

IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

IN RE DELPHI FINANCIAL GROUP)
SHAREHOLDERS LITIGATION)

CONSOLIDATED
C.A. No. 7144-VCG

For Official Use Only



PROOF OF CLAIM

TO HAVE AN OPPORTUNITY TO RECEIVE A SHARE OF THE SETTLEMENT FUND, YOU MUST COMPLETE AND SIGN THIS PROOF OF CLAIM FORM, POSTMARKED ON OR BEFORE AUGUST 15, 2012 AND RETURN IT TO: DELPHI FINANCIAL SHAREHOLDERS LITIGATION, SETTLEMENT ADMINISTRATOR, c/o A.B. DATA, LTD., PO BOX 170500, MILWAUKEE, WI 53217-8091

- YOU MUST COMPLETE AND SIGN THIS PROOF OF CLAIM AND MAIL IT BY PRE-PAID, FIRST CLASS MAIL, **POSTMARKED NO LATER THAN AUGUST 15, 2012.**
- FAILURE TO SUBMIT YOUR CLAIM BY **AUGUST 15, 2012** WILL SUBJECT YOUR CLAIM TO REJECTION AND PRECLUDE YOU FROM RECEIVING ANY MONEY IN CONNECTION WITH THE SETTLEMENT OF THIS ACTION.
- DO NOT MAIL OR DELIVER YOUR CLAIM FORM TO THE COURT OR ANY PARTIES OR THEIR COUNSEL. ANY SUCH CLAIM WILL BE DEEMED NOT TO HAVE BEEN SUBMITTED. SUBMIT YOUR CLAIM ONLY TO THE SETTLEMENT ADMINISTRATOR.

PART I: CLAIMANT'S STATEMENT

1. By submitting this Proof of Claim, Claimant states:

- (a) that Claimant believes in good faith that Claimant is, or is acting on behalf of, a Settlement Class Member, which is defined as follows: Any and all record and beneficial holders of Delphi Financial Group, Inc. ("Delphi") Class A common stock at any time between and including July 20, 2011 and the Merger Date (regardless of the date of purchase) (the "Settlement Class Period"), and any and all holders as of the Merger Date of options to purchase shares of Delphi Class A common stock that have fully vested as of March 13, 2012, and any person or entity acting for or on behalf of, or claiming under, any of them, and each of them, in such capacity only, including, as for all of those listed above, any and all of their respective successors-in-interest, successors, predecessors-in-interest, predecessors, representatives, trustees, executors, administrators, estates, heirs, assigns or transferees, immediate and remote in their capacities as such only, but excluding all current and former Defendants; the members of the immediate family of each of the current and former Defendants; the respective directors, parents, and subsidiaries of Delphi and Tokio Marine Holdings Inc. and TM Investment (Delaware) Inc.; any firm, trust, corporation or other entity in which any Defendant during the Settlement Class Period had a controlling interest; any entity affiliated with Robert Rosenkranz; the record or beneficial, direct or indirect, holders of shares of Delphi Class B common stock as of the Merger Date; and the legal representatives, heirs, successors in interest or assigns of any such excluded party;
- (b) that Claimant has read and understands the Notice of Proposed Settlement of Class Action, Settlement Hearing and Right to Appear (the "Notice"); and
- (c) that Claimant believes that Claimant is entitled to receive a share of the Net Settlement Fund (as defined in the Notice).

2. Claimant states that Claimant is not a current or former Defendant in the above-captioned action, a member of the immediate families of any of the current or former Defendants; a director, officer, parent, subsidiary or affiliate of Delphi, Tokio Marine Holdings Inc. or TM Investment (Delaware) Inc.; a person, firm, trust, corporation or other entity in which any Defendant during the Settlement Class Period had a controlling interest; or a legal representative, heir, successor in interest or assign of any such excluded party.

3. Claimant has set forth where requested below in this Proof of Claim all relevant information with respect to Claimant's holdings of Delphi Class A common stock and/or options to purchase shares of Delphi Class A common stock during the Settlement Class Period.

4. Claimant has enclosed photocopies of stockbroker confirmation slips, stockbroker account statements, or other documents evidencing Claimant's holdings of Delphi Class A common stock and/or options to purchase Delphi Class A common stock in support of Claimant's claim. IF YOU HAVE NO DOCUMENTS TO SUPPORT YOUR CLAIM, PLEASE OBTAIN A COPY OR EQUIVALENT DOCUMENTS FROM YOUR BROKER OR TAX ADVISOR BECAUSE DOCUMENTARY PROOF OF STOCK OR OPTION OWNERSHIP IS NECESSARY TO PROVE AND PROCESS YOUR CLAIM. YOU MAY OBTAIN AND SUBMIT A WRITTEN CONFIRMATION FROM THE COMPANY AS TO THE NUMBER OF ELIGIBLE OPTIONS HELD.

5. Claimant understands that the information contained in this Proof of Claim is subject to such verification as the Court may direct or as deemed necessary by the Settlement Administrator (defined in the Notice) and Claimant agrees to cooperate in any such verification.

6. By submitting this Proof of Claim, the undersigned and any person or entity on whose behalf the undersigned is acting, submits to the jurisdiction of the Court of Chancery of the State of Delaware for the purpose of their claim.

7. By submitting this Proof of Claim, the undersigned, and any person or entity on whose behalf the undersigned is acting, acknowledge and agree that they have finally and forever released, settled and discharged the Released Parties (defined in the Notice) from and with respect to the Released Claims (defined in the Notice) pursuant to the Settlement (defined in the Notice), and acknowledge and agree that they are forever barred and enjoined from commencing, instituting or prosecuting any Released Claims against any of the Released Parties.

PART II: CLAIMANT INFORMATION

Last Name (Claimant)			First Name (Claimant)		
Last Name (Beneficial Owner If Different From Claimant)			First Name (Beneficial Owner)		
Last Name (Co-Beneficial Owner)			First Name (Co-Beneficial Owner)		
Company/Other Entity (If Claimant Is Not an Individual)			Contact Person (If Claimant Is Not an Individual)		
Record Owner's Name (If Different From Beneficial Owner Listed Above, e.g., Trust, Nominee, Other, etc.)					
Account Number (If Claimant Is Not an Individual)			Trust/Other Date (If Applicable)		
Address Line 1					
Address Line 2 (If Applicable)					
City		State	Zip Code		
Foreign Province		Foreign Zip Code	Foreign Country		
<input type="checkbox"/> Check Here to Use Alternate Address for Distribution (Optional) Distribution Address Line 1					
Distribution Address Line 2 (If Applicable)					
City		State	Zip Code		
Foreign Province		Foreign Zip Code	Foreign Country		
Telephone Number (Day) () -			Telephone Number (Night) () -		
Beneficial Owner's Employer Identification Number or Social Security Number - - -					
Email Address [An email address is not required, but if you provide it, you authorize the Settlement Administrator to use it in providing you with information relevant to this claim.]					

IDENTITY OF CLAIMANT (check only one): Individual Corporation Joint Owners Estate Trust Partnership Private Pension Fund Legal Representative IRA, Keogh, or other type of individual retirement plan (indicate type of plan, mailing address, and name of current custodian on separate sheet) Other (specify, describe on separate sheet)

PART III: HOLDINGS AS OF MERGER DATE
PLEASE COMPLETE INFORMATION FOR ALL ITEMS THAT APPLY

A. CLASS A COMMON STOCK AS OF MERGER DATE:

State the number of shares of Delphi Class A common stock held as of the Merger Date (*i.e.*, May 15, 2012). Documentation includes brokerage statements from May 2012.

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Proof enclosed

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B. OPTIONS AS OF MERGER DATE:

State the number of shares of Delphi Class A common stock for which Claimant owns options to purchase as of the Merger Date (*i.e.*, May 15, 2012). Documentation includes brokerage statements from May 2012.

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Proof enclosed

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YOU MUST SEND WITH THIS FORM COPIES OF DOCUMENTS, SUCH AS ACCOUNT STATEMENTS OR BROKER CONFIRMATION SLIPS, THAT DOCUMENT THE INFORMATION REQUESTED IN ITEMS **A** AND **B**, ABOVE.

PART IV: CERTIFICATION

UNDER THE PENALTIES OF PERJURY, I (WE) CERTIFY THAT ALL OF THE INFORMATION PROVIDED ON THIS FORM IS TRUE, CORRECT AND COMPLETE.

I (We) certify that I am (we are) NOT subject to backup withholding under the provisions of Section 3406(a)(1)(c) of the Internal Revenue Code because: (a) I am (we are) exempt from backup withholding, or (b) I (we) have not been notified by the I.R.S. that I am (we are) subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the I.R.S. has notified me (us) that I am (we are) no longer subject to backup withholding.

NOTE: If you have been notified by the I.R.S. that you are subject to withholding, please strike out the language that you are not subject to backup withholding in the certification above.

I (We) certify that, if I am (we are) acting as the representative for a Class Member, I am (we are) currently authorized to act on behalf of the Class Member.

Signature of Claimant

Date

Print Name of Claimant

Signature of Joint Claimant
(If this claim is being made on behalf of Joint Owners, then each must sign)

Date

Print Name of Joint Claimant

Capacity of Person(s) Signing, e.g., beneficial owner(s), executor, administrator, trustee, etc.

THIS PROOF OF CLAIM MUST BE SUBMITTED TO THE SETTLEMENT ADMINISTRATOR AT THE FOLLOWING ADDRESS NO LATER THAN **AUGUST 15, 2012**:

DELPHI FINANCIAL SHAREHOLDERS LITIGATION
SETTLEMENT ADMINISTRATOR
c/o A.B. DATA, LTD.
PO BOX 170500
MILWAUKEE, WI 53217-8091

A Proof of Claim shall be deemed to have been submitted when mailed if (1) it is received with a postmark indicated on the envelope, (2) it is mailed by first class mail, postage prepaid, or by a more expedient means, such as overnight delivery and (3) it is addressed in accordance with the above instructions. In all other cases, a Proof of Claim shall be deemed to have been submitted when actually received at the address designated above.

No acknowledgment will be made as to the receipt of Proof of Claim forms. If you wish to be assured that your Proof of Claim is actually received by the Settlement Administrator, then you should send it by Certified Mail, Return-Receipt Requested. You should be aware that it will take a significant amount of time to fully process all of the proofs of claim and to administer the Settlement. This work will be completed as promptly as time permits, given the need to investigate and tabulate each Proof of Claim. Please notify the Settlement Administrator of any change of address.