

# Catlin Group Limited

## Notice of Annual General Meeting

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

**If you are in any doubt about its contents or what action you should take, you should consult your stockbroker, solicitor, accountant or other independent adviser authorised under the Financial Services and Markets Act 2000.**

If you have sold or transferred all of your common shares of US\$0.01 each in the capital of Catlin Group Limited ("Common Shares"), please give this document (together with the accompanying form of proxy) to the stockbroker, bank or other agent through whom you made the sale or transfer for transmission to the purchaser as soon as possible.

**Catlin Group Limited  
Notice of Annual General Meeting  
Thursday 24 May 2007**

A letter from the Company Secretary is included in this document.

Notice of the Annual General Meeting of Catlin Group Limited to be held at 12.00 pm (Bermuda time) on 24 May 2007 at the Elbow Beach Hotel, 60 South Shore Road, Paget Parish, Bermuda is set out at the end of this document. A form of proxy for use at the Annual General Meeting is enclosed with this document.

Holders of shares in certificated form wishing to appoint a proxy, or holders of depositary interests wishing to appoint Capita IRG Trustees Limited (the "Depositary") to vote on their behalf, should complete the proxy form in accordance with the instructions printed thereon and return it by post to the Proxy Processing Centre, Telford Road, Bicester OX26 4LD, United Kingdom, or by hand during normal business hours to Capita Registrars, The Registry, 34 Beckenham Road, Kent BR3 4TU, United Kingdom.

The deadline for receipt of the completed proxy form is 4.00 pm (BST) on 22 May 2007 (for the holders of Common Shares in certificated form) and 4.00 pm (BST) on 21 May 2007 (for holders of depositary interests).

**Timetable of events**

---

Latest time and date for receipt of forms of proxy from holders of depositary interests:

4.00 pm (BST) on 21 May 2007

---

Latest time and date for receipt of forms of proxy from holders of Common Shares: 4.00 pm (BST) on 22 May 2007

---

Annual General Meeting: 12.00 pm  
(Bermuda time) on 24 May 2007

---

# Company Secretary's Letter

Catlin Group Limited (incorporated and registered in Bermuda under registration number 26680)

Registered Office:  
Canon's Court,  
22 Victoria Street,  
Hamilton HM12  
Bermuda

**10 April 2007**

To holders of Common Shares ("Shareholders") and for information only to holders of depositary interests.

Dear Shareholder  
**Annual General Meeting ("AGM")**

I am writing to give you details of the business to be considered at Catlin Group Limited's (the "Company") forthcoming AGM to be held at the Elbow Beach Hotel, 60 South Shore Road, Paget Parish, Bermuda on Thursday 24 May 2007 at 12.00 pm (Bermuda time). The notice convening the AGM is set out at the end of this letter.

## **Business of the AGM**

The following business will be proposed at the AGM:

### **1 To receive the Annual Report and Accounts for the year ended 31 December 2006 (Resolution 1)**

The Company's Annual Report and Accounts 2006 ("Report and Accounts") is enclosed with this document.

### **2 To approve the Directors' Remuneration Report for the year ended 31 December 2006 (Resolution 2)**

The Directors' Remuneration Report has been prepared in accordance with the Directors' Remuneration Report Regulations 2002. You can find the report on pages 57 to 61 of the Report and Accounts.

### **3 To re-appoint the Company's auditors and authorise the Board to determine their remuneration (Resolutions 3 and 4)**

The Board of Directors of the Company ("Board") proposes that PricewaterhouseCoopers LLP be re-appointed as auditors of the Company. Resolution 4 proposes that the Board be authorised to establish the level of the auditors' remuneration.

### **4 To declare a final dividend on the Common Shares (Resolution 5)**

The Board proposes a final dividend of 17 pence (32.8 cents) per share which will be payable on 8 June 2007 to Shareholders of record at the close of business on 11 May 2007. This dividend is in addition to the interim dividend of 6 pence (11.3 cents) per share that was paid on 10 November 2006. The total 2006 dividend of 23 pence (44.1 cents) per share is 48 per cent greater in sterling terms than the total 2005 dividend of 15.5 pence (27 cents) per share.

### **5 To re-elect certain Directors of the Company (Resolutions 6 and 7)**

Biographical details of the Directors are given on pages 48 and 49 of the Report and Accounts. Stephen Catlin (Chief Executive Officer) and Christopher Stooke (Chief Financial Officer) retire by rotation under the

Company's Bye-laws, and each offers himself for re-election as a Director. Having considered the skills, experience and ongoing contributions of the two candidates, in the context of the Board's overall composition, the Board recommends the re-election of each.

### **6. Election of new Directors (Resolutions 8 and 9)**

It is proposed to shareholders that Alton Irby and Kenneth Goldstein be appointed at the AGM as Non-Executive Directors. Mr Irby was a Founding Partner of Hambro Magan Irby, Chairman and CEO of National Westminster Global Investment Banking, Chairman and CEO of Hawkpoint Partners and Founding Partner of Tricorn Partners and is currently Chairman and Founding Partner of London Bay Capital. Mr Goldstein was President and Chief Executive of Universal Underwriters Group, Executive Vice President of St. Paul Fire & Marine Insurance Company, President of Swett & Crawford Management Company and held various management positions at American International Group Inc. Further information on Messrs Irby and Goldstein's business experience and background is contained in the news release relating to their proposed appointments dated 5 April 2007, a copy of which may be found on the Company's website ([www.catlin.com](http://www.catlin.com)). Both nominees are considered by the Board to be independent within the meaning of the Combined Code. The Board further believes that their considerable experience will enhance the mix of skills and expertise of the Board to the benefit of the Company.

### **7 To authorise the allotment of relevant securities (Resolution 10)**

Resolution 10 will be proposed as an ordinary resolution to grant a new authority to allot un-issued share capital up to an aggregate nominal value of US\$843,027, an amount equal to one-third of the total issued ordinary share capital as at 5 April 2007 (being the latest practicable date prior to the date of this document). The Board confirms that there is no intention to exercise this authority at present or otherwise to allot shares other than in respect of the Company's obligations under existing employee share schemes and the warrant instrument entered into by the Company on 4 July 2002 ("Warrant Instrument"). The authority will be exercised only if the Board believes that to do so would be in the best interests of Shareholders generally. Unless renewed, this authority will lapse on the earlier of the conclusion of the next AGM or 15 months after the passing of the resolution.

### **8 To disapply pre-emption rights (Resolution 11)**

The Board also seeks to renew its authority from shareholders to allot or sell shares on a non-pre-emptive basis (a) pursuant to a rights issue or other offer to shareholders and (b) otherwise up to an aggregate nominal value of US\$126,454 (which is equal to five per cent of the issued ordinary share capital as at 5 April 2007 (being the latest practicable date prior to the date of this document)). The Board confirms that there is no intention to exercise this authority at present or otherwise to allot shares other than in respect of the Company's obligations under existing employee share schemes and the Warrant Instrument. Unless renewed, this authority will lapse on the earlier of the conclusion of the next AGM or 15 months after the passing of the resolution. Resolution 11 will be proposed as a special resolution.

## **9 To authorise the Company to purchase its own shares (Resolution 12)**

The Board seeks to renew the Company's authority to purchase its own shares. Any shares acquired by the Company pursuant to the authority will be cancelled. The Board intends to use this power only after careful consideration, having taken account of other investment opportunities, appropriate gearing levels and the overall financial position of the Company and only if satisfied that an increase in expected earnings per share would result. The proposed resolution specifies the maximum number of shares which may be acquired (which equates to ten per cent of the issued ordinary share capital as at 5 April 2007 (being the latest practicable date prior to the date of this document)), as well as the maximum and minimum prices at which they may be bought in accordance with the current requirements of the London Stock Exchange. As at 5 April 2007, there were awards under existing employee share schemes and warrants outstanding under the Warrant Instrument (all of which are subject to vesting conditions and/or various exercise prices) over approximately 32,052,843 Common Shares, representing 12.7 per cent of the Company's issued share capital. If the authority given by Resolution 12 were to be fully used, these would then represent 14.5 per cent of the Company's issued share capital. Resolution 12 will be proposed as a special resolution.

### **Action to be taken**

A form of proxy for use by holders of Common Shares in certificated form at the AGM or at any adjournment thereof is enclosed. The completion and return of the form of proxy will not preclude Shareholders from attending the AGM and voting in person should they wish to do so. Whether or not such holders propose to attend the AGM, they are requested to complete and sign the form of proxy in accordance with the instructions printed thereon and return it, as soon as possible but in any event so as to be received by the Proxy Processing Centre, Telford Road, Bicester OX26 4LD, United Kingdom no later than 4.00 pm (BST) on 22 May 2007. Holders of depositary interests wishing to vote are required to appoint the Depositary to vote in accordance with the form of proxy enclosed, which must be received by the Proxy Processing Centre, Telford Road, Bicester OX26 4LD, United Kingdom, not later than 4.00 pm (BST) on 21 May 2007. Forms of proxy may also be delivered by hand to Capita Registrars, The Registry, 34 Beckenham Road, Kent BR3 4TU, United Kingdom, during normal business hours, prior to the relevant deadline.

### **Recommendation**

The Board believes that the proposed resolutions set out in the notice of AGM are in the best interests of the Company and its Shareholders as a whole and recommend that Shareholders vote in favour. Each Director who holds shares in the Company intends to vote in favour of these resolutions with the exception of Resolutions 6 to 7 (to the extent that such resolution relates to his re-election as a Director).

Yours faithfully

**Daniel Primer**  
Company Secretary

## **Notice of Annual General Meeting**

Notice is hereby given that the 2007 Annual General Meeting of Catlin Group Limited (the "Company") will be held at 12.00 pm (Bermuda time) on Thursday 24 May 2007 at the Elbow Beach Hotel, 60 South Shore Road, Paget Parish, Bermuda for the following purposes:

- 1** To receive the Annual Report and Accounts for the year ended 31 December 2006;
- 2** To approve the Directors' Remuneration Report set out on pages 57 to 61 of the Company's 2006 Annual Report and Accounts;
- 3** To re-appoint PricewaterhouseCoopers LLP as auditors of the Company, to hold office from the conclusion of this meeting until the conclusion of the next general meeting of the Company at which the statutory accounts are laid;
- 4** To authorise the Board to establish the auditors' remuneration;
- 5** To declare, as recommended by the Board, a final dividend for the year ended 31 December 2006 of 17 pence (32.8 cents) per common share payable on 8 June 2007 to all shareholders on the share register at the close of business on 11 May 2007;
- 6** To re-elect Mr Stephen Catlin, who retires by rotation, as a Director of the Company;
- 7** To re-elect Mr Christopher Stooke, who retires by rotation, as a Director of the Company;
- 8** To elect Mr Alton Irby as a Director of the Company;
- 9** To elect Mr Kenneth Goldstein as a Director of the Company;

The Meeting will also consider, and if thought fit, pass the following resolutions, of which Resolution 10 will be proposed as an ordinary resolution and Resolutions 11 and 12 will be proposed as special resolutions:

- 10** That the Directors be generally and unconditionally authorised in accordance with the Company's Bye-laws and the Bermuda Companies Act (1981) to allot Relevant Securities in the Company (within the meaning of Bye-law 5.3 of the Company's Bye-laws) up to a further aggregate nominal amount of US\$843,027 with such authority to expire the earlier of 15 months from the date of passing this resolution and the end of the next Annual General Meeting (save that the Company may before such expiry make any offer or agreement which would or might require Relevant Securities to be allotted after such expiry and the Directors may allot Relevant Securities in pursuance of any such offer or agreement as if the authority conferred hereby had not expired);

# Notice of Annual General Meeting continued

**11** That, subject to and conditional upon the passing of Resolution 10, the authority granted pursuant to Resolution 10 may be exercised by the Directors as if Bye-law 6 of the Company's Bye-laws (Pre-emption Rights) did not apply and, if relevant, the Directors be authorised to sell shares in the Company for cash if immediately before the sale such shares are held by the Company as treasury shares, as if Bye-law 6 did not apply, provided that such authorisation shall be limited to the allotment of Equity Securities (as defined in Bye-law 6 of the Company's Bye-laws) or sale of treasury shares:

- i. in connection with a rights issue or other offer in favour of common shareholders and holders of any other class of equity securities where the equity securities are proportionate (as nearly as practicable) to the respective number of common shares and any other class of equity securities held by such holders but subject to such exclusions or other arrangements as the Directors may deem necessary or desirable in relation to fractional entitlements or legal or practical problems arising in, or pursuant to, the laws of any territory or the requirements of any regulatory body or stock exchange in any territory, and
- ii. otherwise than pursuant to paragraph (i) of this resolution, up to an aggregate nominal amount US\$126,454;

such authority to expire the earlier of 15 months from the date of passing this resolution and the end of the next Annual General Meeting (save that the Company may before such expiry make any offer or agreement which would or might require Equity Securities to be allotted after such expiry and the Directors may allot Equity Securities in pursuance of any such offer or agreement as if the authority conferred hereby had not expired); and

**12** That the Company be generally and unconditionally authorised to make market purchases (pursuant to Bermuda Companies Act Section 42A) of any of its common shares of \$0.01 each ("Common Shares"), provided that:

- i. the maximum number of Common Shares hereby authorised to be purchased is 25,290,804 representing approximately 10 per cent of the issued share capital of the Company at 5 April 2007;
- ii. the minimum price that may be paid for each Common Share is \$0.01, exclusive of the expenses of purchase;
- iii. the maximum price that may be paid for each Common Share is an amount equal to 105 per cent of the average of the middle market quotations for the Common Shares of the Company as derived from the Daily Official List of the London Stock Exchange plc for the five business days immediately preceding the day on which such share is contracted to be purchased, exclusive of the expenses of purchase;
- iv. unless previously revoked or varied the authority hereby conferred shall expire on 23 May 2008; and
- v. the Company may, before the expiry of this authority, conclude a contract to purchase Common Shares which will or may be executed wholly or partly after such expiry and may make a purchase of Common Shares pursuant to any such contract, as if such authority had not expired.

By Order of the Board  
**Daniel Primer**  
Company Secretary  
10 April 2007

Registered Office:  
Canon's Court  
22 Victoria Street  
Hamilton HM12  
Bermuda

## Notes

### 1 Holders of Common Shares

Only holders of common shares in certificated form are entitled to attend and vote at this meeting. A member entitled to attend and vote may appoint a proxy who need not be a member of the Company to attend (and on a poll to vote) instead of the shareholder. Forms of proxy need to be completed, signed and lodged with the Proxy Processing Centre, Telford Road, Bicester OX26 4LD, United Kingdom (or delivered by hand to Capita Registrars, The Registry, 34 Beckenham Road, Kent BR3 4TU, United Kingdom, during normal business hours) no later than 48 hours before the time of the meeting (together with the original or notarially certified copy of any power of attorney or other power under which it is executed). Completion of a form of proxy will not preclude a member attending and voting in person at the meeting. A form of proxy is enclosed.

### 2 Holders of depositary interests

If you hold depositary interests representing common shares, by completing the form of proxy you will be appointing Capita IRG Trustees Limited, the Depositary, to vote on your behalf at the meeting, either in person or by proxy. If you wish to appoint the Depositary, you must lodge the completed form with the Proxy Processing Centre, Telford Road, Bicester OX26 4LD, United Kingdom (or deliver by hand to Capita Registrars, The Registry, 34 Beckenham Road, Kent BR3 4TU, United Kingdom, during normal business hours) no later than 72 hours before the time of the meeting (together with the original or notarially certified copy of any power of attorney or other power under which it is executed). A form of proxy is enclosed.

### 3 Documents on display

The register of Directors' interests in the share capital of the Company, together with copies of service agreements and letters of appointment under which Directors of the Company are employed or serve, are available for inspection at the Company's registered office and at the UK Paying Agent's offices at Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, United Kingdom during normal business hours from the date of this notice until the date of the Annual General Meeting and will also be available for inspection at the place of the Annual General Meeting for at least 15 minutes prior to and during the meeting.

### 4 Right to attend and vote

To have the right to attend and vote at the meeting (and also for the purpose of calculating how many votes a person entitled to attend and vote may cast), a person must be entered on the register of members by no later than 4.00 pm (BST) on 22 May 2007, being 48 hours before the time fixed for the meeting. Changes to the register after this time shall be disregarded in determining the rights of any person to attend or vote at the meeting.