

MAPFRE Middlesea plc
Middle Sea House, Floriana FRN 1442 Malta
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 **MAPFRE | MIDDLESEA**

Notice to Shareholders
35th ANNUAL GENERAL MEETING
22 APRIL 2016

Notice is hereby given that the thirty-fifth Annual General Meeting of MAPFRE Middlesea p.l.c. will be held at the Fortress Suite, Corinthia Hotel, St. George's Bay, St. Julians on Friday 22 April 2016 at 9.30 a.m. to consider and, if deemed fit, approve the following resolutions:

Ordinary Resolutions

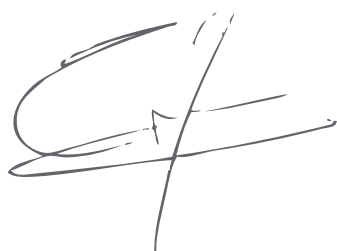
1. To consider and approve the Accounts for the year ended 31 December 2015 and the reports of the Directors and Auditors thereon;
2. To declare a final gross dividend of €0.0560513 per share as recommended by the Board of Directors;
3. To appoint KPMG as Auditors and to authorise the Directors to fix 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

1. To amend specific articles of the M&A (as per Circular to shareholders)

ADMISSION TO THE AGM

In order to be admitted to the Meeting, you or your proxy must present your/his/her I.D. Card or other lawful means of identification together with the admission form. The meeting will commence at 9.30am. Admission to the Meeting will start at 8.30am.



Carlo Farrugia
Company Secretary
30 March 2016

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**Avviż lill-Azzjonisti
IL-35 LAQGHA ĠENERALI ANNWALI
22 TA' APRIL 2016**

B'dan qed jingħata avviż li l-ħamsa u tletin Laqgħa Ġenerali Annwali tal-MAPFRE Middlesea p.l.c. se ssir fil- Fortress Suite, Corinthia Hotel, Il-Bajja ta' San Ġorġ, San Ġiljan nhar il-Ġimgħa, 22 ta' April 2016 fid-9:30am biex tqis u, jekk jinsab xieraq, tapprova r-rizoluzzjonijiet li ġejjin:

Rizoluzzjonijiet Ordinarji

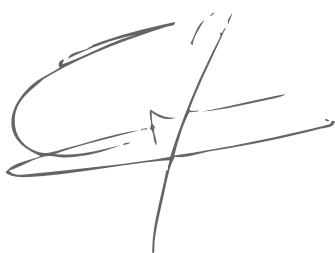
1. Biex tqis u tapprova l-Kontijiet għas-sena li għalqet fil-31 ta' Diċembru 2015 u r-rapporti tad-Diretturi u l-Awdituri fuqhom;
2. Sabiex jiġi dikjarat dividend gross finali ta' €0.0560513 għal kull sehem, kif rakkomandat mill-Bord tad-Diretturi;
3. Biex taħtar lil KPMG bħala Awdituri u tawtorizza 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-ogħla ħlasijiet annwali aggregati tad-Diretturi f'konformità mas-sena ta' qabel.

Rizoluzzjoni Straordinarja

1. Biex jiġu mibdula artikoli specifici tal-istatut (skond iċ-ċirkolari lill-azzjonisti)

DHUL GĦAL- LAQGHA ĠENERALI ANNWALI

Biex tidhol għal-Laqgħa, int jew il-Prokuratur/Prokuratriċi tiegħek trid tipprezenta l-Karta tal-Identità tiegħek/tiegħu/tagħha flimkien mal-formola tad-dhul. Il-laqgħa tibda fid-9.30am. Ir-registrazzjoni tiftaħ fit-8.30am.



Carlo Farrugia
Segretarju tal-Kumpanija
30 ta' Marzu 2016