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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**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 paid previously with preliminary materials.
  - Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.
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ENSTAR GROUP LIMITED  
P.O. BOX HM 2267  
WINDSOR PLACE, 3RD FLOOR  
22 QUEEN STREET, HAMILTON HM JK, BERMUDA

V11320-P87538

# Your **Vote** Counts!

**ENSTAR GROUP LIMITED**

2023 Annual General Meeting  
Vote by May 31, 2023 11:59 PM ET. For shares held in a  
Plan, vote by May 29, 2023 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, 2023.**

### 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, 2023. 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](http://www.ProxyVote.com), (2) call 1-800-579-1639 or (3) send an email to [sendmaterial@proxyvote.com](mailto: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](http://www.ProxyVote.com)

Control #

#### Smartphone users

Point your camera here and  
vote without entering a  
control number



#### Vote Virtually at the Meeting\*

June 1, 2023  
9:00 AM, ADT

Virtually at:  
[www.virtualshareholdermeeting.com/ESGR2023](http://www.virtualshareholdermeeting.com/ESGR2023)

\*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. Election of Directors: To elect twelve directors nominated by our Board to hold office until 2024.	
<b>Nominees:</b>	
1a. Robert J. Campbell	✔ For
1b. B. Frederick Becker	✔ For
1c. Sharon A. Beesley	✔ For
1d. James D. Carey	✔ For
1e. Susan L. Cross	✔ For
1f. Hans-Peter Gerhardt	✔ For
1g. Orla Gregory	✔ For
1h. Myron Hendry	✔ For
1i. Paul J. O'Shea	✔ For
1j. Hitesh Patel	✔ For
1k. Dominic Silvester	✔ For
1l. Poul A. Winslow	✔ For
2. Advisory vote to approve executive compensation.	✔ For
3. Advisory vote on the frequency of future advisory votes to approve executive compensation.	1 Year
4. To ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for 2023 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](http://www.ProxyVote.com), be sure to click "Delivery Settings".