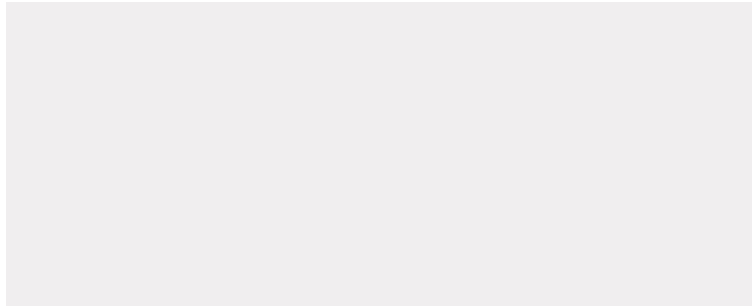




SHAREHOLDERS' PARTICULARS



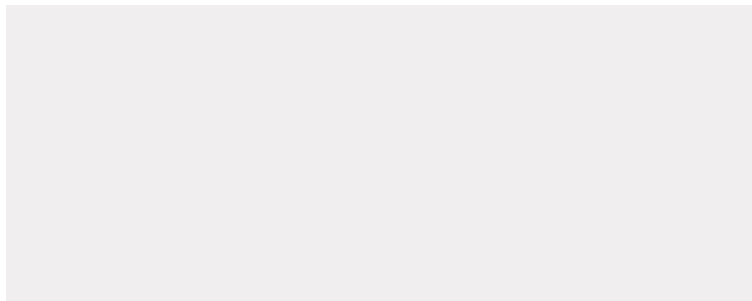
ANNUAL GENERAL MEETING

FRIDAY 20 APRIL 2018
AT THE CDC HALL
INTERCONTINENTAL HOTEL
ST. JULIAN'S - STJ 3310 - MALTA

ADMISSION FORM

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 THIS DOCUMENT

The meeting will commence at 09.30hrs
Admission to the Meeting will start at 08.30hrs



 **MAPFRE** | MIDDLESEA



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middlesea.com

 **MAPFRE** | MIDDLESEA

PROXY FORM 37th ANNUAL GENERAL MEETING 20 APRIL 2018

To be valid, this proxy form must reach MAPFRE Middlesea 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 MAPFRE Middlesea 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 2018 and at any adjournment thereof.	
Signature of shareholder	Date

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

<input type="checkbox"/> My/Our proxy is authorised to vote as he/she wishes	<input type="checkbox"/> My/Our proxy will vote as indicated hereunder*
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* 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.

VOTING PREFERENCES

How to vote: Make a mark 'X' either in the box FOR or in the box AGAINST to indicate how you wish to vote

	FOR	AGAINST
ORDINARY RESOLUTIONS		
To consider and approve the Audited Accounts		
Approval of dividend		
Auditors' appointment and remuneration		
Directors' Emoluments for 2018		
Election of Directors	SEE ADJACENT	

ELECTION OF DIRECTORS

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.

Note - For details and instructions on the voting procedure please see overleaf





Participation and Voting by Shareholders

A Shareholder may participate and vote at the Annual General Meeting (AGM) either by personally attending the Meeting or by appointing a person to attend and vote at the AGM in his stead (a "proxy").

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.

Where the Shareholder is a body corporate, including a company, a partnership, an association of persons, a foundation or other entity, a form of proxy must be duly executed (whether in favour of the Chairman of the Meeting or another representative of the Shareholder) in accordance with the Memorandum and Articles or similar constitutional documents of the entity. The Office of the Company Secretary reserves the right to request evidence of the aforesaid.

This advice has been mailed to shareholders registered as at 20 March 2018 (the record date). Only those shareholders registered on the record date shall have the right to participate and vote at the general meeting. Information and AGM documentation is available on the MMS website on www.middlesea.com. 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. 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 16 February 2018. The M&A of the Company is available for viewing at www.middlesea.com.

Completing the Proxy Form

The Shareholder wishing to participate at the AGM by proxy is to complete in full all details required on the proxy form and, in particular, where the proxy is being filled in by hand, details should be completed clearly and in a legible manner. The Shareholder is to:

- i) indicate whether the Shareholder wishes to appoint as proxy the Chairman of the Meeting or another person. In the case that the Shareholder wishes to appoint a person other than the Chairman of the Meeting as proxy, the full name, address and I.D. Card number of the proxy must be inserted in the appropriate space;
- ii) indicate whether the Shareholder wishes the appointed proxy to vote as the proxy wishes or whether the Shareholder wishes to instruct the appointed proxy how to vote, by marking the appropriate box indicated in the proxy form. In the event that no indication is made, it shall be deemed that the Shareholder authorises the appointed proxy to vote as the proxy wishes; and
- iii) if the Shareholder wishes that the appointed proxy votes in a particular manner, the Shareholder should indicate his/her voting preference against each resolution in the appropriate box either by inserting the number of votes (shares held) or by the use of a cross or a mark (instead of inserting a number of votes) under either 'For' or 'Against'. The cross or mark will be interpreted that the Shareholder has assigned all the votes accordingly. If a cross or a mark is placed under both 'For' or 'Against' for the same resolution, the Shareholder's vote on that particular resolution will be invalid.

If the Shareholder inserts the number of votes, these may be split up in any ratio whatsoever, in favour or against any resolution. A Shareholder may therefore utilise all or part of the votes for each resolution. However, in no circumstances, may the Shareholder use more votes than he/she is entitled to. If this occurs, then the vote on that particular resolution will be invalid.

Any resolution remaining unmarked or any amount of shares remaining unutilised on the proxy form will be automatically included in the voting document which is given to the appointed proxy to vote during the AGM.

Disclosure by proxy in terms of MFS Listing Rules 12.29 and 12.30

Prior to the general meeting, a proxy holder is to disclose to the Shareholder who appointed him/her any facts of which he/she is aware and which may be relevant for the Shareholder in assessing any risk that the proxy holder might pursue any interest other than the interest of the Shareholder.

In particular, a proxy holder is required to disclose to the Shareholder:

- 1) whether the proxy holder is a Director of the Company or of a controlling shareholder of the Company or of an entity controlled by the Company (as may be applicable);
- 2) whether the proxy holder is an employee or an auditor of the Company or an employee or an auditor of a controlling shareholder of the Company or an entity controlled by the Company (as may be applicable);
- 3) whether the proxy holder has a family relationship with a natural person who is:
 - i) a controlling shareholder of the Company or of an entity controlled by the Company (as may be applicable); or
 - ii) a director of the Company, or of a controlling shareholder of the Company or of an entity controlled by the Company (as may be applicable); or
 - iii) an employee or an auditor of the Company or of a controlling shareholder of the Company or of an entity controlled by the Company (as may be applicable).

Where the Shareholder is appointing the Chairman of the Meeting as proxy, the Chairman of the Meeting is declaring to the Shareholder that:

- i) he is not a controlling shareholder of the Company;
- ii) he is not an employee or auditor of the Company or of a controlling shareholder of the Company or of an entity controlled by the Company (as may be applicable);
- iii) he does not have a family relationship with a natural person who is a controlling shareholder of the Company, a director, an employee or an auditor of the Company or of a controlling shareholder of the Company or of an entity controlled by the Company; and
- iv) he is a director of the Company.

ADMISSION TO THE ANNUAL GENERAL MEETING (AGM)

- a) In order to be admitted to the AGM, the Shareholder must present his/her I.D. Card and the Admission Form. Upon admission, Shareholders and proxy holders will be issued with a voting document.
- b) In the case of shares held jointly by several persons, except in the case of shares held jointly by husband and wife, the first named joint holder on the Register held at the Central Securities Depository of the Malta Stock Exchange, shall be eligible to attend and vote at the AGM.
- c) A single representative of a joint shareholding, who is not the first named on the Register, will only be eligible to attend and vote at the AGM, if a form of proxy has been duly executed in his/her favour by all other joint holders.
- d) In the case of shares held jointly by husband and wife, both the husband and the wife, or either of them, may attend the AGM, provided that:
 - i) irrespective of whether both the husband and the wife, or either of them, attend the AGM, only one voting document will be issued and only one of them shall be entitled to vote; and
 - ii) if they wish to appoint a proxy, the form of proxy must be signed and executed by both husband and wife.
- e) When a Shareholder is a body corporate, including a company, a partnership, an association of persons, a foundation or other entity, a representative thereof will only be eligible to attend and vote at the AGM if the form of proxy duly executed in his/her favour has been received by the Office of the Company Secretary as provided under Participation and voting by Shareholders.
- f) A Shareholder who is a minor may be represented at the AGM by a parent or legal guardian who will be required to present his / her I.D. Card and the Admission Form. Minors (under the age of 18 years) will not be allowed to attend the AGM.
- g) Admission to the AGM will commence one hour before the appointed time.
- h) After the AGM has proceeded to business, voting documents will continue to be issued until such time as the AGM proceeds to vote on the agenda, whether by show of hands or by ballot. Thereafter, no further voting documents will be issued and admittance to the AGM will be discontinued.

MAPFRE Middlesea 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.

