

XL GROUP PLC  
Form DEFA14A  
March 12, 2012

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
**SCHEDULE 14A**  
Proxy Statement Pursuant to Section 14(a)  
of the Securities Exchange Act of 1934

**Filed by the Registrant** S

**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
- S Definitive Additional Materials
- £ Soliciting Material Pursuant to §240.14a-12

**XL GROUP**  
**Public Limited Company**  
(Name of Registrant as Specified in Its Charter)  
Not Applicable  
(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

**Payment of Filing Fee (Check the appropriate box):**

- S No fee required.
- £ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
  - (1) Title of each class of securities to which transaction applies:
  - (2) Aggregate number of securities to which transaction applies:
  - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
  - (4) Proposed maximum aggregate value of transaction:
  - (5) Total fee paid:
- £ Fee paid previously with preliminary materials.
- £ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
  - (1) Amount Previously Paid:
  - (2) Form, Schedule or Registration Statement No.:

- (3) Filing Party:
  - (4) Date Filed:
-

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**ANNUAL GENERAL  
MEETING INFORMATION**

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ENDORSEMENT\_LINE \_\_\_\_\_ SACKPACK 000000000.000000  
ext 000000000.000000 ext

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ext 000000000.000000 ext  
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MR A SAMPLE  
DESIGNATION (IF ANY)  
ADD 1  
ADD 2  
ADD 3  
ADD 4  
ADD 5  
ADD 6

**Electronic Voting Instructions**

**You can vote by Internet or telephone!  
Available 24 hours a day, 7 days a  
week!**

Instead of mailing your proxy, you may choose  
one of the two voting methods outlined below to  
vote your proxy.

VALIDATION DETAILS ARE LOCATED BELOW IN  
THE TITLE BAR.

**Proxies voted by the Internet or telephone  
must be received by  
5:00 p.m., Eastern Time, on April 26, 2012.**

**Vote by Internet**

Log on to the Internet and go to  
<http://proxy.georgeson.com/>

Follow the steps outlined on the  
secured website.

**Vote by telephone**

Call toll free 1-877-456-7915 within  
the USA, US territories & Canada  
any time on a touch tone telephone.  
There is **NO CHARGE** to you for the  
call.

Follow the instructions provided by  
the recorded message.

Using a **black ink** pen, mark your votes  
with an **X** as shown in this example.  
Please do not write outside the  
designated areas.

**X**

**Annual Meeting Proxy Card**

**1234 5678 9012 345**

**IF YOU HAVE NOT VOTED VIA THE INTERNET OR TELEPHONE, FOLD ALONG THE  
PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED**

**ENVELOPE.**

**A Proposals** The Board recommends a vote FOR all nominees and FOR Proposals 2 and 3.

1. To elect the following Class II Directors to hold office until 2015:

	For	Against	Abstain		For	Against	Abstain		For	Against	Abstain	+
01 - Ramani Ayer	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	02 - Dale R. Comey	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	03 - Robert G. Glauber	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	
04 - Suzanne B. Labarge	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>									

2. To ratify the appointment of PricewaterhouseCoopers LLP to act as the independent registered public accounting firm of the Company for the year ending December 31, 2012, and the authorization of the Audit Committee of the Board of Directors to fix the remuneration of PricewaterhouseCoopers LLP.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	3. To provide a non-binding, advisory vote approving the Company's executive compensation.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
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**B Non-Voting Items**

**Change of Address** Please print your new address below.

**Comments** Please print your comments below.

**Meeting Attendance**

Mark the box to the right if you plan to attend the Annual Meeting.

**C Authorized Signatures** This section must be completed for your vote to be counted. **Date and Sign 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.

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

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**IF YOU HAVE NOT VOTED VIA THE INTERNET OR TELEPHONE, FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE.**

**Proxy XL Group plc**

## **Notice of 2012 Annual General Meeting of Shareholders**

**Proxy Solicited by Board of Directors for Annual General Meeting April 27, 2012**

Michael S. McGavick and Kirstin Gould, or any of them, each with the power of substitution, are hereby authorized to represent and vote the ordinary shares of the undersigned, with all the powers which the undersigned would possess if personally present, at the Annual General Meeting of Ordinary Shareholders of XL Group plc to be held on April 27, 2012 at The Westbury Hotel, Grafton Street, Dublin 2, Ireland, at 8:30 a.m. local time or at any postponement or adjournment thereof.

**Shares represented by this proxy will be voted as directed by the shareholder. If no such directions are indicated, the Proxies will have authority to vote FOR all nominees and FOR Proposals 2 and 3. This proxy will revoke any previously executed proxy granted with respect to the 2012 Annual General Meeting.**

**In their discretion, the Proxies are authorized to vote upon such other business as may properly come before the meeting.**

(Items to be voted appear on reverse side.)

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**ANNUAL GENERAL MEETING INFORMATION**

000004

ENDORSEMENT\_LINE \_\_\_\_\_ SACKPACK \_\_\_\_\_

MR A SAMPLE  
DESIGNATION (IF ANY)  
ADD 1  
ADD 2  
ADD 3  
ADD 4  
ADD 5  
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**Shareholder Meeting Notice**

**1234 5678 9012 345**

**\*\*\* Exercise Your Right to Vote \*\*\***

**Important Notice Regarding the Availability of Proxy Materials for the  
XL Group plc Annual General Meeting of Shareholders to be Held on April 27,  
2012**

Under Securities and Exchange Commission rules, you are receiving this notice that the proxy materials for the Annual General Meeting are available on the Internet. Follow the instructions below to view the materials and vote online or request a copy. The items to be voted on and location of the Annual General Meeting are on the reverse side. Your vote is important!

**This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting. The Proxy Statement, form of proxy and Form 10-K for the fiscal year ended December 31, 2011 to shareholders are available at:**

**[www.envisionreports.com/XL](http://www.envisionreports.com/XL)**



## Easy Online Access A Convenient Way to View Proxy Materials and Vote

When you go online to view materials, you can also vote your shares. You must use the number in the shaded box above when voting.

**Step 1:** Go to [www.envisionreports.com/XL](http://www.envisionreports.com/XL) to view the materials.

**Step 2:** Click on **Cast Your Vote or Request Materials**.

**Step 3:** Follow the instructions on the screen to log in.

**Step 4:** Make your selection as instructed on each screen to select delivery preferences and vote.

When you go online, you can also help the environment by consenting to receive electronic delivery of future materials.

**Obtaining a Copy of the Proxy Materials** If you want to receive a copy of these documents, you must request one. There is no charge to you for requesting a copy. Please make your request for a copy as instructed on the reverse side on or before April 19, 2012 to facilitate timely delivery.

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## Shareholder Meeting Notice

**XL Group plc's Annual General Meeting will be held on April 27, 2012 at The Westbury Hotel, Grafton Street, Dublin 2, Ireland, at 8:30 a.m. local time.**

**Proposals to be voted on at the meeting are listed below along with the Board of Directors' recommendations.**

**The Board recommends a vote FOR all nominees and FOR Proposals 2 and 3:**

1. To elect, by separate resolutions, four Class II Directors to hold office until 2015.  
Nominees: Ramani Ayer, Dale R. Comey, Robert R. Glauber, Suzanne B. Labarge
2. To ratify the appointment of PricewaterhouseCoopers LLP to act as the independent registered public accounting firm of the Company for the year ending December 31, 2012, and the authorization of the Audit Committee of the Board of Directors to fix the remuneration of PricewaterhouseCoopers LLP.
3. To provide a non-binding, advisory vote approving the Company's executive compensation.

Only the holders of record of XL Group plc Ordinary Shares on March 7, 2012 are entitled to notice of and to vote at the meeting. If you were a shareholder as of the record date, you may attend the Annual General Meeting and vote in person. Shareholders may contact Georgeson at 1-800-733-6198 to obtain directions to the Annual General Meeting.

During the meeting, the Company will present its Irish Statutory accounts for the fiscal year ended December 31, 2011.

**PLEASE NOTE YOU CANNOT VOTE BY RETURNING THIS NOTICE. To vote your shares you must vote online or request a paper copy of the proxy materials to receive a proxy card. If you wish to attend and vote at the meeting, please bring this notice along with personal identification to the Meeting.**

### **Here's how to order a copy of the proxy materials and select a future delivery preference:**

**Paper copies:** Current and future paper delivery requests can be submitted via the telephone, Internet or email options below.

**Email copies:** Current and future email delivery requests must be submitted via the Internet following the instructions below. If you request an email copy of current materials you will receive an email with a link to the materials.

**PLEASE NOTE:** You must use the number in the shaded bar on the reverse side when requesting a set of proxy materials.

**Internet** Go to [www.envisionreports.com/XL](http://www.envisionreports.com/XL). Click Cast Your Vote or Request Materials. Follow the instructions to log in and order a copy of the current meeting materials and submit your preference for email or paper delivery of future meeting materials.

## Edgar Filing: XL GROUP PLC - Form DEFA14A

**Telephone** Call us free of charge at 1-866-641-4276 and follow the instructions to log in and order a paper copy of the materials by mail for the current meeting. You can also submit a preference to receive a paper copy for future meetings.

**Email** Send email to [proxymaterial@georgeson.com](mailto:proxymaterial@georgeson.com) with Proxy Materials XL Group plc in the subject line. Include in the message your full name and address, plus the number located in the shaded bar on the reverse, and state in the email that you want a paper copy of current meeting materials. You can also state your preference to receive a paper copy for future meetings.

To facilitate timely delivery, all requests for a paper copy of the proxy materials must be received by April 19, 2012.

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