



Middlesea Insurance p.l.c.

A Member of the MAPFRE Group

IL-31 LAQGHA ĠENERALI ANNWALI

20 ta' April 2012

FORMOLA TA' PROKURA

Biex tkun valida, din il-formola ta' prokura trid tasal għand il-Middlesea Insurance p.l.c. fl-envelopp bl-indirizz tal-kumpanija, inkluż, mhux aktar tard minn 48 siegħa qabel il-ħin tal-Laqqgħa.

Jien/Aħna _____ Numru tal-Karta tal-Identità _____

li noqgħod/noqogħdu _____
billi jien Azzjonist/aħna Azzjonisti ta' Middlesea Insurance p.l.c. b'din qed naħtar/naħtru lil

_____ Numru tal-Karta tal-Identità _____

jew, jekk ma jkunx hemm hu/hi, liċ-Chairman tal-Laqqgħa bħala prokuratur tiegħi/tagħna biex jivvota/tivvota f'ismi/f'isimna fil-Laqqgħa Ġenerali Annwali tal-Kumpanija li se ssir nhar il-Ġimgħa 20 ta' April 2012, u f'kull aġġornament tagħha.

Data _____ Firma tal-Azzjonist/a _____

Il-Prokuratur/Prokuratriċi jivvota/tivvota kif indikat hawn taħt fil-kaxxa rilevanti. Sakemm ma jingħatax/tingħatax istruzzjonijiet oħra, hu juża/hi tuża d-diskrezzjoni tiegħu/tagħha kif jivvota/tivvota u jekk jivvutax/tivvutax jew le.

IMLA WAHDA MINN DAWN IL-KAXEX:

- Il-prokuratur/prokuratriċi tiegħi/tagħna hu/hi awtorizzat/a jivvota/tivvota kif jidhirlu/jidhriha.
- Il-prokuratur/prokuratriċi tiegħi/tagħna jrid jivvota/trid tivvota kif indikat hawn taħt:*

* Jekk il-formola ta' prokura tkun mibgħuta lura mingħajr indikazzjoni kif il-prokuratur/prokuratriċi jrid jivvota/trid tivvota, il-prokuratur/prokuratriċi jista'/tista' juża/tuża d-diskrezzjoni tiegħu/tagħha jekk u kif jivvota/tivvota.

Riżoluzzjonijiet

Kif tivvota: Aghmel il-marka 'X' jew fil-kaxxa **FAVUR** jew fil-kaxxa **KONTRA** biex tindika kif trid tivvota.

Riżoluzzjonijiet Ordinarij **FAVUR** **KONTRA**

Biex tqis u tapprova l-Kontijiet Awditjati

Biex jiġi approvat il-ħlas ta' dividend

Haħtra mill-ġdid tal-Awdituri u r-rimunerazzjoni tagħhom

Elezzjoni tad-Diretturi

Hlasijiet tad-Diretturi għall-2012

Riżoluzzjoni Straordinarja **FAVUR** **KONTRA**

Sabiex jiġu emendati artikoli speċifiċi tal-Artikoli ta' Assoċjazzjoni attwali, f'konformità mad-dettalji provduti fiċ-Ċirkolari lill-Azzjonisti.

Elezzjoni tad-Diretturi

In-numru ta' nominazzjonijiet li daħlu jaqbel man-numru ta' vakanzi għal diretturi skont l-Artikoli ta' Assoċjazzjoni tal-Kumpanija u għaldaqstant id-diretturi nominati huma eletti awtomatikament bħala diretturi u mhux se jkun hemm htejġa ta' elezzjoni.



Middlesea Insurance p.l.c.

A Member of the MAPFRE Group

IL-31 LAQGHA ĠENERALI ANNWALI

20 ta' April 2012

Indirizz irregjistrat:

Middle Sea House, Floriana FRN1442, Malta.

Indirizz postali:

P.O. Box 337 Marsa, MRS1000, Malta.

Tel: (+356) 2124 6262 Fax: (+356) 2124 8195

E-mail: middlesea@middlesea.com

www.middlesea.com

Registration No.: C5553

AVVIŻ LILL-MEMBRI

B'dan qed jinghata avviż li l-Wiehed u tletin Laqgħa Ġenerali Annwali tal-Middlesea Insurance p.l.c. se ssir fil-Westin Dragonara Resort, San Ġiljan nhar il-Ġimgħa 20 ta' April 2012 fl-11:00am biex tqis u, jekk jinsab xieraq, tapprova r-rizoluzzjonijiet li ġejjin:

Rizoluzzjonijiet Ordinarji

1. Biex tqis u tapprova il-Kontijiet għas-sena li għalqet fil-31 ta' Diċembru 2011 u r-rapporti tad-Diretturi u l-Awdituri fuqhom;
2. Sabiex jiġi dikjarat dividend gross finali ta' €0.01c għal kull sehem, kif rakkomandat mill-Bord tad-Diretturi;
3. Biex tahtar mill-ġdid lil PricewaterhouseCoopers bħala Awdituri u tawtorizza lid-Diretturi jiffissaw ir-rimunerazzjoni tagħhom;
4. Biex teleggi Diretturi skont Artiklu 97(5) tal-Istatut ta' Assoċjazzjoni tal-Kumpanija;
5. Biex tapprova s-somma ta' €250,000 bħala l-oghla flasijiet annwali aggregati tad-Diretturi f'konformità mas-sena ta' qabel.

Rizoluzzjoni Straordinarja

Sabiex jiġu emendati artikoli speċifiċi tal-Artikoli ta' Assoċjazzjoni attwali, f'konformità mad-dettalji provduti fiċ-Ċirkolari lill-Azzjonisti.

B'ordni tal-Bord.

Carlo Farrugia

Segretarju tal-Kumpanija

28 ta' Marzu 2012

KARTA TAD-DHUL

Azzjonisti jew il-Prokuraturi tagħhom biss jithallew jattendu l-Laqgħa.

Biex tidhol għal-Laqgħa, int jew il-Prokuratur/Prokuratriċi tiegħek trid tipprezenta dan l-avviż fil-bieb. Min jattendi jrid juri l-Karta tal-Identità tiegħu/tagħha.

Il-parkeġġ fil-Merkanti Car Park qed jinghata b'xejn lill-Azzjonisti iżda l-ispazju huwa limitat u jiddependi mill-hin tal-wasla. L-Azzjonisti huma mitluba jipprezentaw kopja tal-'Avviż Importanti' anness meta jidflu fil-parkeġġ. Ir-regjistrazzjoni tiftaħ fil-10.00am.

Jekk se jattendi/tattendi l-Prokuratur/Prokuratriċi tiegħek, jekk jogħġbok imla hawn taht:

Isem il-Prokuratur/Prokuratriċi

Numru tal-Karta tal-Identità tal-Prokuratur/Prokuratriċi

Firma tal-Azzjonist/a

NOTI

(1) Dan l-avviż intbagħat lill-azzjonisti li kienu reġistrati nhar l-20 ta' Marzu, 2012 (data tar-regjistrazzjoni). Dawk l-azzjonisti li huma rreġistrati sad-data ta' regjistrazzjoni biss ser jkunu jistgħu jippartecipaw u jivvotaw fil-Laqgħa Ġenerali. (2) Membru bid-dritt tal-vot hu intitolat jahtar prokuratur. Membru jista' jahtar prokuratur b'mezzi elettronici billi jibgħat il-formola ta' prokura mehmuza flimkien ma' kopja tal-karta tal-identità b'email lis-Segretarju tal-Kumpanija fuq carlof@middlesea.com. Prokuratur m'hemm x għalfejn ikun membru tal-Kumpanija. Membru ma jistax jahtar aktar minn prokuratur wiehed biex jattendi għall-istess okkażjoni minbarra dawk il-membri li għandhom ishma f'isem terzi persuni li huma meħtieġa jimlew il-formola tal-prokuratur maqsuma li tiġi provduta jekk mitluba. Id-depożitu ta' dokument ta' prokura ma jzomm Membru milli jattendi u jivvota hu stess fil-Laqgħa jew kwalunkwe aġġornament tagħha. Formola ta' prokura qed tintbagħat ma' dan l-avviż. (3) Din l-informazzjoni flimkien mad-dokumentazzjoni tal-Laqgħa Ġenerali Annwali hi disponibbli fuq il-websajt tal-MSI www.middlesea.com. (4) Il-membri huma ukoll avżati li skont l-Artiklu 66 tal-Artikoli tal-Assoċjazzjoni l-azzjonisti għandhom id-dritt li jistaqsu mistoqsijiet li huma pertinenti u relatati mal-punti tal-aġenda. Azzjonisti li jixtiequ jistaqsu xi mistoqsijiet jistgħu jagħzlu li jibagħtu l-mistoqsijiet tagħhom lis-Segretarju tal-Kumpanija, fl-Ufficcju Reġistrat f'Middle Sea House, Floriana. (5) L-azzjonisti li għandhom mhux anqas minn 5% mill-Kapital tal-Ishma tal-Kumpanija mahruġ mill-votazzjoni, jistgħu jitolbu li l-Kumpanija tinkludi fl-aġenda tal-Laqgħa Ġenerali Annwali, elementi skont l-isqarrija tal-kumpanija tal-20 ta' Frar 2012. (6) Il-M&A tal-Kumpanija huma aċċessibbli biex wiehed jista' jarahom fuq www.middlesea.com

Il-Middlesea Insurance p.l.c. (C-5553) hi awtorizzata mill-Awtorità ta' Malta għal Servizzi Finanzjari biex tmexxi Negożju kemm għat-Tul u kemm Ġenerali taht l-Att tal-1998 dwar Negożju ta' Assigurazzjoni.

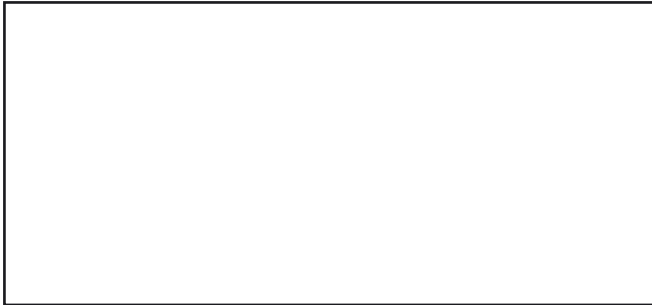


Middlesea Insurance p.l.c.

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31ST ANNUAL GENERAL MEETING

20 April 2012



Registered address:
Middle Sea House, Floriana FRN1442, Malta.

Postal address:
P.O. Box 337 Marsa, MRS1000, Malta.
Tel: (+356) 2124 6262 Fax:(+356) 2124 8195
E-mail: middlesea@middlesea.com
www.middlesea.com

Registration No.: C5553

NOTICE TO MEMBERS

Notice is hereby given that the Thirty-first Annual General Meeting of Middlesea Insurance p.l.c. will be held at the Westin Dragonara Resort, St. Julians on Friday 20 April 2012 at 11.00 a.m. to consider and, if deemed fit, approve the following resolutions:

Ordinary Resolutions

1. To consider and approve the Accounts for the year ended 31 December 2011 and the reports of the Directors and Auditors thereon;
2. To declare a final gross dividend of €0.01c per share as recommended by the Board of Directors;
3. To reappoint PricewaterhouseCoopers as Auditors and to authorise the Directors to fix their remuneration;
4. To elect Directors in accordance with Article 97(5) of the Company's Articles of Association;
5. To approve the maximum annual aggregate emoluments of Directors at €250,000 in line with the previous year.

Extraordinary Resolution

To amend specific articles of the current Articles of Association in line with the details provided in the Circular to Shareholders.

By Order of the Board.

Carlo Farrugia
Company Secretary
28 March 2012

ADMISSION CARD

Only Shareholders or their Proxies will be allowed to attend the Meeting.

In order to be admitted to the Meeting, shareholders or their Proxies must present this notice at the door. Persons attending are to show their Identity Card.

Parking for Shareholders at the Merkanti Car Park is free of charge on a first come first served basis, on presentation of the enclosed 'Important Notice' upon entrance in the car park. Registration will open at 10.00am.

If Proxies will be attending, kindly fill in hereunder:

Name of Proxy

I.D. Card Number of Proxy

Signature of Shareholder

NOTES

(1) This advice has been mailed to shareholders registered as at 20 March 2012 (the record date). Only those shareholders registered on the record date shall have the right to participate and vote at the general meeting. (2) A member having the right to vote is entitled to appoint a proxy. A member may appoint a proxy by electronic means by sending the enclosed proxy form by email to the Company Secretary on carlof@middlesea.com together with a signed copy of his/her identity card. A proxy need not be a member of the Company. A Member may not appoint more than one proxy to attend the same occasion except for those members holding shares on behalf of third parties who are required to complete a split proxy form which will be provided upon request. Deposit of an instrument of proxy shall not preclude a Member from attending and voting in person at the Meeting or any adjournment thereof. A proxy form is being sent together with this notice. (3) Information and AGM documentation is available on the MSI website on www.middlesea.com. (4) Members are also advised that in accordance with Article 66 of the Articles of Association, shareholders have the right to ask questions which are pertinent and related to the items in the Agenda. Shareholders who wish to ask questions may choose to send their questions to the Company Secretary at the registered office at Middle Sea House, Floriana. (5) Shareholders holding not less than 5% of the voting issued Share Capital of the Company may request the Company to include items on the agenda of the AGM, in line with the company announcement issued on the 20 February 2012. (6) The M&A of the Company is available for viewing at www.middlesea.com.

Middlesea Insurance p.l.c. (C-5553) is authorised by the Malta Financial Services Authority to carry on both Long Term and General Business under the Insurance Business Act, 1998.



Middlesea Insurance p.l.c.

A Member of the MAPFRE Group

31ST ANNUAL GENERAL MEETING

20 April 2012

PROXY FORM

To be valid, this proxy form must reach Middlesea Insurance p.l.c. in the enclosed self-addressed envelope by not later than 48 hours before the time of the Meeting.

I/We _____ I.D. Card No. _____

residing at _____
being a Shareholder/Shareholders of Middlesea Insurance p.l.c. hereby appoint

_____ I.D. Card No. _____
or failing him/her the Chairman of the Meeting as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held on Friday 20 April 2012 and at any adjournment thereof.

Date _____ Signature of Shareholder _____

The Proxy will vote as indicated below in the relevant box. Unless otherwise instructed, he/she will exercise his/her discretion as to how he/she votes and as to whether or not he/she votes.

FILL IN ONE OF THE FOLLOWING BOXES

- My/Our proxy is authorised to vote as he/she wishes.
- My/Our proxy will vote as indicated hereunder:*

* If the proxy form is returned without an indication as to how the proxy is authorised to vote on any particular matter, the proxy will exercise his/her discretion as to whether, and if so how, he/she votes.

| <p>Resolutions</p> <p>How to vote: Make a mark 'X' either in the box FOR or in the box AGAINST to indicate how you wish to vote.</p> <table style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left; border-bottom: 1px solid black;">Ordinary Resolutions</th> <th style="text-align: center; border-bottom: 1px solid black;">FOR</th> <th style="text-align: center; border-bottom: 1px solid black;">AGAINST</th> </tr> </thead> <tbody> <tr> <td>To consider and approve the Audited Accounts</td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> <tr> <td>Approval of dividend</td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> <tr> <td>Auditors' reappointment and remuneration</td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> <tr> <td>Election of Directors</td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> <tr> <td>Directors' emoluments for 2012</td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> <tr> <td>Extraordinary Resolution</td> <td style="text-align: center; border-bottom: 1px solid black;">FOR</td> <td style="text-align: center; border-bottom: 1px solid black;">AGAINST</td> </tr> <tr> <td>To amend specific articles of the current Articles of Association in line with the details provided in the Circular to Shareholders.</td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> </tbody> </table> | Ordinary Resolutions | FOR | AGAINST | To consider and approve the Audited Accounts | <input type="checkbox"/> | <input type="checkbox"/> | Approval of dividend | <input type="checkbox"/> | <input type="checkbox"/> | Auditors' reappointment and remuneration | <input type="checkbox"/> | <input type="checkbox"/> | Election of Directors | <input type="checkbox"/> | <input type="checkbox"/> | Directors' emoluments for 2012 | <input type="checkbox"/> | <input type="checkbox"/> | Extraordinary Resolution | FOR | AGAINST | To amend specific articles of the current Articles of Association in line with the details provided in the Circular to Shareholders. | <input type="checkbox"/> | <input type="checkbox"/> | <p>Election of Directors</p> <p>The number of nominations received match the number of vacancies for directors in accordance with the Articles of Association of the Company and consequently all nominated directors are automatically elected as directors and there will not be the need for an election.</p> |
|--|--------------------------|--------------------------|---------|--|--------------------------|--------------------------|----------------------|--------------------------|--------------------------|--|--------------------------|--------------------------|-----------------------|--------------------------|--------------------------|--------------------------------|--------------------------|--------------------------|---------------------------------|------------|----------------|--|--------------------------|--------------------------|---|
| Ordinary Resolutions | FOR | AGAINST | | | | | | | | | | | | | | | | | | | | | | | |
| To consider and approve the Audited Accounts | <input type="checkbox"/> | <input type="checkbox"/> | | | | | | | | | | | | | | | | | | | | | | | |
| Approval of dividend | <input type="checkbox"/> | <input type="checkbox"/> | | | | | | | | | | | | | | | | | | | | | | | |
| Auditors' reappointment and remuneration | <input type="checkbox"/> | <input type="checkbox"/> | | | | | | | | | | | | | | | | | | | | | | | |
| Election of Directors | <input type="checkbox"/> | <input type="checkbox"/> | | | | | | | | | | | | | | | | | | | | | | | |
| Directors' emoluments for 2012 | <input type="checkbox"/> | <input type="checkbox"/> | | | | | | | | | | | | | | | | | | | | | | | |
| Extraordinary Resolution | FOR | AGAINST | | | | | | | | | | | | | | | | | | | | | | | |
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