

# Beazley plc

Form of Proxy for use at the Annual General Meeting of Beazley plc to be held on 27 March 2012 at 12.00 noon.

Shareholder Name

Reference Number

Card ID

Account Number

I/We being (a) registered holder(s) of ordinary shares of 5p ("Ordinary Shares") in the capital of the Company, hereby appoint the duly appointed Chairman of the Meeting or (see note 1)

Proxy holder's name

Number of shares (see note 2)

This is one of multiple instructions given

(Tick box if yes) ☐

as my/our proxy to attend and vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held at the offices of Beazley plc, 2 Northwood Avenue, Santry Demesne, Santry, Dublin 9, Ireland on 27 March 2012 at 12.00 noon and at any adjournment thereof. In the event of a poll being directed or demanded, I/we desire my/our vote(s) to be cast as shown below on the Resolutions set out in the Notice of Annual General Meeting.

Please indicate with a tick in the appropriate spaces provided below how you wish your votes on the Resolutions to be cast. If you sign this Form of Proxy and return it without any specific direction as to how you wish your votes to be cast, the proxy may vote as he thinks fit or abstain from voting in respect of the Resolutions and also on any other business (including amendments to the Resolutions) which may properly come before the Meeting.

No.	Type of Resolution	Resolution	For	Against	Withheld
1	Ordinary	To receive the accounts for the financial period ended 31 December 2011, together with the Directors' report and Auditor's report thereon			
2	Ordinary	To approve the directors' remuneration report for financial period ended 31 December 2011			
3	Ordinary	To approve the payment of a second interim dividend of 5.4 pence per Ordinary Share			
4	Ordinary	To re-elect George Blunden as a Director of the Company			
5	Ordinary	To re-elect Martin Bride as a Director of the Company			
6	Ordinary	To re-elect Adrian Cox as a Director of the Company			
7	Ordinary	To re-elect Jonathan Gray as a Director of the Company			
8	Ordinary	To re-elect Gordon Hamilton as a Director of the Company			
9	Ordinary	To re-elect Dennis Holt as a Director of the Company			
10	Ordinary	To re-elect Andrew Horton as a Director of the Company			
11	Ordinary	To re-elect Neil Maidment as a Director of the Company			
12	Ordinary	To re-elect Padraic O'Connor as a Director of the Company			
13	Ordinary	To re-elect Vincent Sheridan as a Director of the Company			
14	Ordinary	To re-elect Ken Sroka as a Director of the Company			
15	Ordinary	To re-elect Rolf Tolle as a Director of the Company			
16	Ordinary	To re-elect Clive Washbourn as a Director of the Company			
17	Ordinary	To reappoint KPMG as Auditors of the Company			
18	Ordinary	To authorise the Directors to determine the Auditors' remuneration			
19	Ordinary	To authorise the Directors to allot shares			
20	Ordinary	To approve and authorise the adoption of the Beazley plc Long Term Incentive Plan 2012			
21	Ordinary	To approve and authorise the adoption of the Beazley plc Save As You Earn Share Option Plan 2012			
22	Special	To disapply pre-emption rights			
23	Special	To authorise the Company to make market purchases of Ordinary Shares			
24	Special	To allow the Company to hold general meetings (other than annual general meetings) on 14 clear days' notice			

Signed this ..... day of ..... 2012

Signature .....

## NOTES

The following notes relate to the Proxy Form for the Annual General Meeting to be held on 27 March 2012 at 12.00 noon.

- 1 You may appoint one or more proxies of your choice to attend and vote in your place. The proxy need not be a member of the Company. If you require any proxy, other than the chairman of the Meeting, add the name of the proxy you wish to appoint. If more than one proxy is appointed to attend this meeting, each proxy must be appointed to exercise the rights attached to a different share or shares held by the shareholder. To appoint more than one proxy, you may photocopy this Form of Proxy or obtain (an) additional Form(s) of Proxy by contacting the Shareholders' Helpline on 0871 384 2658 for calls from within the UK (calls to this number are charged at 8p per minute from a BT landline) other telephony provider costs may vary) or +44 121 415 7593 for calls from outside the United Kingdom (calls to this number will be charged depending on where the call is made from, at international rates).
- 2 Please indicate in the box next to the proxy holder's name the number of shares in relation to which he or she is authorised to act as your proxy. Please also indicate by marking the box provided if the proxy instruction is one of multiple instructions being given. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name the number of shares in relation to which he or she is authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement. All forms must be signed and should be returned together in the same envelope.
- 3 Only you, as a member, have the right to appoint a proxy. However, a Nominated Persons (i.e. persons nominated by you to enjoy information rights under Article 134 of the Articles of Association of the Company), may have a right to be appointed or to have someone else appointed as a proxy for the meeting if there is an agreement between you and the Nominated Person appointed by you to that effect.
- 4 Pursuant to the Companies (Uncertificated Securities) (Jersey) Order 1999, the Company specifies that only those members registered in the register of members of the Company as at 6.00pm on 25 March 2012 shall be entitled to attend or vote at the aforesaid meeting in respect of the number of shares registered in their name at that time. Changes to entries on the register of members after 6.00pm on 25 March 2012 shall be disregarded in determining the rights of any person to attend or vote at the meeting.
- 5 To be valid, this Form of Proxy must be returned duly completed, signed and dated no later than 48 hours before the Annual General Meeting by post, by courier or by hand to the offices of the Company's registrars, Equiniti (Jersey) Limited, c/o Aspect House, Spencer Road, Lancing, West Sussex BN99 6ZL, unless you are appointing your proxy or proxies electronically in which case please refer to note 6. Any alterations to this form should be initialled. Any power of attorney or any other such authority under which the Form of Proxy is signed (or certified copy of such authority) must be included with the Form of Proxy. In the case of a corporation, the Form of Proxy should be executed under the corporation's common seal and/or agent or officer authorised for such purpose. Under the Companies (Jersey) Law 1991, a body corporate may only appoint one corporate representative. A member which is a body corporate that wishes to allocate its votes to more than one person should use the proxy arrangements.
- 6 As an alternative to completing a hardcopy Form of Proxy, you can appoint a proxy or proxies electronically by visiting [www.sharevote.co.uk](http://www.sharevote.co.uk). You will be asked to enter your unique Reference Number, Card ID and Account Number as printed on your Form of Proxy. Alternatively, if you have already registered with Equiniti (Jersey) Limited's online portfolio service, Shareview, you can submit your Form of Proxy at [www.shareview.co.uk/myportfolio](http://www.shareview.co.uk/myportfolio). Full instructions are given on both websites. The use by members of the electronic proxy appointment service will be governed by the terms and conditions of use which appear on the website. To be valid your proxy appointment(s) and instructions should reach Equiniti (Jersey) Limited no later than 48 hours before the Annual General Meeting.
- 7 Only those members registered in the register of members of the Company by 6.00pm on 25 March 2012, or in the event that the meeting is adjourned by 6.00pm on the day two days prior to the adjourned meeting, shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their name at that time. Changes to the entries on the register of members by 6.00pm on 25 March 2012 on the day or two days prior to the adjourned meeting shall be disregarded in determining the rights of any person to attend or vote at the meeting.
- 8 If you are a CREST member, and as an alternative to completing a hardcopy or electronic Form of Proxy as above, you may complete the Form of Proxy by utilising the CREST electronic proxy appointment service. To be valid, a proxy appointment or instruction made using the CREST service must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST manual. The message must be transmitted so as to be received by the Company's Agent, Equiniti (Jersey) Limited, (CREST participant ID 7RA01) by 12.00 noon on 25 March 2012 (or 48 hours preceding the date and time for any adjourned meeting). For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the Company's agent is able to retrieve the message. The Company may treat as invalid a CREST proxy instruction in the circumstances set out in Article 34 of the Companies (Uncertificated Securities) (Jersey) Order 1999.
- 9 Completing and returning the Form of Proxy, whether hardcopy, electronic or through CREST, will not preclude you from attending and voting in person at the meeting should you wish to do so.
- 10 In the case of joint registered holders, the signature of any one of joint holders will be sufficient. The vote of the senior joint holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority will be determined by the order in which the names stand in the register of members for the joint holding.
- 11 When two or more valid proxy appointments are received in respect of the same share for use at the same meeting, the one which was last received shall be treated as replacing and revoking the others in their entirety as regards that share. If the Company is unable to determine the one which was last received, none of them shall be valid in respect of that share.
- 12 The 'Vote Withheld' option is provided to enable you to abstain on any resolution. However it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of votes 'For' and 'Against' a resolution but will be counted to establish if a quorum is present.
- 13 If this Form of Proxy is returned without an indication as to how the proxy shall vote on any particular resolution, the proxy will exercise his/her discretion as to whether, and if so how, he/she votes.
- 14 You may not use any electronic address provided in this Form of Proxy to communicate with the Company for any other purposes other than those expressly stated.