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| | | | , I L | | | 5-1 | | | gton, D | | | | | | | ОМВ | APPRC | VAL |
| Check this box if no longer subject STA | | | ATEMENT OF CHANGES IN BENEFICIAL OWNER | | | | | | | | | RSHIP | SHIP OMB Number: Estimated avera | | | 3235-0287 len | | |
| 🖵 obliga | tions may con tion 1(b). | | | Filed | | | | | | | ities Exchang ompany Act o | | 1934 | | 11 | | sponse: | 0.5 |
| | | of Reporting Perso Γ CAPITAL Ι | | | | | Name a Grou | | | | g Symbol {] | | | Relationshi Check all app | | ng Per | rson(s) to I | ssuer |
| <u>510N</u> | <u>L POIN</u> | | | | | | | 1 | | | h/Day/Year) | | _ | X Direc | tor er (give title | | 10% O Other (| wner (specify |
| (Last) (First) (Middle) | | | 1 | | 11/07/2023 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | | 6. Individual or Joint/Group Filing (Check Applicable | | | | | |
| | SENECK | | | | 4. lf . | Amen | ndment, | Date | of Origiı | nal Fil | ed (Month/Da | y/Year) | | ne) Form | filed by On | e Rep | orting Pers | son |
| (Street) GREEN | WICH (| CT | 06830- | -6327 | | | | 4 () | | | | | | X Form Perso | filed by Mo on | ore tha | n One Rep | oorting |
| (City) | (| State) | (Zip) | | | Check | k this box | < to ind | icate tha | t a trar | ction Indi | ade pursi | ant to a | contract, instr | uction or writ | ten pla | n that is inte | ended to |
| | | Tabl | e I - N | on-Deriva | | | | | | | itions of Rule 10 | ., | | | ed | | | |
| 1. Title of Security (Instr. 3) | | | 2. Transaction Date (Month/Day/Year) | | 2A. Deemed Execution Date, | | 3. Transaction Code (Instr. | | 4. Securities Acquired (A Disposed Of (D) (Instr. 3, | | l (A) or | d 5) Benefi | ount of ties | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | | 7. Nature of Indirect Beneficial | | |
| | | | | | | | nin/Day/ | rear) | 8) Code | v | Amount | (A) or (D) | Price | Report Transa | | () (ii | istr. 4) | Ownership (Instr. 4) |
| Ordinary Shares | | | | 11/07/2023 | | | | s | | 50,000(1) | D | \$227 | | | | I | See Note ⁽²⁾ | |
| Ordinary | Shares | | | 11/07/2 | 023 | | | | S | | 45,000(1) | D | \$227 | .18 1,45 | 51,196 ⁽²⁾ | | I | See Note ⁽²⁾ |
| | | Т | able II | | | | | | | | oosed of, o convertib | | | | d | | | |
| 1. Title of Derivative | 2. Conversio | 3. Transaction | | eemed ution Date, | 4. Transa | - | 5. Ni | umber | · · | e Exer | rcisable and | 7. Title a | and | 8. Price of Derivative | 9. Number derivative | | 10. | 11. Natur |
| Security (Instr. 3) | or Exercis Price of Derivative Security | |) if any | | Code 8) | | . Deriv Secu Acqu (A) o Disp of (D | osed)) r. 3, 4 | (Mont | | | Securiti Underly Derivati Security 3 and 4) | es ing ve / (Instr. | Security (Instr. 5) | Security Securities | | Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | Beneficia Ownersh (Instr. 4) |
| | | | | | | | \uparrow | | Date | | Expiration | C N C | Amount or Number | | | | | |
| 1. Name a | nd Address | of Reporting Perso | n* | | Code | | (A) | (D) | Exerc | isable | Date | Title | Shares | | | | | |
| <u>STON</u> | e poin' | Γ CAPITAL I | LLC | | | | | | | | | | | | | | | |
| | POINT C SENECK | (First) APITAL LLC LANE | (N | /iddle) | | | | | | | | | | | | | | |
| (Street) GREEN | WICH | СТ | 0 | 6830-6327 | | - | | | | | | | | | | | | |
| (City) | | (State) | (Z | lip) | | - | | | | | | | | | | | | |
| | nd Address Point GF | of Reporting Perso <u>Ltd.</u> | n* | | | | | | | | | | | | | | | |
| (Last) (First) (N STONE POINT CAPITAL LLC 20 HORSENECK LANE | | | /liddle) | | | | | | | | | | | | | | | |
| (Street) GREEN | WICH | СТ | 0 | 6830-6327 | | | | | | | | | | | | | | |

1. Name and Address of Reporting Person*

(State)

(Zip)

Trident V Parallel Fund, L.P.

(City)

| (Last) | (First) | (Middle) | | | | | | |
|--|-------------------|------------|--|--|--|--|--|--|
| STONE POINT CAPITAL LLC | | | | | | | | |
| 20 HORSENECK | 20 HORSENECK LANE | | | | | | | |
| (Street) | | | | | | | | |
| GREENWICH | CT | 06830-6327 | | | | | | |
| (City) | (State) | (Zip) | | | | | | |
| 1. Name and Address of Reporting Person [*] | | | | | | | | |
| TRIDENT V, L.P. | | | | | | | | |
| | | | | | | | | |
| (Last) | (First) | (Middle) | | | | | | |
| STONE POINT CAPITAL LLC | | | | | | | | |
| 20 HORSENECK | LANE | | | | | | | |
| (Street) | | | | | | | | |
| GREENWICH | CT | 06830-6327 | | | | | | |
| (City) | (State) | (Zip) | | | | | | |

Explanation of Responses:

1. On November 7, 2023, Trident Public Equity LP ("Trident"), an affiliate of Stone Point Capital LLC, and Dominic F. Silvester entered into a Purchase Agreement, pursuant to which Mr. Silvester agreed to purchase an aggregate of 45,000 voting ordinary shares ("Shares") of Enstar Group Limited ("Enstar") from Trident. Also, on November 7, 2023, Trident and Enstar entered into a Purchase Agreement, pursuant to which Enstar agreed to purchase an aggregate of 50,000 voting ordinary shares of Enstar from Trident. Closings are scheduled to occur on November 14, 2023. Consists of a total of (a) 54,436 Shares on behalf of Trident V, L.P. ("Trident V"), (b) 38,176 Shares on behalf of Trident V Parallel Fund, L.P. ("Trident V Parallel") and (c) 2,388 Shares on behalf of Trident V Professionals Fund, L.P. ("Trident V Professionals").

2. Consists of Shares held by Trident Public Entity LP, (a) 831,541 Shares held for the benefit of Trident V, (b) 583,171 Shares held for the benefit of Trident V Parallel, and (c) 36,484 Shares held for the benefit of Trident V Professionals following the reported transactions. Stone Point Capital LLC and certain of its subsidiaries may be deemed to beneficially own the Shares held on behalf of one or more of Trident V, Trident V Parallel, Trident V Professionals, and Trident Public Equity LP. Each of the reporting persons disclaims beneficial ownership of the Shares disclosed herein except to the extent of such person's pecuniary interest therein, if any.

Remarks:

James D. Carey, President of Stone Point Capital LLC, is a member of the Board of Directors of Enstar. Mr. Carey is a member of the investment committee and owner of one of the four general partners of the general partners of each of Trident V and Trident V Parallel. Mr. Carey is a shareholder and director of Stone Point GP Ltd., which is the general partner of Trident V Professionals. On the basis of the relationships between Mr. Carey and the reporting persons, the reporting persons may be deemed directors by deputization in respect of Enstar.

| <u>Stone Point Capital LLC, By:</u> /s/ Jacqueline Giammarco, Chief Compliance Officer | <u>11/10/2023</u> |
|--|-------------------|
| <u>Stone Point GP Ltd., By: /s/</u> <u>Jacqueline Giammarco, Vice</u> <u>President</u> | <u>11/10/2023</u> |
| Trident V Parallel Fund, L.P., By: By: Trident Capital V, L.P., its sole general partner, By:DW Trident V, LLC, a general partner, By: /s/ Jacqueline Giammarco, Vice President | <u>11/10/2023</u> |
| <u>Trident V, L.P., By: Trident</u> <u>Capital V, L.P., its sole general</u> <u>partner, By:DW Trident V,</u> <u>LLC, a general partner, By: /s/</u> <u>Jacqueline Giammarco, Vice</u> <u>President</u> | 11/10/2023 |
| ** Signature of Reporting Person | Date |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.