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COMPANIES FORM No. 395 Particulars of a mortgage or charge

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395

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Pursuant to section 395 of the Companies Act 1985

CHA 233

To the Registrar of Companies

For official use

Company Number

8

04082477

Name of company

*insert full
name of
company

Beazley Group plc ("the Company")

Date of creation of the charge

10 November 2008

Description of the instrument (if any) creating or evidencing the charge (note 2)

Deposit Trust Deed (Third Party Deposit) Long Term Business (Life) ("the Trust Deed")

(continued on Continuation Sheet 1)

Amount secured by the mortgage or charge

All sums from time to time payable to the Trustees under the covenant of the Company with the Trustees set out at clause 2(b)(i) of the Trust Deed

Names and addresses of the mortgagees or persons entitled to the charge

The Society incorporated by Lloyd's Act 1871 by the name of Lloyd's ("the Society") of One Lime Street, London EC3M 7HA, the Trustees and (subject always to the terms of the Trust Deed) the Beneficiaries and (subject always to the terms of the Trust Deed) the Premiums Trustees and (subject always to the terms of the Trust Deed and of the Premiums Trust Deed) those to whom any losses, claims, returns of premiums, reinsurance premiums, expenses, obligations and other "Permitted Trust Outgoings" set out in clause 3(a) of and paragraph 1 of Schedule 3 to the Premiums Trust Deed are payable or become or may become payable

Presentor's Name address and
reference (if any)

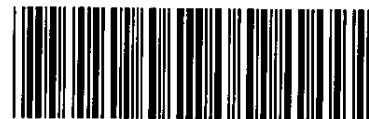
Lloyd's of London
Chatham Maritime
Chatham, Kent, ME4 4RN
Ref DCP/NM/054822A

For official use
Mortgage Section

Post room

Time critical reference

TUESDAY



A35

AIKGR4QD

11/11/2008

195

COMPANIES HOUSE

Short particulars of all the property mortgaged or charged

All the future profits of the underwriting business of the Company at Lloyd's subject to any prior charge contained in the Premiums Trust Deed


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Please complete legibly, preferably in black type, or bold block lettering

Particulars as to commission allowance or discount (note 3)

Nil

Signed



Date 10 November 2008

On behalf of [company]-[mortgagee/chargee*]

*delete as appropriate

NOTES

- 1 The original instrument (if any) creating or evidencing the charge, together with these prescribed particulars correctly completed must be delivered to the Registrar of Companies within 21 days after the date of creation of the charge (section 395) If the property is situated and the charge was created outside the United Kingdom delivery to the Registrar must be effected within 21 days after the date on which the instrument could in due course of post, and if dispatched with due diligence, have been received in the United Kingdom (section 398) A copy of the instrument creating the charge will be accepted where the property charged is situated and the charge was created outside the United Kingdom (section 398) and in such cases the copy must be verified to be a correct copy either by the company or by the person who has delivered or sent the copy to the Registrar The verification must be signed by or on behalf of the person giving the verification and where this is given by a body corporate it must be signed by an officer of that body A verified copy will also be accepted where section 398(4) applies (property situate in Scotland or Northern Ireland) and Form No 398 is submitted
- 2 A description of the instrument, eg "Trust Deed", "Debenture", "Mortgage", or "Legal charge", etc, as the case may be, should be given
- 3 In this section there should be inserted the amount or rate per cent, of the commission, allowance or discount (if any) paid or made either directly or indirectly by the company to any person in consideration of his,
 - (a) subscribing or agreeing to subscribe, whether absolutely or conditionally, or
 - (b) procuring or agreeing to procure subscriptions, whether absolute or conditionalfor any of the debentures included in this return The rate of interest payable under the terms of the debentures should not be entered
- 4 If any of the spaces in this form provide insufficient space the particulars must be entered on the prescribed continuation sheet

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COMPANIES FORM No. 395 (Cont.) AND FORM No. 410 (Scot)(Cont.)
Particulars of a mortgage or charge
(continued)

Continuation sheet No 1
to Form No 395 and 410 (Scot)

CHA 233

Description of the instrument (if any) creating or evidencing the charge (continued) (note 2)

In this Form

"the Beneficiaries" means all the persons to whom the Company is or may at any time before the Termination Date become financially liable by reason of any default in respect of any of the Company's Lloyd's obligations

"Lloyd's obligations" in relation to the Company means all underwriting obligations incurred by the Company as an underwriting member of the Society at any time before the Termination Date and includes obligations to the Society and the Trustees and obligations arising under

- (a) the byelaws, regulations, rules, directions or other requirements by the Society, and
- (b) any deeds, contract, instrument or other arrangement of any kind approved by the Society

but does not include obligations arising in respect of any letter of credit, guarantee or other security given to secure the performance of any of the said underwriting obligations in favour of the person giving such guarantee or other security

"the Termination Date" means the 80th anniversary of the date of the Trust Deed

"Permitted Trust Outgoings" has the meaning given in Schedule 3 to the Premiums Trust Deed

"Premiums Trust Deed" means the deed or any one of the deeds made or to be made between the Company and the Society in a form approved by the Secretary of State under the Insurance Companies Act 1982 entitled Lloyd's Premiums Trust Deed and declaring trusts upon which the premiums and other moneys received by or on behalf of the Company in connection with insurance business other than long-term insurance business are to be held

"the Premiums Trustees" means the trustees for the time being of the Premiums Trust Deed

"the Trustees" means the Society and the other trustees for the time being of the trusts created by the Trust Deed

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COMPANIES FORM No. 395 (Cont.) AND FORM No. 410 (Scot)(Cont.)
Particulars of a mortgage or charge
(continued)

Continuation sheet No 2
to Form No 395 and 410 (Scot)

CHA 233

Amount secured by the mortgage or charge (continued)

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Schedule

Member Name	Company Number	Deed Type	Barcode No
/ Beazley Underwriting Limited	04538873	Lloyd's Deposit Trust Deed (Third Party Deposit)	1400005
/ Beazley Underwriting Limited	04538873	Lloyd's Premium Trust Deed (Long Term Business)	1400020
/ Beazley Underwriting Limited	04538873	Lloyd's Dep Tst Deed (Third Party Dep)(Long Term Business)	1400021
Beazley Group plc	04082477	Lloyd's Deposit Trust Deed (Third Party Deposit)	1400005
Beazley Group plc	04082477	Lloyd's Dep Tst Deed (Third Party Dep)(Long Term Business)	1400021
Imagine Corporate Capital 2 Ltd	03703210	Security & Trust Deed (Letter of Credit and Bank Guarantee)	1400009
Imagine Corporate Capital 3 Ltd	04513846	Security & Trust Deed (Letter of Credit and Bank Guarantee)	1400010
Imagine Corporate Capital 6 Ltd	04257467	Security & Trust Deed (Letter of Credit and Bank Guarantee)	1400013



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

Pursuant to section 401(2) of the Companies Act 1985

COMPANY NO. 4082477
CHARGE NO. 8

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A DEPOSIT TRUST DEED (THIRD
PARTY DEPOSIT) LONG TERM BUSINESS (LIFE) (THE "TRUST
DEED") DATED 10 NOVEMBER 2008 AND CREATED BY
BEAZLEY GROUP PLC FOR SECURING ALL MONIES DUE OR TO
BECOME DUE FROM THE COMPANY TO LLOYD'S, THE
TRUSTEES, THE BENEFICIARIES AND THE OTHER PERSONS OR
BODIES (AS FURTHER DEFINED ON FORM M395) UNDER THE
TERMS OF THE AFOREMENTIONED INSTRUMENT CREATING
OR EVIDENCING THE CHARGE WAS REGISTERED PURSUANT
TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE
11 NOVEMBER 2008

GIVEN AT COMPANIES HOUSE, CARDIFF THE 12 NOVEMBER
2008



Companies House
— for the record —

PJ



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES