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COMPANIES FORM No. 395

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legibly, preferably
in black type, or
bold block lettering

Particulars of a mortgage or charge

A fee of £10 (£13 for forms delivered on or after 1 February 2005) is payable to Companies House in respect of each register entry for a mortgage or charge.

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies
(Address overleaf - Note 6)

For official use

Company number

Name of company

* insert full name
of Company* MITSUBISHI SUMITOMO INSURANCE COMPANY
LIMITED

(the "Chargor")

BR 001187
FC004556 (confirmed
by Email)

Date of creation of the charge

10 NOVEMBER 2008

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

Reinsurance Deposit Agreement (Charge Form - Citibank, N A as Custodian) (Form 12) dated
10/11/2008 (the "Charge") between the Chargor and Citibank Ireland Financial Services plc

Amount secured by the mortgage or charge

See Schedule One

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

Citibank Ireland Financial Services plc (and note definition of the "Bank" as described herein)

Insurance Letters of Credit Department, 2nd Floor, 1 North Wall Quay, Dublin 1, Republic of Ireland

Postcode

Presentor's name address and
reference (if any)MARYD NEILL 6259
Peter Myers (+353 1 622 7847)
CIFS 3rd Floor, 1 North Wall Quay
Dublin 1, Republic of IrelandFor official Use (f
Mortgage Section

WEDNESDAY



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19/11/2008

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COMPANIES HOUSE

Time critical reference

Short particulars of all the property mortgaged or charged

See Schedule Two

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legibly, preferably
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bold block lettering

Particulars as to commission allowance or discount (note 3)

N/A

A fee is payable
to Companies
House in
respect of each
register entry
for a mortgage
or charge.
(See Note 5)

Signed

Marypfeill

Date

17/11/2008

On behalf of ~~[company name]~~ [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 situated 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 conditional,for 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.
- 5 A fee of £10 (£13 for forms delivered on or after 1 February 2005) is payable to Companies House in respect of each register entry for a mortgage or charge. Cheques and Postal Orders are to be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is Companies House, Crown Way, Cardiff CF14 3UZ

Name of Company Mitsui Sumitomo Insurance Company Limited
Company Number BR001187

Schedule One to Form 395

Amount secured by the mortgage or charge

Any and all of the present or future, actual or contingent obligations of the Chargor to the Bank under the Charge, under any Agreement or on any other account whatsoever (whether incurred alone or jointly and whether as principal or severally or in some other capacity)

In this Form 395 (including the Schedules)

"Agreement" means (whether made on or before the date hereof or at any time hereafter) any agreement (as amended, varied, assigned or novated or supplemented and whether made on or before the date hereof, or at any time hereafter) between the Chargor (or by any person for and on behalf of the Chargor) and the Bank pursuant to which the Bank has established, maintained, amended or renewed or arranged for the establishment, maintenance, amendment or renewal of a Credit,

"Bank" means Citibank Europe plc and includes any assignee, novatee or successor to the rights and, as the case may be, obligations of Citibank Europe plc under and pursuant to the terms of the Agreement,

"Credit" means a letter of credit or similar or equivalent instrument from time to time established, maintained, amended or renewed pursuant to, or otherwise governed by, an Agreement and shall include any portion of any single letter of credit or similar or equivalent instrument which is attributable by the Bank to the Chargor and which was established, maintained, amended or renewed pursuant to an Agreement and/or any agreement between the Bank and another person incorporating similar instructions, and

"Custodian" means Citibank, N A or any such other person as the Chargor and the Bank may agree to in writing from time to time

Name of Company: Mitsui Sumitomo Insurance Company Limited
Company Number BR001187

Schedule Two to Form 395

Short Particulars of all the property mortgaged or charged

The Chargor charges with full title guarantee and by way of first fixed charge, in favour of the Bank all of the Chargor's rights, title and interest in all monies on the date of the Charge or at any time thereafter during the subsistence of the security constituted by the Charge standing to the credit of

- (i) each account opened with the Custodian at their branch at Citigroup Centre, Canada Square, Canary Wharf, London E14 5LB (or such other branch as may be advised by the Bank) in the Chargor's name and designated as a "Reinsurance Deposit Account" (and/or such other designation(s) as may be agreed between the Bank and the Chargor and notified by the Bank to the Custodian) or otherwise as may be from time to time agreed in writing between the Bank and the Chargor, and
- (ii) any account opened by the Custodian following breach of the Chargor's obligations to the Bank pursuant to the Charge or any Agreement (or any other document(s) entered into in connection with the Charge or therewith),
- (iii) any suspense or impersonal account opened pursuant to the Charge,

(and, for the avoidance of doubt, includes both those accounts existing at the date of the Charge or at any time thereafter established) and, in each case, all the entitlements to interest and other rights and benefits accruing to or arising in connection with such monies

- Note 1 Clause 4 of the Charge contains an undertaking by the Chargor to deliver to the Bank a custodian's undertaking, in the form set out in the Charge and duly executed by the Custodian
- Note 2 Clause 5 of the Charge contains an undertaking by the Chargor to give further assurance to the Bank upon the Bank's request
- Note 3 Clause 7(a)(ii) of the Charge contains a representation, warranty and undertaking by the Chargor that (save as may have been disclosed by the Chargor to the Bank in writing prior to the date of the Charge) the Chargor has not sold or agreed to sell or otherwise disposed of or agreed to dispose of, and (save with the Bank's prior consent) will not at any time during the subsistence of the security constituted by the Charge sell or agree to sell or otherwise dispose of or agree to dispose of, the benefit of all or any of the Chargor's rights, titles and interests in and to the property (or any part thereof) charged under the Charge
- Note 4 Clause 8 of the Charge contains an undertaking by the Chargor not to create, grant, extend or permit to subsist any mortgage or other fixed security or any floating charge on or over any part or all of the property charged under the Charge, otherwise than in favour of the Bank or Citibank, N A (if applicable), or with the Bank's prior written consent and in accordance with and subject to any conditions which the Bank may attach to such consent. The foregoing prohibition applies not only to mortgages, other fixed securities and floating charges which rank or purport to rank in point of security in priority to the security constituted by the Charge but also to any mortgages, securities or floating charges which rank or purport to rank *pari passu* therewith or thereafter



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

**COMPANY NO. FC4556
CHARGE NO. 4**

**THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A REINSURANCE DEPOSIT
AGREEMENT DATED 10 NOVEMBER 2008 AND CREATED BY
MITSUI SUMITOMO INSURANCE COMPANY LIMITED FOR
SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE
COMPANY TO CITIBANK EUROPE PLC ON ANY ACCOUNT
WHATSOEVER 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 19 NOVEMBER 2008**

**GIVEN AT COMPANIES HOUSE, CARDIFF THE 21 NOVEMBER
2008**

P. S. J.



Companies House
— for the record —



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**