
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**
(Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

ENSTAR GROUP LIMITED

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- | | | |
|-----|---|-------|
| (1) | Title of each class of securities to which transaction applies: | _____ |
| (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: | _____ |
-
-



ENSTAR GROUP LIMITED
P.O. BOX HM 2267
WINDSOR PLACE, 3RD FLOOR
22 QUEEN STREET, HAMILTON HM JK, BERMUDA

D80976-P65739

Your **Vote** Counts!

ENSTAR GROUP LIMITED

2022 Annual General Meeting
Vote by May 31, 2022 11:59 PM ET. For shares held in a
Plan, vote by May 29, 2022 11:59 PM ET.



You invest in ENSTAR GROUP LIMITED and it's time to vote!

You have the right to vote on proposals being presented at the Annual General Meeting. **This is an important notice regarding the availability of proxy material for the shareholder meeting to be held on June 1, 2022.**

Get informed before you vote

View Notice and Proxy Statement and Annual Report online OR you can receive a free paper or email copy of the material(s) by requesting prior to May 18, 2022. If you would like to request a copy of the material(s) for this and/or future shareholder meetings, you may (1) visit www.ProxyVote.com, (2) call 1-800-579-1639 or (3) send an email to sendmaterial@proxyvote.com. If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit www.ProxyVote.com

Control #

Smartphone users

Point your camera here and
vote without entering a
control number



Vote Virtually at the Meeting*

June 1, 2022
9:00 AM, ADT

Virtually at:
www.virtualshareholdermeeting.com/ESGR2022

*Please check the meeting materials for any special requirements for meeting attendance.

THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming shareholder meeting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommends
1. Approval of an amendment to the Enstar Group Limited Amended and Restated 2016 Equity Incentive Plan.	✔ For
2. Election of Directors: To elect four Class I Directors and four Class III Directors nominated by our Board to hold office until 2023.	
Nominees:	
2a. Sharon A. Beesley	✔ For
2b. Robert Campbell	✔ For
2c. Susan L. Cross	✔ For
2d. Hans-Peter Gerhardt	✔ For
2e. Orla Gregory	✔ For
2f. Paul O'Shea	✔ For
2g. Dominic Silvester	✔ For
2h. Poul Winslow	✔ For
3. Advisory vote to approve executive compensation.	✔ For
4. To ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for 2022 and to authorize the Board of Directors, acting through the Audit Committee, to approve the fees for the independent registered public accounting firm.	✔ For
NOTE: In their discretion, the proxies are authorized to vote upon such other matters as may properly come before the meeting and any adjournment or postponement thereof.	

Prefer to receive an email instead? While voting on www.ProxyVote.com, be sure to click "Sign up for E-delivery".