



Middlesea Insurance p.l.c.

ID-29 LAQGHA ĠENERALI ANNWALI

9 ta' Ġunju 2010

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-hin tal-Laqgħa.

Jien/Ahna \_\_\_\_\_ Numru tal-Karta tal-Identità \_\_\_\_\_

li noqgħod/noqogħdu \_\_\_\_\_ billi jien Membru/ahna Membri tal-Middlesea Insurance p.l.c. b'din qed nahtar/nahtu lil

\_\_\_\_\_ Numru tal-Karta tal-Identità \_\_\_\_\_ jew, jekk ma jkunx hemm hu/hi, liċ-Chairman tal-Laqgħa bħala prokuratur tiegħi/tagħna biex jivvota/tivvota f'ismi/f'isimna fil-Laqgħa Ġenerali Annwali tal-Kumpanija li se ssir nhar l-Erbgħa 9 ta' Ġunju 2010, 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/jidhrilha.
 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-prokura/jrid jivvota/trid tivvota, il-prokuratur/prokuratriċi jista'/tista' juża/tuża d-diskrezzjoni tiegħu/tagħha jekk u kif jivvota/tivvota.

Rizoluzzjonijiet

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

Table with 3 columns: Description, FAVUR, KONTRA. Rows include: Biex tqis u tapprova l-Kontijiet verifikati, Hatra mill-gdid tal-Awdituri u r-rimunerazzjoni tagħhom, Elezzjoni tad-Diretturi, Hlasijiet Addizzjonali tad-Diretturi għall-2009, Hlasijiet tad-Diretturi għall-2010.

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 hteiga ta' elezzjoni ta' diretturi.



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9 ta' Ġunju 2010

AVVIŻ LILL-MEMBRI

B'dan qed jingħata avviż li d-Disgħa u Għoxrin Laqgħa Ġenerali Annwali tal-Middlesea Insurance p.l.c. se ssir fil-Hilton Conference Centre nhar l-Erbgħa 9 ta' Ġunju 2010 fl-12:00pm biex tqis u, jekk jinsab xieraq, tapprova r-rizoluzzjonijiet li ġejjin:

- 1. Biex tqis u tapprova il-Kontijiet għas-sena li għalqet fil-31 ta' Diċembru 2009 u r-rapporti tad-Diretturi u l-Awdituri fuqhom;
2. Biex tahtar mill-gdid lil PricewaterhouseCoopers bħala Awdituri u tawtorizza lid-Diretturi jiffissaw ir-rimunerazzjoni tagħhom;
3. Biex teleggi Diretturi skond Artiklu 97(5) ta' l-Istatut ta' Assoċjazzjoni tal-Kumpanija;
4. Biex jirratifikaw il-hlasijiet addizzjonali tad-Diretturi għall-ammont ta' €56,538 għas-sena finanzjarja 2009 flimkien mal-hlasijiet li ġew approvati fil-Laqgħa Ġenerali Annwali 2009
5. Biex tapprova s-somma ta' €250,000 bħala l-oghla hlasijiet annwali aggregati tad-Diretturi.

B'ordni tal-Bord.

[Signature]

Carlo Farrugia
Segretarju tal-Kumpanija
17 ta' Mejju 2010

Indirizz irreġistrat:

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

KARTA TAD-DHUL

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

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

Biljett imħallas tal-Hilton car park jista' jingabar mill-azzjonist meta jirreġistra għad-dhul fil-Laqgħa Ġenerali Annwali. Ir-registrazzjoni tiftaħ fil-11.00am.

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

Isem il-Prokuratur/Prokuratriċi

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

Firma tal-Azzjonist/a

NOTI

1. Dan l-avviż intbagħat lill-azzjonisti li kienu reġistrati nhar l-10 ta' Mejju 2010 (data tar-reġistrazzjoni). Dawk l-azzjonisti li huma rreġistrati sad-data ta' reġistrazzjoni biss ser jkunu jistgħu jipparteċipaw 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 mehmuża b'email lis-Segretarju tal-Kumpanija fuq carlof@middlesea.com. Prokuratur m'hemm 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 hawn annessa. Id-depożitu ta' dokument ta' prokura ma jzommx Membru milli jattendi u jivvota hu stess fil-Laqgħa jew fl-aġġornament tagħha. Formola ta' prokura qed tintbagħat ma' dan l-avviż. 3. Din l-informazzjoni ser tkun disponibbli fuq il-websajt tal-MSI www.middlesea.com. 4. Membri jistgħu jirreferu għal Artikolu 53(6) tal-M&A, li jitratta d-dritt tal-azzjonisti li jgħid sugġetti fuq l-aġenda u li jissottomettu abbozz ta' rizoluzzjonijiet. Azzjonist li jkollu inqas minn 5% f'valur nominali huwa mitlub jissottometti kull zjieda għas-sugġetti tal-aġenda sal-25 ta' Mejju 2010. 5. Membri huma wkoll mogħtija parir li skont Artikolu 66 tal-M&A azzjonisti bid-dritt li jistaqsu mistoqsijiet huma mistiedna jibagħtu l-mistoqsijiet tagħhom lis-Segretarju tal-Kumpanija fl-uffiċċju reġistrat f'Middle Sea House, Floriana, sal-31 ta' Mejju 2010. 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 taħt l-Att tal-1998 dwar Negożju ta' Assigurazzjoni.



Middlesea Insurance p.l.c.

29TH ANNUAL GENERAL MEETING

9 June 2010



NOTICE TO MEMBERS

Notice is hereby given that the Twenty Ninth Annual General Meeting of Middlesea Insurance p.l.c. will be held at the Hilton Conference Centre on Wednesday 9 June 2010 at 12.00 p.m. to consider and, if deemed fit, approve the following resolutions:

- 1. To consider and approve the Accounts for the year ended 31 December 2009 and the reports of the Directors and Auditors thereon;
2. To reappoint PricewaterhouseCoopers as Auditors and to authorise the Directors to fix their remuneration;
3. To elect Directors in accordance with Article 97(5) of the Company's Articles of Association;
4. To ratify additional Directors' emoluments of €56,538 for the financial year 2009 in addition to the maximum emoluments approved at the 2009 AGM;
5. To approve the maximum annual aggregate emoluments of Directors at €250,000.

By Order of the Board.

Carlo Farrugia
Company Secretary
17 May 2010

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

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.

A Hilton car park paid ticket may be collected by the shareholder when registering for entry to the Annual General Meeting. Registration will open at 11.00am.

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 10 May 2010 (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 at carlof@middlesea.com. 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 the enclosed split proxy form. 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 will be available on the MSI website on www.middlesea.com. 4. Members may wish to refer to Article 53(6) of the M&A, which deals with the right of the shareholders to put items on the agenda and to table draft resolutions. Shareholders holding not less than 5% in nominal value are required to submit any addition to the agenda items by the 25 May 2010. 5. Members are also advised that in accordance with Article 66 of the M&A, shareholders having the right to ask questions are invited to send their questions to the Company Secretary at the registered office at Middle Sea House, Floriana by the 31 May 2010. 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.

29TH ANNUAL GENERAL MEETING

9 June 2010

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 Member/Members 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 Wednesday 9 June 2010 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.

Resolutions

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

Table with 3 columns: Resolution, FOR, AGAINST. Rows include: To consider and approve the Audited Accounts, Auditors' reappointment and remuneration, Election of Directors, Additional Directors' Emoluments for 2009, Directors' emoluments for 2010.

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 of directors.