# Loeb’s bid to shift £500m into Cayman reinsurer sparks fight over UK listing reforms



Dan Loeb’s latest manoeuvre to reconfigure Third Point Investors Limited into a vehicle for a Cayman‑based reinsurer has crystallised a wider conflict about the direction of UK listing rules and the protection of minority investors. According to reporting in the original piece and subsequent analysis, Mr Loeb and his Third Point associates are pressing shareholders at an extraordinary general meeting to transfer roughly £500m of TPIL capital into Malibu Life Reinsurance, a Cayman Islands‑based reinsurer that Third Point launched earlier this year. The proposal, advanced by a board dominated by Mr Loeb’s appointees, has prompted vocal opposition from long‑term asset managers who warn that advisers’ capital is being shifted into an unproven offshore vehicle without the prospectus and investor protections minority holders would expect.

The broader context for the dispute is a wholesale overhaul of UK listing rules introduced by the Financial Conduct Authority in July 2024. The FCA said the reforms — which merged the premium and standard segments into a single regime and relaxed certain requirements around related‑party and significant transactions — were intended to attract listings and reduce administrative burdens. The regulator also replaced mandatory shareholder votes and lengthy circulars for many transactions with enhanced disclosure and sponsor assurance requirements. Critics argue those changes have inadvertently made it easier for controlling shareholders to carry related‑party deals through voting control rather than independent shareholder scrutiny.

Shareholders have not accepted the change quietly. A coalition of long‑term investors — naming Asset Value Investors, Evelyn Partners, Almitas Capital, Staude Capital and Metage Capital among its members — has formally organised to oppose the Malibu combination, saying they represent a meaningful block of stock and urging an independent shareholder vote that would exclude related parties. The TPIL Investor Group, which publicised its formation, describes its aim as protecting minority holders from conflicts of interest and has made submissions to the FCA and the Takeover Panel. Other accounts put the level of organised dissent higher, and analysts note that if controlling votes were excluded the transaction could be defeated. The Financial Times and other coverage have stressed that dissent focuses not only on the asset allocation shift but on governance: several existing TPIL directors would move into the Malibu vehicle and stand to receive materially higher pay and incentive entitlements.

Advisory firms have split on how shareholders should respond. Institutional Shareholder Services has urged votes against the resolutions putting the Malibu deal in place, citing concerns that the transaction would fundamentally change TPIL’s investment profile and offer no fair exit for minority holders. By contrast, proxy adviser Glass Lewis has recommended that shareholders back the proposal, arguing Malibu offers scale, outsourced partnerships and exposure to the US fixed‑annuity market. Market notes from investment banks that have commented privately describe the proposals as “sub‑optimal”, reflecting the contest between arguments over potential returns and those about fairness and governance.

Third Point’s own public description of Malibu presents a clear commercial rationale. The business announcement in May said Malibu Life Reinsurance would pursue quota‑share treaties with US annuity writers, deploy Third Point’s investment management and risk analytics, and scale through partnerships to access fixed‑annuity cash flows, naming Lazard and Oliver Wyman as advisers. Those are the company’s claims; critics counter that minority TPIL investors have been offered no full prospectus or independent business plan that would demonstrate how their capital would be deployed or provide an exit mechanism, and that the re‑domiciling of assets to an offshore reinsurer raises questions about transparency and shareholder recourse.

The controversy has ramifications beyond the fate of a single fund. The Bank of England’s July 2025 Financial Stability Report has flagged the rapid growth of private markets and insurance‑linked capital as a source of vulnerability, warning that high leverage, valuation opacity and interconnections with insurers and reinsurers could amplify stress and transmit losses to the broader financial system. That backdrop makes the transfer of a UK‑listed vehicle’s capital into a Cayman reinsurance vehicle — within a corporate group controlled by an activist manager — a test case for whether regulatory changes have struck the right balance between competitiveness and investor protection. The original report also pointed to other recent transactions in which pension and insurance exposures have been reshaped by private capital and strategic buyers, underlining the reputational as well as financial stakes.

The TPIL vote will be a litmus test for the FCA’s reforms and for London’s ability to attract capital without diluting minority protections. If shareholders approve the Malibu transaction, proponents will argue it vindicates the regulator’s push to modernise listing rules and unlock new pools of capital. If they reject it, dissenters may press for regulatory tweaks to restore independent safeguards for related‑party deals. Either way, the episode has already sharpened scrutiny on governance, disclosures and the unintended consequences of market liberalisation — and it leaves unanswered whether the changes designed to help the London market will instead encourage decisive insiders to reshape public vehicles with limited choices for those at the margin.

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## Reference Map:

* Paragraph 1 – [[1]](https://www.dailymail.co.uk/money/markets/article-14992281/Hedge-fund-raider-opposed-Point-investors-says-ALEX-BRUMMER.html?ns_mchannel=rss&ns_campaign=1490&ito=1490), [[4]](https://www.ft.com/content/7d3a67f7-cace-49bf-831a-500b03c9525e), [[3]](https://www.businesswire.com/news/home/20240501908886/en/Third-Point-Announces-Launch-of-Malibu-Life-Re)
* Paragraph 2 – [[2]](https://www.fca.org.uk/news/press-releases/fca-overhauls-listing-rules-boost-growth-and-innovation-uk-stock-markets)
* Paragraph 3 – [[6]](https://www.tpilinvestorgroup.com/blog/tpil-investor-group-formation), [[1]](https://www.dailymail.co.uk/money/markets/article-14992281/Hedge-fund-raider-opposed-Point-investors-says-ALEX-BRUMMER.html?ns_mchannel=rss&ns_campaign=1490&ito=1490), [[4]](https://www.ft.com/content/7d3a67f7-cace-49bf-831a-500b03c9525e)
* Paragraph 4 – [[5]](https://www.reuters.com/legal/transactional/proxy-adviser-glass-lewis-backs-third-points-malibu-deal-2025-08-08/), [[1]](https://www.dailymail.co.uk/money/markets/article-14992281/Hedge-fund-raider-opposed-Point-investors-says-ALEX-BRUMMER.html?ns_mchannel=rss&ns_campaign=1490&ito=1490)
* Paragraph 5 – [[3]](https://www.businesswire.com/news/home/20240501908886/en/Third-Point-Announces-Launch-of-Malibu-Life-Re), [[4]](https://www.ft.com/content/7d3a67f7-cace-49bf-831a-500b03c9525e), [[1]](https://www.dailymail.co.uk/money/markets/article-14992281/Hedge-fund-raider-opposed-Point-investors-says-ALEX-BRUMMER.html?ns_mchannel=rss&ns_campaign=1490&ito=1490)
* Paragraph 6 – [[7]](https://www.bankofengland.co.uk/financial-stability-report/2025/july-2025), [[1]](https://www.dailymail.co.uk/money/markets/article-14992281/Hedge-fund-raider-opposed-Point-investors-says-ALEX-BRUMMER.html?ns_mchannel=rss&ns_campaign=1490&ito=1490)
* Paragraph 7 – [[4]](https://www.ft.com/content/7d3a67f7-cace-49bf-831a-500b03c9525e), [[2]](https://www.fca.org.uk/news/press-releases/fca-overhauls-listing-rules-boost-growth-and-innovation-uk-stock-markets), [[5]](https://www.reuters.com/legal/transactional/proxy-adviser-glass-lewis-backs-third-points-malibu-deal-2025-08-08/), [[6]](https://www.tpilinvestorgroup.com/blog/tpil-investor-group-formation)

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## Bibliography

1. <https://www.dailymail.co.uk/money/markets/article-14992281/Hedge-fund-raider-opposed-Point-investors-says-ALEX-BRUMMER.html?ns_mchannel=rss&ns_campaign=1490&ito=1490> - Please view link - unable to able to access data
2. <https://www.fca.org.uk/news/press-releases/fca-overhauls-listing-rules-boost-growth-and-innovation-uk-stock-markets> - The Financial Conduct Authority announced an overhaul of the UK listing rules in July 2024, merging premium and standard segments into a single regime to attract more listings and align with international markets. Key changes include simplified eligibility, relaxed requirements for related party and significant transactions, higher thresholds for related‑party status, and greater flexibility on dual‑class share structures. The FCA said the reforms preserve investor protections while reducing administrative burdens, replacing mandatory shareholder votes and circulars for many transactions with disclosure and sponsor assurance requirements. The aim is to stimulate growth and innovation on UK exchanges while maintaining governance standards.
3. <https://www.businesswire.com/news/home/20240501908886/en/Third-Point-Announces-Launch-of-Malibu-Life-Re> - Third Point announced the launch of Malibu Life Reinsurance SPC in May 2024, a Cayman Islands‑based reinsurer focused on life and annuity reinsurance and providing asset‑intensive capital solutions. The Business Wire release explained Malibu would pursue quota‑share treaties with US annuity providers, leverage Third Point’s investment management and risk analytics, and scale through partnerships to access fixed annuity flows. It stated Third Point would provide investment management and strategic services, and named Lazard and Oliver Wyman as advisers. The announcement positioned Malibu as a vehicle to deploy diversified credit and return‑seeking strategies tailored to reinsurance liabilities and attract institutional capital.
4. <https://www.ft.com/content/7d3a67f7-cace-49bf-831a-500b03c9525e> - The Financial Times analysed Daniel Loeb’s plan to transform Third Point Investors Limited into a Cayman‑based reinsurer by acquiring Malibu Life Reinsurance, highlighting fierce shareholder opposition. The piece explained TPIL’s history as a London‑listed feeder to Third Point, described investor grievances led by Asset Value Investors and others, and noted concerns about governance, lack of an exit for minority holders, and the impact of reformed listing rules allowing controlling shareholders to vote on related‑party transactions. It discussed concessions such as improved redemption terms, proxy adviser criticism, and the broader debate over regulatory reform and investor protections in London’s markets today.
5. <https://www.reuters.com/legal/transactional/proxy-adviser-glass-lewis-backs-third-points-malibu-deal-2025-08-08/> - Reuters reported that proxy adviser Glass Lewis recommended shareholders vote in favour of Third Point Investors’ proposed acquisition of Malibu Life Reinsurance, while Institutional Shareholder Services advised against the deal. The article outlined Glass Lewis’s rationale that Malibu offered scale, outsourced partnerships and exposure to the US fixed annuity market, and noted Third Point’s equity commitment and the scheduled shareholder vote. Reuters contrasted Glass Lewis’s support with ISS’s concerns that the transaction would alter TPIL’s investment profile without providing a fair exit for minority investors, and described the wider contest between activist shareholders and the board ahead of the EGM.
6. <https://www.tpilinvestorgroup.com/blog/tpil-investor-group-formation> - The TPIL Investor Group announced the formation of a coalition of long‑term shareholders opposing Third Point Investors Limited’s proposed combination with Malibu Life Reinsurance. It stated the coalition represented about 14 per cent of shares and named Asset Value Investors, Evelyn Partners, Almitas Capital, Staude Capital and Metage Capital as members. The group urged TPIL to hold an independent shareholder vote excluding related parties, criticised conflicts of interest and governance shortcomings, and said it had made submissions to the Financial Conduct Authority and the Takeover Panel. The page summarised their rationale and encouraged shareholders to scrutinise the proposal and act.
7. <https://www.bankofengland.co.uk/financial-stability-report/2025/july-2025> - The Bank of England’s July 2025 Financial Stability Report highlighted vulnerabilities from the growth of private markets, noting high leverage, valuation opacity and interconnections with insurers and other financial institutions. The report warned that private‑market leverage and limited transparency could amplify stress and transmit losses to banks and the real economy, especially given constrained exit routes in a higher interest‑rate environment. It said regulators would deepen analysis of private markets and that certain insurance and reinsurance activities linked to private capital warranted closer scrutiny, stressing the need for improved data and monitoring to manage systemic risks.