

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Ni David Kang-Wen</u>  (Last) (First) (Middle) C/O 22 QUEEN STREET WINDSOR PLACE, 3RD FLOOR  (Street) HAMILTON D0 HM 11  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Enstar Group LTD [ ESGR ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Strategy Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/20/2023</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Ordinary Shares	03/20/2023		A		4,488	A <sup>(1)</sup>	\$0	17,914 <sup>(2)</sup>	D	
Ordinary Shares	03/20/2023		J		11,441 <sup>(3)</sup>	A <sup>(3)</sup>	\$0	17,914 <sup>(2)</sup>	D	
Ordinary Shares	03/20/2023		A		943	A <sup>(4)</sup>	\$0	18,857 <sup>(5)</sup>	D	
Ordinary Shares	03/20/2023		F		246	D	\$222.8	18,611 <sup>(5)</sup>	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					

**Explanation of Responses:**

- Represents a grant pursuant to the Enstar Group Limited Amended and Restated 2016 Equity Incentive Plan (the "Equity Incentive Plan") of Restricted Stock Units ("RSUs") scheduled to vest on February 4, 2026. The RSUs are payable in ordinary shares upon vesting and each RSU is the economic equivalent of one ordinary share.
- Includes 332 RSUs that vest in two approximately equal annual installments beginning on March 30, 2023; 418 RSUs that vest in two equal annual installments beginning on March 20, 2024; and 15,929 RSUs that vest on February 4, 2026.
- Represents the modification of an existing grant of RSUs pursuant to the Equity Incentive Plan. The original award was granted on February 4, 2022 and consisted of 11,441 RSUs that were scheduled to vest on February 4, 2025. The reporting person and the Company have agreed to modify the award to extend the vesting date to February 4, 2026.
- Represents a grant pursuant to the Equity Incentive Plan of RSUs that vest in three approximately equal annual installments beginning on the first anniversary of the grant date. The RSUs are payable in ordinary shares upon vesting and each RSU is the economic equivalent of one ordinary share.
- Includes 332 RSUs that vest in two approximately equal annual installments beginning on March 30, 2023; 418 RSUs that vest in two equal annual installments beginning on March 20, 2024; 943 RSUs that vest in three approximately equal annual installments on March 20, 2024; and 15,929 RSUs that vest on February 4, 2026.

**Remarks:**

/s/ Audrey B. Taranto by 03/22/2023  
power of attorney  
 \*\* 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.

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