER OR NOT YOU INTEND TO ATTEND THE ANNUAL GENERAL MEETING, YOUR PROMPT ACTION IS IMPORTANT. MAKE YOUR VIEWS CLEAR TO THE COMPANY'S BOARD BY VOTING AGAINST PROPOSALS #1 THROUGH #8 AND #10 AND ANY ADJOURNMENT PROPOSAL AND SIGNING, DATING AND RETURNING THE ENCLOSED GOLD PROXY CARD TODAY.**

**IF A COMPANY SHAREHOLDER RETURNS A GOLD PROXY CARD THAT IS SIGNED, DATED AND NOT MARKED WITH RESPECT TO A PROPOSAL, THAT SHAREHOLDER WILL BE DEEMED TO HAVE VOTED AGAINST PROPOSALS #1 THROUGH #5 (IPC BYE-LAW AMENDMENTS), PROPOSAL #6 (AUTHORIZED SHARE CAPITAL INCREASE), PROPOSAL #7 (NAME CHANGE), PROPOSAL #8 (AUTHORIZATION OF SHARE ISSUANCE) AND PROPOSAL #10 (DIRECTOR COMPENSATION PLAN) AND THE ADJOURNMENT PROPOSAL AS THESE PROPOSALS ARE RELATED TO THE MAX AMALGAMATION WHICH WE OPPOSE.**

**IF A COMPANY SHAREHOLDER RETURNS A GOLD PROXY CARD THAT IS SIGNED AND DATED BUT NOT MARKED WITH RESPECT TO PROPOSAL #9 (ELECTION OF DIRECTORS) OR PROPOSAL #11 (APPOINTMENT OF KPMG), WE WILL VOTE TO WITHHOLD WITH RESPECT TO EACH OF THE NOMINEES LISTED IN PROPOSAL #9 AND TO ABSTAIN WITH RESPECT TO PROPOSAL #11.**

YOUR VOTE IS IMPORTANT, NO MATTER HOW MANY OR HOW FEW SHARES YOU OWN.

VALIDUS HOLDINGS, LTD.

April 9, 2009

-25-

---

**Table of Contents**

**IMPORTANT VOTING INFORMATION**

1. If your Shares are held in your own name, please sign, date and return the enclosed GOLD proxy card to Validus Holdings, Ltd., care of Georgeson Inc., in the postage-paid envelope provided.
2. If your Shares are held in  street-name, only your broker or bank can vote your Shares and only upon receipt of your specific instructions. If your Shares are held in  street-name, deliver the enclosed GOLD proxy card to your broker or bank or contact the person responsible for your account to vote on your behalf and to ensure that a GOLD proxy card is submitted on your behalf. We urge you to confirm in writing your instructions to the person responsible for your account and to provide a copy of those instructions to Validus Holdings, Ltd., care of Georgeson Inc., 199 Water Street, 26th Floor, New York, New York 10038, at (888) 274-5119, so that Validus will be aware of all instructions given and can attempt to ensure that such instructions are followed.
3. Do not sign or return any  proxy card you may receive from the Company. If you have already submitted a  proxy card, it is not too late to change your vote simply sign, date and return the GOLD proxy card. Only your latest dated proxy will be counted.
4. Only the Company's shareholders of record on  , 2009 are entitled to vote at the Annual General Meeting. We urge each shareholder to ensure that the holder of record of his or her Share(s) signs, dates, and returns the enclosed GOLD proxy card as soon as possible.

If you have any questions or require any assistance in voting your Shares, please contact:

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](mailto:validusIPC@georgeson.com)

THE VALIDUS OFFER DESCRIBED IN THIS PROXY STATEMENT MAY BECOME THE SUBJECT OF A REGISTRATION STATEMENT ON FORM S-4 FILED WITH THE SEC. INVESTORS AND SECURITY HOLDERS ARE ADVISED TO READ SUCH REGISTRATION STATEMENT, ALL OTHER APPLICABLE DOCUMENTS AND ANY AMENDMENTS OR SUPPLEMENTS THERETO IF AND WHEN THEY BECOME AVAILABLE BECAUSE EACH WILL CONTAIN IMPORTANT INFORMATION. INVESTORS AND SECURITY HOLDERS MAY OBTAIN A FREE COPY OF ANY DOCUMENTS FILED BY VALIDUS WITH THE SEC AT THE SEC'S WEBSITE ([www.sec.gov](http://www.sec.gov)) OR BY DIRECTING SUCH REQUESTS TO GEORGESON INC., 199 WATER STREET, 26TH FLOOR, NEW YORK, NEW YORK 10038, AT (888) 274-5119 OR BY EMAIL AT [validusIPC@georgeson.com](mailto:validusIPC@georgeson.com).



Table of Contents**SCHEDULE I****INFORMATION CONCERNING DIRECTORS, OFFICERS AND OTHER PARTICIPANTS OF VALIDUS AND VALIDUS LTD.****1. Directors and Participant Executive Officers of Validus.**

The following table sets forth certain information with respect to each director and Participant executive officer of Validus and each other employee of Validus that is a Participant in the solicitation. Unless otherwise indicated, the current business address of each person is 19 Par-La-Ville Road Hamilton HM11 Bermuda and the current business telephone number is (441) 278-9000. Unless otherwise indicated, each such person is a citizen of the United States, and each occupation set forth opposite an individual's name refers to employment with Validus.

**DIRECTORS**

<b>Name and Current Business Address</b>	<b>Present Principal Occupation or Employment, Material Positions Held During the Past Five Years and Business Address Thereof, Citizenship</b>
Edward J. Noonan	Mr. Noonan has been Chairman of the Board and the Chief Executive Officer of Validus since its formation. He has 27 years of experience in the insurance and reinsurance industry, serving most recently as the acting chief executive officer of United America Indemnity Ltd. (Nasdaq: INDM) from February 2005 through October 2005 and as a member of the board of directors from December 2003 to May 2007. Mr. Noonan served as president and chief executive officer of American Re-Insurance Company from 1997 to 2002, having joined American Re in 1983. Mr. Noonan also served as chairman of Inter-Ocean Reinsurance Holdings of Hamilton, Bermuda from 1997 to 2002. Prior to joining American Re, Mr. Noonan worked at Swiss Reinsurance from 1979 to 1983.
Matthew J. Grayson	Mr. Grayson has been a Director of Validus since its formation. He also serves as a senior principal of Aquiline. Mr. Grayson has 24 years experience in the financial services industry. In 1998, following a career in investment banking, corporate finance and capital markets, Mr. Grayson co-founded Venturion Capital, a private equity firm that specialized in global financial services companies. In 2005, Venturion Capital's professionals joined with Jeffrey W. Greenberg, along with others, to form Aquiline. Mr. Grayson serves on the board of Structured Credit Holdings Plc and has served as Director of Tygris Commercial Finance Group since May of 2008. In 2007, Structured Credit Holdings successfully completed a scheme of arrangement in the Irish High Court with its creditors.
Jeffrey W. Greenberg	Mr. Greenberg has been a Director of Validus since its formation. He also serves as the managing principal of Aquiline, which he founded in 2005. Mr. Greenberg served as chairman and chief executive officer of Marsh & McLennan Companies, Inc. from 2000 to 2004. From 1996 to 2004, Mr. Greenberg was the chairman of MMC Capital, the manager of the Trident Funds. He previously served as a director of Ace, Inc. Previously, he served as a senior executive of AIG, where he was employed from 1978 to 1995. Mr. Greenberg is also Chairman of Group Ark Insurance Holdings Ltd., a Bermuda-based underwriter of insurance and reinsurance risks in the Lloyd's market.



Table of Contents

<b>Name and Current Business Address</b>	<b>Present Principal Occupation or Employment, Material Positions Held During the Past Five Years and Business Address Thereof, Citizenship</b>
John J. Hendrickson	Mr. Hendrickson has been a Director of Validus since its formation. He is also the Founder and Managing Partner of SFRi LLC, an independent investment and advisory firm (formed in 2004) specializing in the insurance industry. From 1995 to 2004, Mr. Hendrickson held various positions with Swiss Re, including as Member of the Executive Board, Head of Capital Partners (Swiss Re's Merchant Banking Division), Co-Founding Partner of Securities Capital, a private equity firm, and Managing Director of Fox-Pitt Kelton, Swiss Re's Investment Banking Subsidiary. From 1985 to 1995, Mr. Hendrickson was with Smith Barney, the U.S. investment banking firm, where he focused on serving the capital and strategic needs of (re)insurance clients and private equity investors active in the insurance sector. Mr. Hendrickson has served as a director for several insurance and financial services companies, and, in addition to Validus, currently serves on the board of CX Reinsurance Company Limited and Tawa PLC.
Sander M. Levy	Mr. Levy has been a Director of Validus since its formation. He also serves as a Managing Director of Vestar Capital Partners, a private equity investment firm based in New York which manages over \$7 billion of equity capital, and was a founding partner of Vestar Capital Partners at its inception in 1988. Mr. Levy is currently a member of the board of directors of Symetra Financial Corporation, Wilton Re Holdings Limited and Duff & Phelps, LLC.
Jean-Marie Nessi	Mr. Nessi has been a Director of Validus since its formation. He has also served as a director of Matmut Enterprises since 2007. Mr. Nessi also has served as the head of Aon Global Risk Consulting at Aon France since October 2007. Mr. Nessi served as Chairman and CEO of NessPa Holding from January 2006 to September 2007 and as the head of the property and casualty business unit for PartnerRe Global, a subsidiary of PartnerRe SA, from 2003 to January 2006. He was appointed Chairman of PartnerRe SA in June of 2003. Prior to PartnerRe, Mr. Nessi led AXA Corporate Solutions, the successor company to AXA Ré and AXA Global Risk. Mr. Nessi is a citizen of France.
Mandakini Puri	Ms. Puri has been a Director of Validus since its formation. She also serves as a Senior Vice President with Merrill Lynch Global Private Equity, where she is the Chief Investment Officer. Ms. Puri has been part of Merrill Lynch's private equity business since 1994, prior to which she was a Director in the High Yield Finance & Restructuring Group at Merrill. Ms. Puri joined Merrill Lynch in 1986. Mr. Puri is a member of the board of directors of PSi Technologies Holdings, Inc.
Sumit Rajpal	Mr. Rajpal has been a director of Validus since November 2008. He is also a managing director of Goldman, Sachs & Co. He joined Goldman, Sachs & Co. in 2000 and became a managing director in 2007. Mr. Rajpal also serves as a director on the boards of HealthMarkets, Inc., USI Holdings Corporation, CSI Entertainment, Alliance Films Holdings Inc., CW Media Holdings, Inc. and Dollar General Corporation (where he is an observer on the board).
George P. Reeth	Mr. Reeth has been President and Deputy Chairman of Validus since its formation and has senior operating and distribution responsibilities. Mr. Reeth, who has 30 years experience in the insurance and reinsurance industry, was a senior executive with Willis Group Limited from 1992 to 2005 and was chairman & chief executive officer of North American Reinsurance Operations for Willis Re Inc.

from 2000 to 2005. Prior to Willis, Mr. Reeth was executive vice president at Wilcox, Inc. Prior to Wilcox, Mr. Reeth was a senior professional with E.W. Payne Intermediaries from 1986 to 1988 and with Intere Intermediaries, Inc.

I-2

---

**Table of Contents**

<b>Name and Current Business Address</b>	<b>Present Principal Occupation or Employment, Material Positions Held During the Past Five Years and Business Address Thereof, Citizenship</b>
Alok Singh	Mr. Singh has been a Director of Validus since its formation. He also serves as a Managing Director of New Mountain Capital, a private equity investment firm based in New York which manages over \$7 billion of equity capital. Prior to joining New Mountain Capital in 2002, Mr. Singh served as a Partner and Managing Director of Bankers Trust from 1978 to 2001. In 2001 he established the Corporate Financial Advisory Group for the Americas for Barclays Capital, and led the group until 2002. Mr. Singh is non-executive chairman of Overland Solutions, Inc. and a director of Apptis, Inc., Deltek, Inc, and Ikaria Holdings, Inc.
Christopher E. Watson	Mr. Watson has been a Director of Validus since its formation. He also serves as a senior principal of Aquiline, which he joined in 2006. Mr. Watson has more than 33 years of experience in the financial services industry. From 1987 to 2004, Mr. Watson served in a variety of executive roles within the property & casualty insurance businesses of Citigroup and its predecessor entities. From 1995 to 2004, Mr. Watson was president and chief executive officer of Gulf Insurance Group, one of the largest surplus lines insurance companies in the world. Mr. Watson served as a senior executive of AIG from 1974 to 1987. Mr. Watson is also a director of Group Ark Insurance Holdings Ltd., a Bermuda-based underwriter of insurance and reinsurance risks in the Lloyd's market.

**PARTICIPANT EXECUTIVE OFFICERS**

<b>Name and Current Business Address</b>	<b>Present Principal Occupation or Employment, Material Positions Held During the Past Five Years and Business Address Thereof, Citizenship</b>
Edward J. Noonan	Mr. Noonan has been Chairman of the Board and the Chief Executive Officer of Validus since its formation. He has 27 years of experience in the insurance and reinsurance industry, serving most recently as the acting chief executive officer of United America Indemnity Ltd. (Nasdaq: INDM) from February 2005 through October 2005 and as a member of the board of directors from December 2003 to May 2007. Mr. Noonan served as president and chief executive officer of American Re-Insurance Company from 1997 to 2002, having joined American Re in 1983. Mr. Noonan also served as chairman of Inter-Ocean Reinsurance Holdings of Hamilton, Bermuda from 1997 to 2002. Prior to joining American Re, Mr. Noonan worked at Swiss Reinsurance from 1979 to 1983.
Joseph E. (Jeff) Consolino	Mr. Consolino has been Executive Vice President and Chief Financial Officer of Validus since March 2006. He has over 16 years of experience in the financial services industry, specifically in providing investment banking services to the insurance industry, and most recently served as a managing director in Merrill Lynch's Financial Institutions Group specializing in insurance company advisory and financing transactions. He serves as a Director of National Interstate Corporation, a property and casualty company based in Ohio and of AmWINS Group, Inc., a wholesale insurance broker based in North Carolina.

**Table of Contents****2. Directors and Participant Executive Officers of Validus Ltd.**

The following table sets forth certain information with respect to each director and each participant executive officer of Validus Ltd.. Unless otherwise indicated, the current business address of each person is 19 Par-La-Ville Road Hamilton HM11 Bermuda and the current business telephone number is (441) 278-9000. Unless otherwise indicated, each such person is a citizen of the United States.

**DIRECTORS**

<b>Name and Current Business Address</b>	<b>Present Principal Occupation or Employment, Material Positions Held During the Past Five Years and Business Address Thereof, Citizenship</b>
Stuart W. Mercer	Mr. Mercer has been a director of Validus Ltd. since its formation. Mr. Mercer's principal occupation is executive vice president and chief risk officer of Validus. Mr. Mercer has over 18 years of experience in the financial industry focusing on structured derivatives, energy finance and reinsurance. Previously, Mr. Mercer was a senior advisor to DTE Energy Trading.
C. Jerome Dill	Mr. Dill has been a director of Validus Ltd. since its formation. Mr. Dill's principal occupation is executive vice president and general counsel of Validus. Prior to joining Validus, Mr. Dill was a partner with the law firm of Appleby Hunter Bailhache, which he joined in 1986. Mr. Dill serves on the Board of Directors of Bermuda Commercial Bank.
Conan M. Ward	Mr. Ward has been a director of Validus Ltd. since its formation. Mr. Ward's principal occupation is executive vice president and chief underwriting officer of Validus. Mr. Ward has over 16 years of insurance industry experience. Mr. Ward was executive vice president of the Global Reinsurance division of Axis Capital Holdings, Ltd. from November 2001 until November 2005, where he oversaw the division's worldwide property catastrophe, property per risk, property pro rata portfolios. He is one of the founders of Axis Specialty, Ltd and was a member of the Operating Board and Senior Management Committee of Axis Capital. From July 2000 to November 2001, Mr. Ward was a senior vice president at Guy Carpenter & Co.

**PARTICIPANT EXECUTIVE OFFICERS**

<b>Name and Current Business Address</b>	<b>Present Principal Occupation or Employment, Material Positions Held During the Past Five Years and Business Address Thereof, Citizenship</b>
Edward J. Noonan	Mr. Noonan has been Chief Executive Officer of Validus Ltd. since its formation. Mr. Noonan's principal occupation is chief executive officer and chairman of Validus. For biographical information, see 1. Directors and Participant Executive Officers of Validus above.
Joseph E. (Jeff) Consolino	Mr. Consolino has been Chief Financial Officer and Executive Vice President of Validus Ltd. since its formation. Mr. Consolino's principal occupation is executive vice president and chief financial officer of Validus. For biographical information, see 1. Directors and Participant Executive Officers of Validus above.



**Table of Contents****SCHEDULE II**

**THE FOLLOWING TABLE IS REPRINTED FROM THE COMPANY'S REGISTRATION STATEMENT ON FORM S-4 FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON MARCH 27, 2009.**

**SECURITY OWNERSHIP OF PRINCIPAL SHAREHOLDERS AND MANAGEMENT**

The table below sets forth certain information as of March 26, 2009, (unless otherwise specified) with respect to the beneficial ownership of Company common shares by each person who is known to Company, based on filings made by such person under Section 13(d) and Section 13(g) of the Exchange Act, to own beneficially more than 5% of the outstanding common shares, each person currently serving as a director of Company, each nominee for director, the Chief Executive Officer, the Chief Financial Officer, each of the two most highly compensated executive officers of the Company other than the Chief Executive Officer and Chief Financial Officer and all directors and executive officers as a group.

<b>Name and Address of Beneficial Owner</b>	<b>Amount and Nature of Beneficial Ownership(1)</b>	<b>Percentage(2)</b>
FMR LLC 82 Devonshire Street Boston, Massachusetts 02109	4,965,479(3)	8.9%
Franklin Resources, Inc. One Franklin Parkway San Mateo, California 94403-1906	3,926,292(4)	7.0%
Barclays Global Investors, NA. 400 Howard Street San Francisco, California 94105	2,811,789(5)	5.0%
Mark R. Bridges	891(6)	*
James P. Bryce	324,524(7)	*
Michael J. Cascio	155(6)	*
Peter S. Christie	891(6)	*
Kenneth L. Hammond	891(6)	*
L. Anthony Joaquin	891(6)	*
Antony P.D. Lancaster	891(6)	*
Peter J.A. Cozens	140,340(8)	*
Stephen F. Fallon	144,669(9)	*
John R. Weale	161,047(10)	*
All directors and executive officers as a group	775,190	1.4%

\* Less than 1% of the outstanding common shares.

(1) In accordance with the rules of the SEC, a person is deemed to have beneficial ownership of common shares that such person has the rights to acquire within 60 days. For purposes of calculating percent ownership, each person's



holdings have been calculated assuming full exercise of outstanding options currently exercisable or exercisable within 60 days by such person and by including such person's restricted stock units and performance share units vesting within 60 days, but not the exercise of options held by any other person. All amounts listed represent sole investment and voting power unless otherwise indicated.

- (2) Based on 55,948,821 common shares issued and outstanding at March 26, 2009.
- (3) According to information in the Schedule 13G/A filed on February 17, 2009, FMR LLC had the following dispositive powers with respect to common shares: (a) sole voting power: none; (b) shared voting power: none; (c) sole dispositive power: 4,965,479; and (d) shared dispositive power: none.

**Table of Contents**

- (4) According to information reported in the Schedule 13G/A filed on February 6, 2009, Franklin Resources, Inc. had the following dispositive powers with respect to common shares: (a) sole voting power: 3,862,492; (b) shared voting power: none; (c) sole dispositive power: 3,926,292; (d) shared dispositive power: none.
- (5) According to information reported in the Schedule 13G filed on February 5, 2009, Barclays Global Investors, NA. had the following dispositive powers with respect to common shares: (a) sole voting power: 2,540,495; (b) shared voting power: none; (c) sole dispositive power: 2,811,789; (d) shared dispositive power: none.
- (6) Transfer-restricted common shares awarded as compensation for his services as a Director.
- (7) Includes 581 common shares that are held by the IRA trustee for Mr. Bryce's wife, for which Mr. Bryce disclaims beneficial ownership, 175,000 common shares issuable upon the exercise of options and 7,429 transfer-restricted common shares.
- (8) Includes 81,250 common shares issuable upon the exercise of options and 2,928 transfer-restricted common shares.
- (9) Includes 78,750 common shares issuable upon the exercise of options and 2,556 transfer-restricted common shares.
- (10) Includes 115,750 common shares issuable upon the exercise of options and 2,637 transfer-restricted common shares.

**Table of Contents**

**IMPORTANT**

If your Shares are held in your own name, please sign, date and return the enclosed GOLD proxy card today. If your shares are held in Street-Name, only your broker or bank can vote your shares and only upon receipt of your specific instructions. Please return the enclosed GOLD proxy card to your broker or bank and contact the person responsible for your account to ensure that a GOLD proxy card is voted on your behalf.

We urge you not to sign any proxy card you may receive from the Company, even in protest.

If you have any questions or require any assistance in voting your Shares, please contact:

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](mailto:validusIPC@georgeson.com)

---

**Table of Contents**

[Preliminary Copy Subject to Completion]

IMPORTANT:  
PLEASE SIGN, DATE AND RETURN THIS PROXY CARD  
IN THE ENCLOSED ENVELOPE

SOLICITATION BY VALIDUS HOLDINGS, LTD. AND VALIDUS LTD. (COLLECTIVELY, VALIDUS )  
IN OPPOSITION TO THE SOLICITATION BY THE BOARD OF DIRECTORS OF  
IPC HOLDINGS, LTD. ( IPC OR THE COMPANY ).

The undersigned, a holder of Common Shares (the Shares ) of IPC Holdings, Ltd. acknowledges receipt of the Proxy Statement of Validus Holdings, Ltd. dated , 2009, and the undersigned revokes all prior proxies delivered in connection with the Annual General Meeting of Shareholders of the Company to issue Company Shares and certain other related proposals in connection with the Agreement and Plan of Amalgamation dated March 1, 2009, as amended by Amendment No. 1 to the Agreement and Plan of Amalgamation dated March 5, 2009, among Max Capital Group Ltd., the Company and IPC Limited (as the same may be amended, the Max Amalgamation Agreement ) and appoints , and and/or each of them, with full power of substitution, proxies for the undersigned to vote all Shares of the Company which the undersigned would be entitled to vote at the Annual General Meeting and any adjournments, postponements or reschedulings thereof, and instructs said proxies to vote as follows:

EXCEPT AS PROVIDED HEREIN, THIS PROXY WILL BE VOTED IN ACCORDANCE WITH THE SPECIFICATIONS MADE. **IF NO SPECIFICATIONS ARE MADE AND YOU HAVE SIGNED THIS PROXY CARD, THIS PROXY WILL BE VOTED (i) AGAINST EACH OF PROPOSALS #1 THROUGH #8, #10 AND #12, (ii) TO WITHHOLD FOR EACH OF THE NOMINEES LISTED IN PROPOSAL #9, (iii) TO ABSTAIN WITH RESPECT TO PROPOSAL #11 AND (iv) IN THE DISCRETION OF THE NAMED PROXIES ON ANY OTHER MATTER THAT MAY BE PRESENTED AT THE ANNUAL GENERAL MEETING. THIS PROXY WILL REVOKE (OR BE USED BY THE PROXIES TO REVOKE) ANY PRIOR PROXY DELIVERED IN CONNECTION WITH THE PROPOSALS LISTED BELOW TO THE EXTENT IT IS VOTED AT THE ANNUAL GENERAL MEETING AS STIPULATED ABOVE.**

BY EXECUTING THE GOLD CARD YOU ARE AUTHORIZING THE PERSONS NAMED AS PROXIES TO REVOKE ALL PRIOR PROXIES ON YOUR BEHALF.

*(continued and to be signed and dated on reverse)*

---

**Table of Contents**

VALIDUS HOLDINGS, LTD.  
PROXY VOTING INSTRUCTIONS

**Your vote is important. Casting your vote in one of the three ways described on this proxy card votes all Common Shares of IPC Holdings, Ltd. that you are entitled to vote.**

Please mark your votes with an x as shown in this example.

x

Please do not write outside the designated areas.

**Annual General Meeting Proxy Card**

**A. Proposals** Validus strongly recommends a vote **AGAINST** each of Proposals number #1 through #8, #10 and #12. Validus makes no recommendation with respect to (i) each of the nominees listed in Proposal #9 and (ii) Proposal #11.

<p>Proposal 1. To approve an amendment to IPC's bye-laws effective as of the closing of the amalgamation to increase the maximum number of directors on IPC's board of directors from nine to twelve, pursuant to the amalgamation agreement.</p>	<p>For o</p>	<p>Against o</p>	<p>Abstain o</p>	<p>Proposal 2. To approve an amendment to IPC's bye-laws effective as of the closing of the amalgamation to modify the indemnity provisions, pursuant to the amalgamation agreement.</p>	<p>For o</p>	<p>Against o</p>	<p>Abstain o</p>
<p>Proposal 3. To approve an amendment to IPC's bye-laws effective as of the closing of the amalgamation to add provisions regarding advance notice of shareholder nominees for director and</p>	<p>For o</p>	<p>Against o</p>	<p>Abstain o</p>	<p>Proposal 4. To approve an amendment to IPC's bye-laws effective as of the closing of the amalgamation to remove provisions for alternate directors and to remove the provision</p>	<p>For o</p>	<p>Against o</p>	<p>Abstain o</p>

other  
shareholder  
proposals,  
pursuant to the  
amalgamation  
agreement.

permitting  
cumulative  
voting in the  
election of  
directors,  
pursuant to the  
amalgamation  
agreement.

		For	Against	Abstain		For	Against	Abstain	
Proposal 5.	To approve an amendment to IPC s bye-laws effective as of the closing of the amalgamation to add certain conditions to the conduct of director meetings, pursuant to the amalgamation agreement.	o	o	o	Proposal 6.	To approve effective as of the closing of the amalgamation the increase in IPC s authorized share capital from \$1,850,000 to \$2,350,000 by the creation of an additional 50,000,000 common shares, par value \$0.01 per share, ranking pari passu with the existing common shares of IPC, pursuant to the amalgamation agreement.	o	o	o
Proposal 7.	To approve effective as of the closing of the amalgamation the change of IPC s name to Max Capital Group Ltd. pursuant to the amalgamation agreement.	o	o	o	Proposal 8.	To approve the issuance of shares of IPC pursuant to the amalgamation agreement.	o	o	o

Proposal 9.

A. To elect directors of IPC Holdings, Ltd. (the Company ) to hold office until the Company s next Annual General Meeting of Shareholders or until their successors are elected or appointed or their office otherwise vacated.

		For	Withhold			For	Withhold
01	Kenneth L. Hammond	o	o	02	Mark R. Bridges	o	o

**Table of Contents**

03	Michael J. Cascio	o	o	04	Peter S. Christie	o	o
05	L. Anthony Joaquin	o	o	06	Antony P. D. Lancaster	o	o

B. To elect the following nominees as post-closing directors of the Company, effective as of the closing of the amalgamation, pursuant to the amalgamation agreement.

		For	Withhold			For	Withhold
07	W. Marston Becker	o	o	08	Gordon F. Cheesbrough	o	o
09	K. Bruce Connell	o	o	10	Willis T. King, Jr.	o	o
11	Mario P. Torsiello	o	o	12	James L. Zech	o	o

To cumulate votes, place the number of votes for a director on the line next to such director's name. If no instructions as to cumulation of votes are given, your votes will not be cumulated and your shares will be voted for each of the nominees.

		For	Against	Abstain			For	Against	Abstain
Proposal 10.	To approve a revised plan of remuneration for IPC's board of directors effective as of the closing of the amalgamation.	o	o	o	Proposal 11.	To appoint KPMG as IPC's independent auditors until the close of the next annual general meeting and to authorize the audit committee of IPC's board of directors to set the compensation of such independent auditors.	o	o	o



		For	Against	Abstain
Proposal 12.	To approve the adjournment of the IPC meeting for the solicitation of additional proxies, if necessary, in favor of any of the above proposals.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

**B. Authorized Signatures** This section must be completed for your vote to be counted. Please sign and date below.

Please sign exactly as name(s) appears hereon. Joint owners should each sign. When signing as attorney, executor, administrator, corporate officer, trustee, guardian, or custodian, please give full title. If a partnership, please sign in partnership name by authorized person.

Date (mm/dd/yyyy)	Please print date below.	Signature 1	Please keep signature within the box	Signature 2	Please keep signature within the box
-------------------	--------------------------	-------------	--------------------------------------	-------------	--------------------------------------

Proxy Validus Holdings, Ltd.