

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the action that you should take, you are recommended to seek your own financial advice from your stockbroker, solicitor, accountant or other professional adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred your entire holding of ordinary shares in Amlin plc, please send this document, together with the accompanying Form of Proxy, to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale was effected, for transmission to the purchaser or transferee.



2008 ANNUAL GENERAL MEETING BUSINESS

**including a proposed new Savings Related Share Option Plan and
proposed new Articles of Association**

Your attention is drawn to the letter from the Chairman of Amlin plc set out on pages 3 to 6 of this document recommending that you vote in favour of the Resolutions to be proposed at the Annual General Meeting.

Notice of the Annual General Meeting of Amlin plc, to be held at noon on Thursday 24 April 2008 at the offices of the Company at St Helen's, 1 Undershaft, London EC3A 8ND, is set out at the end of this document. Shareholders will find enclosed a Form of Proxy for use at the Annual General Meeting. Whether or not you intend to be present at this meeting, please complete and return this Form of Proxy to Amlin plc's registrar, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, or electronically following the instructions on the reverse of the form, so as to be received as soon as possible. To be valid your voting instruction must be received no later than noon on Tuesday 22 April 2008. Arrangements have also been made for CREST members to appoint a proxy or proxies through the CREST electronic appointment service. Further details regarding CREST are included in notes 7 to 10 starting on page 10 of this document.

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DEFINITIONS AND INTERPRETATIONS

The following definitions apply in this document and in the accompanying Form of Proxy unless the context otherwise requires:

“Amlin” or the “Company”	Amlin plc
“Amlin shareholders” or “shareholders”	the holders of ordinary shares in Amlin
“Annual General Meeting” or “AGM”	the Annual General Meeting of Amlin convened for noon on Thursday 24 April 2008, notice of which is set out at the end of this document
“Articles”	the Articles of Association of the Company
“Form of Proxy”	the form of proxy accompanying this document for voting on resolutions to be proposed at the Annual General Meeting
“Group” or “Amlin Group”	Amlin and its subsidiary undertakings
“ordinary shares”	ordinary shares of 28.125p each in the share capital of Amlin
“Resolution(s)”	the resolution(s) contained in the notice of Annual General Meeting set out at the end of this document



To the holders of ordinary shares

20 March 2008

Dear Shareholder

You will find set out at the end of this document a notice convening the Annual General Meeting of the Company to be held at noon on Thursday 24 April 2008 at the offices of the Company at St Helen's, 1 Undershaft, London EC3A 8ND. The special business this year includes proposed new Articles of Association of the Company ("Articles") and two resolutions relating to share plans.

First, I comment on some of the items of ordinary business to be transacted.

Directors' Remuneration Report (Resolution 2)

The AGM business includes an ordinary resolution to approve the Directors' Remuneration Report for the year ended 31 December 2007, which is contained in the Annual Report starting on page 108. Please note that the vote on this resolution is advisory and no directors' remuneration is conditional upon the passing of this resolution.

Dividend (Resolution 3)

Resolution 3 is for a final ordinary dividend of 10.0p per share. Commentary on our policies for dividends and other returns to shareholders are set out in my Chairman's statement and other parts of the 2007 Annual Report.

Election and Re-election of Non-executive Directors (Resolutions 4 & 5)

Biographical details of all the directors proposed for election or re-election at the AGM are reproduced from the Annual Report in Appendix 1 on page 12.

In December 2007 the Board appointed an additional non-executive director, Mr Martin (Marty) Feinstein. He is therefore proposed for election by shareholders in Resolution 4 for a three year term in accordance with the Articles. The Board believes that Mr Feinstein is a valuable addition to the Board, and commends the appointment to you.

The Nomination Committee and the Board also propose as Resolution 5 the re-election as a director of Mr Mylvaganam. In his case the term of office is specified as being until the Annual General Meeting to be held in 2009, which is in accordance with corporate governance best practice as his service as a non-executive director is extending for more than nine years. The Combined Code envisages that such directors may serve for more than nine years provided re-election occurs on an annual basis. Mr Mylvaganam is being recommended for re-election as he continues to make a valuable contribution to the Board.

Mr Joslin's term of office will also be completed at the AGM and, after valuable service, he has decided to retire.

Details of directors' independence status are set out in the Board Corporate Governance Statement starting on page 98 of the Annual Report.

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Amlin plc
Registered office
St Helen's, 1 Undershaft
London EC3A 8ND
Registered in England
No. 2854310

Re-election of the Chairman as a Director (Resolution 6)

Following a process of evaluation and Board consultation by the Nomination Committee led by the senior independent director, I have accepted the Board's invitation to continue as Chairman. As my current term of office as a director expires at this AGM, I am therefore being proposed for re-election by shareholders as a director for the usual three year term of office in accordance with the Articles.

Re-appointment of Auditors (Resolution 7)

The directors, on the recommendation of the Audit Committee, recommend the re-appointment of Deloitte & Touche LLP as auditors, to hold office until the next meeting at which accounts are laid.

The rest of this letter explains the background to, and reasons for, the special business to be proposed at the AGM.

Approval of introduction of the Amlin plc 2008 Savings Related Share Option Plan (the "New Sharesave Plan") (Resolution 8)

The Amlin 1998 Savings-Related Share Option Scheme will automatically terminate later this year on the tenth anniversary of its introduction, after which no further options may be granted. Following the scheme's success in encouraging staff at all levels to build up interests, and subsequently shareholdings, in the Company at an acceptable cost, the Remuneration Committee has proposed that the Company establish a replacement savings related share option plan, which will also be HM Revenue & Customs approved. The background to the Company's all-employee share plans is set out in the Directors' Remuneration Report in the Annual Report and a summary of the principal terms of the proposed New Sharesave Plan is set out in Appendix 2 on page 13. The Board considers that the New Sharesave Plan, which will be available for all employees subject to certain eligibility criteria, offers a tax-efficient means of continuing to encourage share ownership amongst staff. It is intended that the first invitations under the new plan will be made in September 2008.

Amendment to the Amlin Performance Share Plan ("PSP") (Resolution 9)

The PSP is a long term incentive plan for senior non-underwriters that was approved by shareholders in 2004. Annual awards have been made from 2004 onwards. Details of the PSP are set out in the Directors' Remuneration Report in the Annual Report. The Remuneration Committee of the Board has recommended that the Rules of the PSP be amended. Although not a major amendment, it is one that could operate in favour of participants and therefore requires shareholder consent.

The Rules of the PSP provide that if a participant ceases to be a director or employee of a Group company before the fifth anniversary of grant, awards lapse unless the cessation is by reason of specific restricted circumstances, such as death, injury, ill-health, redundancy or retirement (in certain circumstances). As is usually the case with such incentive plans, such "good leavers" are normally permitted to exercise their awards early, subject to satisfaction of performance conditions at that time and a time pro-rata adjustment. However, in addition to specific categories of good leaver, such plans often also give discretion, exercisable by the Remuneration Committee on the Board's behalf, to treat others as good leavers if the specific circumstances justify it. This applies in the case of Amlin's separate Long Term Incentive Plan (the "LTIP") approved by shareholders in 2006. In order to bring the PSP into line with the LTIP and to provide this additional flexibility, which would only be used by the Remuneration Committee in special circumstances, Resolution 9 therefore proposes to add such a discretion to the Rules of the PSP.

Renewal of authorities to allot equity securities (Resolutions 10 and 11)

An ordinary resolution (Resolution 10) is to be proposed to renew the directors' authority to allot up to 158,907,616 ordinary shares, having an aggregate nominal value of £44,692,767 representing just under one third of the issued ordinary share capital (excluding treasury shares) as at 17 March 2008, the latest practicable date prior to the date of this letter. Additionally, a special resolution (Resolution 11) is to be proposed to renew the directors' authority to allot ordinary shares for cash without first offering them pro rata to existing shareholders. This authority also covers, within the aggregate limit, the sale of treasury shares for cash. If approved, this authority will be limited to 23,836,128 ordinary shares, having an aggregate nominal value of £6,703,911 which represents just under 5% of the Company's ordinary issued share capital (excluding treasury shares) as at the same date.

Apart from issues of ordinary shares pursuant to the terms of the Company's employee share schemes, the directors have no present intention of utilising these authorities. Renewal of these limited authorities will, however, enable the directors to respond in the interests of the Company to any appropriate opportunities which may arise. These authorities will expire on the date of the Annual General Meeting to be held in 2009 or on 30 June 2009, whichever is the earlier.

Renewal of authority for the Company to purchase its own shares (Resolution 12)

A special resolution (Resolution 12) is to be proposed to renew the Company's general authority to purchase its own shares in the market. In our Preliminary Results statement on 28 February 2008 we explained that the Board had authorised a buy back programme in order to continue to manage our equity capital efficiently. As announced to the market, this buy-back programme commenced earlier this month.

The directors consider that a renewal of the authority, which would otherwise expire at the AGM, is desirable to maintain flexibility in the management of the Company's capital resources. In reaching any decisions to make purchases of the Company's own shares the directors will continue to take into account other available investment opportunities, the Company's and the Group's cash resources, the Group's capital requirements, including for supporting underwriting, and the effects on the Company's distributable reserves and on its earnings and net assets per share. The authority is only exercised when such exercise is expected to be in the best interests of shareholders generally.

It is proposed that the renewed authority will be limited to 47,672,288 ordinary shares (being just under 10% of the issued share capital, excluding treasury shares, of the Company as at 17 March 2008, the latest practicable date prior to the date of this letter). Any purchases made pursuant to the renewed authority would be in addition to any purchases of ordinary shares occurring between 18 March 2008 and the AGM, which would be made pursuant to the authority granted at the Extraordinary General Meeting held in December 2007. The maximum price that may be paid for ordinary shares under the authority shall not exceed the higher of (i) 105% of the average of the middle market quotations of the Company's ordinary shares, as derived from the London Stock Exchange Daily Official List, for the five business days prior to any purchase; and (ii) the highest current independent bid for the Company's ordinary shares on the London Stock Exchange at the time of the purchase. It is expected that renewal of the authority will continue to be sought as a routine matter at annual general meetings in future years whether or not there is an immediate intention to use it.

As at 17 March 2008 there were options outstanding to subscribe for 7,135,248 new ordinary shares in the Company. This represents 1.50% of the issued ordinary capital of the Company (excluding treasury shares) as at that date and would represent 1.66% if the authority to buy back shares under this resolution were used in full.

The Company may hold some or all of its own shares that it purchases under the proposed buy back authority as treasury shares as an alternative to cancelling them, as it is doing in the case of the shares purchased recently. This gives the Company the ability to re-issue such shares quickly and cost effectively, providing the Company with desirable additional flexibility. No dividends will be paid on shares whilst held in treasury and no voting rights will be exercisable in respect of such shares.

Adoption of new Articles of Association (Resolutions 13 and 14), including electronic shareholder communications

In November 2006 a new Companies Act was enacted and, as indicated last year, amendments to the Company's Articles are now proposed to take account of the changes. In order to reflect the timing of the implementation of different aspects of the Act, we are proposing adoption immediately after the AGM of new Articles (Resolution 13) and then further amendment of the new Articles to take effect on 1 October 2008 (Resolution 14), as more fully explained in Appendix 3 starting on page 16. Further changes are then likely to be necessary in 2009 or 2010 to take account of the later implementation of the final parts of the new Companies Act. Details of the differences in each set of new Articles now being proposed are also set out in Appendix 3.

One of the changes proposed in the revised Articles to be adopted immediately after the AGM allows the Company to make shareholder documents available by electronic means and/or through a website rather than sending out printed copies, unless shareholders advise otherwise. This is a change to the existing arrangement whereby shareholders inform the Company only if they wish to receive documents electronically. However, the Company will still be required to send copies of all shareholder documents by post to those shareholders who have notified the Company of their wishes. If Resolution 13 is approved, the directors intend to circulate to shareholders later in the year the procedure for making such notifications and letting shareholders know when these revised arrangements will be implemented. We are very happy to continue circulating shareholder material by post to those who wish to receive it, but commend this proposal to you on cost and environmental grounds.

Action to be taken

Enclosed with this document is a Form of Proxy for use in connection with all the Resolutions to be proposed at the AGM. Whether or not you are able to attend the meeting, the directors request that either you (i) complete and return the enclosed Form of Proxy to Amlin's registrar, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, or (ii) submit votes electronically following the instructions on the front of the form or (iii) if you are a CREST member, lodge the CREST Proxy Instruction, using CREST Proxy Voting Service, in all cases so as to arrive not later than noon on 22 April 2008.

The completion and return of a Form of Proxy (electronically or otherwise) will not preclude you from attending the AGM and voting in person.

Recommendations

The directors believe that all the Resolutions contained in the Notice of Annual General Meeting are likely to promote the success of the Company for the benefit of its members as a whole. Accordingly, the directors unanimously recommend shareholders to vote in favour of all the Resolutions.

The directors intend to vote (or, as the case may be, procure the voting of) their beneficial holdings in favour of all the Resolutions to be proposed at the AGM which, in aggregate and excluding interests in the Group's Employee Share Ownership Trust, amount to 2,129,649 ordinary shares, representing approximately 0.45% of the Company's issued share capital.

Yours sincerely

R J Taylor
Chairman

AMLIN PLC

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the fifteenth Annual General Meeting of Amlin plc will be held at the offices of the Company at St Helen's, 1 Undershaft, London EC3A 8ND at noon on Thursday 24 April 2008 for the following purposes:

To consider and, if thought fit, pass resolutions 1 to 10 below as ordinary resolutions and 11 to 14 below as special resolutions:

ORDINARY RESOLUTIONS

1. To receive and adopt the accounts for the year ended 31 December 2007 and the reports of the directors and auditors thereon.
2. To approve the Directors' Remuneration Report contained in the Company's Annual Report for the year ended 31 December 2007.
3. To declare a final ordinary dividend of 10.0p per ordinary share in respect of the year ended 31 December 2007, such dividend to be paid on 30 April 2008 to holders of ordinary shares on the register on 25 March 2008.
4. To elect Mr M D Feinstein, who retires at the first Annual General Meeting following his appointment to the Board and, being eligible, offers himself for election, as a director.
5. To re-elect Mr R W Mylvaganam, who, being eligible, offers himself for re-election, as a director, for a term of office to expire on the date of the Annual General Meeting to be held in 2009.
6. To re-elect Mr R J Taylor, who, being eligible, offers himself for re-election, as a director.
7. To re-appoint Deloitte & Touche LLP, who offer themselves for re-appointment, as auditors to hold office until the conclusion of the next general meeting at which accounts are laid before the Company, and to authorise the Audit Committee to determine their remuneration.
8. That the Amlin plc 2008 Savings Related Share Option Plan (the "Sharesave Plan"), the principal terms of which are summarised in Appendix 2 of the circular to shareholders dated 20 March 2008 and a copy of the rules of which is produced to the meeting and initialled by the Chairman for the purposes of identification, be and is hereby approved and adopted, and the directors be and are hereby authorised: (i) to make such modifications to the Sharesave Plan as they may consider necessary or expedient to obtain approval of HM Revenue & Customs to the Sharesave Plan; and (ii) to adopt appendices or further plans based on the Sharesave Plan but modified to take account of local tax, exchange control or securities laws in non-UK jurisdictions, provided that any shares made available under such further appendices or plans are treated as counting against the individual or overall limits in the Sharesave Plan.
9. That Rule 6 'Exercise of Options' of the Amlin plc Performance Share Plan 2004 (the "PSP") be and is hereby amended by moving "or" at the end of 6(3)(h) to the end of 6(3)(i) and the addition of a new 6(3)(j) as follows: "(j) other exceptional circumstances, if the Committee, in its absolute discretion, so decides" (Committee is defined earlier in the Rules of the PSP effectively as the Remuneration Committee).
10. That
 - a. the directors be generally and unconditionally authorised pursuant to and in accordance with Section 80 of the Companies Act 1985 (the "Act") to exercise all the powers of the Company to allot relevant securities up to an aggregate nominal amount of £44,692,767;
 - b. such authority shall expire on the date of the Annual General Meeting in 2009 or on 30 June 2009, whichever is the earlier, and shall be in substitution for all previous authorities

- pursuant to Section 80 of the Act, which are hereby revoked, without prejudice to any allotment of securities pursuant thereto;
- c. by such authority the directors may make offers or agreements which would or might require relevant securities to be allotted after the expiry of such period; and
 - d. for the purpose of this Resolution, words and expressions defined in or for the purposes of the said Section shall bear the same meanings herein.

SPECIAL RESOLUTIONS

11. That, conditional on the passing of Resolution 10 above:
- A. the directors be empowered to allot equity securities wholly for cash:
 - i. in connection with a rights issue; and
 - ii. otherwise than in connection with a rights issue, up to an aggregate nominal amount of £6,703,911;as if Section 89(1) of the Companies Act 1985 (the "Act") did not apply to any such allotment;
 - B. such power shall expire on the date of the Annual General Meeting in 2009 or on 30 June 2009, whichever is the earlier, and shall be in substitution for all previous disapplications of Section 89 of the Act, which shall cease to have effect, without prejudice to any allotment of securities pursuant thereto;
 - C. by such power the directors may make offers or agreements which would or might require equity securities to be allotted after the expiry of such period;
 - D. for the purposes of this Resolution:
 - i. "rights issue" means an offer of equity securities open for acceptance for a period fixed by the directors to holders on the register on a record date fixed by the directors of ordinary shares in proportion to their respective holdings (for which purpose holdings in certificated and uncertificated form may be treated as separate holdings) but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or legal or practical problems under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory;
 - ii. references (except in paragraph E below) to an allotment of equity securities shall include a sale of treasury shares;
 - iii. the nominal amount of any securities shall be taken to be, in the case of rights to subscribe for or convert any securities into shares of the Company, the nominal amount of such shares which may be allotted pursuant to such rights; and
 - iv. words and expressions defined in or for the purposes of Part IV of the Act shall bear the same meanings herein; and
 - E. the power in paragraph A above, insofar as it relates to the allotment of equity securities rather than the sale of treasury shares, is granted pursuant to the resolution conferring authority under Section 80 of the Act passed on the date hereof.
12. That the Company be and is hereby unconditionally and generally authorised for the purpose of Section 166 of the Companies Act 1985 (the "Act") to make market purchases (as defined in Section 163 of the Act) of ordinary shares of 28.125p each in the capital of the Company ("Ordinary Shares") provided that:
- a. the maximum aggregate number of Ordinary Shares which may be purchased is 47,672,288;
 - b. the minimum price which may be paid for each Ordinary Share is its nominal value of 28.125p;
 - c. the maximum price which may be paid for any Ordinary Share is the higher of (i) an amount equal to 105% of the average of the middle market quotations of the Company's Ordinary

- Shares as derived from the London Stock Exchange Daily Official List for the 5 business days immediately preceding the day on which such share is contracted to be purchased; and (ii) the higher of the price of the last independent trade and the highest current bid as stipulated by Article 5(1) of the Commission Regulation (EC) 22 December 2003 implementing the Market Abuse Directive as regards exemptions for buy-back programmes and stabilisation of financial instruments (No 2273/2003); and
- d. this authority shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2009 or on 30 June 2009, whichever is the earlier, unless such authority is renewed prior to that time (except in relation to the purchase of Ordinary Shares the contract for which was concluded before the expiry of such authority and which might be executed wholly or partly after such expiry).
13. That with effect from the end of this Annual General Meeting, the Articles of Association produced to the Meeting marked 'Version A' and initialled by the Chairman of the Meeting for the purposes of identification be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.
 14. That, conditional on the passing of Resolution 13 above, with effect from 00.01am on 1 October 2008 or any later date on which Section 175 of the Companies Act 2006 comes into effect:
 - a. for the purposes of Section 175 of the Companies Act 2006, the directors be given power in their Articles to authorise certain conflicts of interest as described in that Section; and
 - b. the Articles of Association of the Company be amended by the deletion of Articles 79 and 93 in their entirety and by the insertion in their place of new Articles 93, 93A, 93B, 93C and 93D in accordance with the printed document produced to the Meeting, marked 'Version B' and initialled by the Chairman for the purposes of identification.

By Order of the Board

C C T Pender FCIS FSI

Secretary
St Helen's
1 Undershaft
London EC3A 8ND

20 March 2008

Notes regarding the Annual General Meeting

1. The following documents will be available for inspection during normal business hours at the Company's registered office from the date of this notice to the close of the AGM and at the AGM meeting room at such office from 15 minutes prior to its commencement until its conclusion:
 - (i) a copy of the register of interests of the directors of the Company;
 - (ii) a copy of the rules of the Amlin plc 2008 Savings Related Share Option Plan proposed to be approved by Resolution 8;
 - (iii) a copy of the rules of the Amlin plc Performance Share Plan 2004 with the amendment proposed to be approved by Resolution 9 highlighted;
 - (iv) a copy of a new set of Articles of Association highlighting the differences between the new Articles of Association proposed to be adopted pursuant to Resolution 13 and the existing Articles of Association ('Version A');
 - (v) a copy of a further new set of Articles of Association highlighting the differences between the new Articles of Association proposed to be amended pursuant to Resolution 14 and the Articles of Association proposed to be adopted pursuant to Resolution 13 ('Version B');
2. Copies of executive directors' service contracts and of non-executive directors' letters of appointment are available for inspection at the Company's registered office during business hours on any weekday (public holidays excepted) and will be available for inspection at the place of the AGM for fifteen minutes prior to and during the AGM.
3. A shareholder who is entitled to attend and vote at the meeting is entitled to appoint one or more proxies to exercise all or any of his or her rights to attend, speak and vote on his or her behalf. A shareholder may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. Such a proxy need not also be a shareholder of the Company.
4. A Form of Proxy for use by shareholders is enclosed with this Notice of Meeting. Completion of a Form of Proxy (or submission of proxy instructions electronically) will not prevent a shareholder from attending the meeting and voting in person.
5. To be valid, a Form of Proxy and any power or other authority under which it is executed (or a duly certified copy of any such power or authority) must be lodged with the Company's Registrar, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, at least 48 hours before the meeting or adjourned meeting or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) at least 48 hours before the taking of the poll at which it is to be used.
6. The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communications from the Company in accordance with section 146 of the Companies Act 2006 ("nominated persons"). Nominated persons may have a right under an agreement with the member who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.
7. CREST members who wish to appoint a proxy or proxies by using the CREST electronic proxy appointment service may do so by following the procedures laid down in the CREST Manual.
8. In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with CRESTCo's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it relates to the appointment of a proxy or to an amendment to the instruction given to a previously appointed proxy must be transmitted so as to be received by the issuer's agent (ID Number 3RA50) no later than noon on 22 April 2008. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message.
9. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

10. CREST members should note that CRESTCo does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. Please see sections of the CREST Manual concerning practical limitations of the CREST system and timings.
11. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the meeting, and the number of votes which may be cast at the meeting, will be determined by reference to the Company's register of members at 6pm on 22 April 2008 or, if the meeting is adjourned, 48 hours before the time fixed for the adjourned meeting (as the case may be).
12. Holders of ordinary shares are entitled to attend and vote at general meetings of the Company. The total number of issued ordinary shares (excluding treasury shares) in the Company on 17 March 2008, which is the latest practicable date before the publication of this document is 476,722,902. On a vote by show of hands every member who is present has one vote and every proxy present who has been duly appointed by a member entitled to vote has one vote. On a poll every member who is present in person or by proxy has one vote for every ordinary share of which he is the holder. Resolutions 11 to 14 are special resolutions, the remainder are ordinary resolutions. Ordinary resolutions require a simple majority of shareholders voting in person or by proxy to pass the resolutions, whereas special resolutions require at least 75% of shareholders voting in person or by proxy to pass the resolutions.
13. Holders of the Company's redeemable non-cumulative preference shares of 22.4 pence each who are not also holders of ordinary shares are not entitled to attend or vote at the meeting.
14. Entitlement to attend and vote at the meeting, and the number of votes which may be cast at the meeting, will be determined by reference to the Company's register of members at 6pm on 22 April 2008 or, if the meeting is adjourned, not more than 48 hours before the time fixed for the adjourned meeting (as the case may be). In each case, changes to the register of members after such time will be disregarded.
15. In order to facilitate voting by corporate representatives at the meeting, arrangements will be put in place at the meeting so that (i) if a corporate shareholder has appointed the Chairman of the meeting as its corporate representative with instructions to vote on a poll in accordance with the directions of all of the other corporate representatives for that shareholder at the meeting, then on a poll those corporate representatives will give voting directions to the Chairman and the Chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and (ii) if more than one corporate representative for the same corporate shareholder attends the meeting but the corporate shareholder has not appointed the Chairman of the meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative. Corporate shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives (available at www.icsa.org.uk) for further details of this procedure. The guidance includes a sample form of representation letter if the Chairman is being appointed as described in (i) above.
16. Shareholders should note that, on a request made by shareholders of the Company under section 527 of the Companies Act 2006, the Company may be required to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) for the financial year beginning 1 January 2009 that are to be laid before the relevant Annual General Meeting; or (ii) any circumstance connected with an auditor of the Company appointed for the financial year beginning 1 January 2009 ceasing to hold office since the previous meeting at which annual accounts and reports were laid. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 (requirements as to website availability) of the Companies Act 2006. Where the Company is required to place a statement on a website under section 527 of the Companies Act 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the Annual General Meeting in the relevant financial year includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on a website.

APPENDIX I

Biographical details of directors seeking election or re-election

MARTIN FEINSTEIN, INDEPENDENT NON-EXECUTIVE

Aged 59. Appointed a director in December 2007. He is a non-executive director of Reynolds American Inc and GeoVera Insurance Ltd. He was Chairman and Chief Executive Officer of Farmers Group Inc from 1997 to 2005, when he retired after 35 years' service with that group. By 2005, Farmers was the third largest property and casualty insurance group in the US. Whilst Farmers was owned by BAT and then by Allied Zurich, between 1997 and 2000 he served in turn as a director B.A.T. Industries p.l.c. and of Allied Zurich p.l.c.. He is a US citizen.

RAMANAM MYLVAGANAM, INDEPENDENT NON-EXECUTIVE

Aged 58. Appointed a director in 1998, and first elected by shareholders in July 1999, having previously served as an independent non-executive director of Amlin Underwriting Limited. Chairman of the Remuneration Committee since 2004. He is principal partner of CMS, a management consultancy firm specialising in marketing and strategic advice, and a non-executive director of Dobson Lyle Limited, Bern Aqua bv and Apollo Medical Information Systems Limited.

ROGER TAYLOR, CHAIRMAN

Aged 66. Chairman of the Nomination Committee. Appointed a non-executive director and Chairman in 1998. He is non-executive Deputy Chairman of Helphire Group plc, non-executive President of Yura International Holding B.V. and of Yam Invest N.V. and a non-executive director of White Ensign Association Limited. He was formerly Chief Executive of Sun Alliance Group plc and, until 1998, Deputy Chairman of Royal & Sun Alliance Insurance Group plc. He was the Chairman of the Association of British Insurers from 1997 to 1998.

Further details regarding directors' independence is included in the Board Corporate Governance Statement starting on page 98 of the 2007 Annual Report.

APPENDIX 2

Summary of the main terms of the Amlin plc 2008 Savings Related Share Option Plan (“New Sharesave Plan” or “Plan”)

General

The New Sharesave Plan is a savings related share option plan designed to be approved by HM Revenue & Customs (“HMRC”) in accordance with the Income Tax (Earnings & Pensions) Act 2003 (“ITEPA”). It will replace the existing Amlin 1998 Savings-Related Share Option Scheme which is due to expire at the end of its 10 year term.

The Plan will be administered by the Board or a duly authorised committee of the Board. (In practice the Remuneration Committee is such duly authorised committee and decisions and actions of the Board mentioned in the remainder of this summary are expected to be taken by the Remuneration Committee.)

Eligibility

All UK employees and full-time directors of the Company and participating companies within the group of which the Company is the ultimate holding company with at least 5 years' service are entitled to participate. The Board may also permit executive directors and employees with a shorter period of service to participate (and in practice is likely to do so).

It is intended that invitations to apply for options over shares under the Plan will be made to all eligible employees and executive directors who are employed on the date invitations under the Plan are issued. The Board will determine the basis upon which any invitations to apply for options are made.

The Savings Contract

To participate in the Plan, an eligible employee must enter into a Save-As-You-Earn contract (the "Savings Contract") with an appropriate savings carrier approved by the Company, agreeing to make monthly contributions of between £5 and £250 for a specified savings period of three or five years. The Board has discretion to determine which of the Savings Contracts will be available in respect of any invitation to apply for options.

A bonus determined by HM Treasury is payable after the expiration of the savings period.

Applications to participate in the Plan may be scaled down by the Board, if applications exceed the number of shares available for the grant of options. Such scaling down may include:

- (i) the exclusion of bonuses;
- (ii) reducing monthly contributions above a certain level pro rata; or
- (iii) treating elections for five year savings plans as elections for three year savings plans.

Option price

Options granted to acquire shares under the Plan will have an option price determined by the Board, which will not be less than the higher of:

- (i) 80% of the middle market quotation for such shares as derived from the Official List for the dealing day (or, if so determined by the Board, the average of such quotations for the three dealing days) immediately preceding the date on which invitations to apply for options are issued to employees; or
- (ii) where shares are to be subscribed, their nominal value.

Grant of options

The number of shares over which options may be granted must, as nearly as possible, be equal to, but not in excess of, that number of shares which may be purchased out of the repayment proceeds (including any bonus payable) of the relevant Savings Contract at the option price.

Options under the Plan may only be granted within the period of 42 days following:

- the date of approval of the New Sharesave Plan under ITEPA;
- the day immediately following any general meeting of the Company;
- any day on which any change to the legislation affecting savings-related share option schemes approved by HMRC is announced or made;
- the announcement by the Company of its results for the last preceding financial year, half year or any other financial period; or
- any day on which the Board determines that exceptional circumstances exist which justify the grant of options.

No options may be made more than ten years after the adoption of the Plan.

Options will not be taken into account in determining a participant's pension rights under a final salary pension scheme, or the employer's contributions to a defined contribution scheme.

Options granted under the Plan may not be transferred (other than on death).

No consideration will be required for the grant of the option.

Limits on the issue of shares

In any ten year period not more than ten per cent of the issued ordinary share capital of the Company for the time being may be issued or issuable pursuant to rights acquired under the Plan and any other employees' share plans established by the Company.

For the purposes of this limit, options or other rights to acquire shares which lapse or have been released do not count. However, shares subscribed by the trustees of an employee benefit trust to satisfy rights granted under any employees' share plans established by the Company and shares transferred from treasury do count towards this limit.

Exercise of options

Options will only normally be exercisable for a period of six months commencing on the third or fifth anniversary (as the case may be) of the starting date of the related Savings Contract and, if not exercised by the end of that period, the option will lapse.

Earlier exercise may, however, be permitted in specified circumstances, including:

- (i) termination of employment as a result of death, injury, disability, redundancy, retirement or the sale of the subsidiary or business for which the participant works;
- (ii) termination of employment as a result of any other reason (other than dismissal for misconduct) if this termination is after the third anniversary of the starting date of the related Savings Contract;
- (iii) on reaching the age of 65 without retiring; and
- (iv) in the event of a takeover or liquidation of the Company.

Rights attaching to shares

All shares allotted or transferred under the Plan will rank *pari passu* with all other shares of the Company for the time being in issue (save as regards any rights attaching to such shares by reference to a record date prior to the date of allotment or transfer) and the Company will apply for the listing of any new shares issued under the Plan.

Takeover of the Company

In the event of a takeover, reconstruction or winding up of the Company, options may be exercised within six months of the change of control. Alternatively, options may be exchanged for new equivalent options over shares in the acquiring company where appropriate.

Variation of capital

In the event of any rights or capitalisation issue, subdivision, consolidation, reduction or other variation of the ordinary share capital, the Board may make (subject to receiving prior approval of HMRC) such adjustments as it considers appropriate to the number of shares subject to options and/or the price payable on the exercise of options.

Alterations to the New Sharesave Plan

The Board may alter the provisions of the Plan in any respect provided that the prior approval of shareholders in general meeting is obtained for alterations or additions to the advantage of participants to provisions relating to eligibility, limits on participation and the number of new shares available under the Plan, terms of exercise and adjustment of options (other than pursuant to a variation of capital as outlined in the paragraph immediately above).

The requirement to obtain the prior approval of shareholders will not, however, apply in relation to any alteration or addition which is minor in nature and made to benefit the administration of the Plan, to comply with the provisions of any existing or proposed legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for the Company, any of its subsidiaries or for participants.

Any amendment to a key feature of the Plan will require HMRC approval before it can take effect.

Termination

The Plan will terminate on the tenth anniversary of its adoption, or such earlier time as the Board may determine, but the rights of existing participants will not thereby be affected. In the event of termination, no further options will be granted.

Employees outside the UK

The Board may at any time without further shareholder approval establish appendices to the Plan or further share plans corresponding to the Plan for the benefit of employees in non-UK jurisdictions, any such appendices or plans to be similar to the Plan, but modified to take account of local tax, exchange control or securities laws, provided that any shares made available under such further appendices or plans are treated as counting against the relevant limits in the Plan.

APPENDIX 3

Explanatory notes of the proposed changes to the Articles of Association (the “Articles”)

The full terms of the proposed amendments to the Articles are available for inspection at the offices of the Company, St Helen’s, 1 Undershaft, London EC3A 8ND until the close of the Annual General Meeting on 24 April 2008.

The outline below is intended to be a convenient summary of the proposed amendments to the Articles.

General

The proposed amendments to the Articles reflect: (i) changes in the law, now in force, following certain provisions of the Companies Act 2006 (the “2006 Act”) coming into effect (included in the Articles produced to the Annual General Meeting, and marked “Version A”); and (ii) changes in the law under the 2006 Act that will come into force on 1 October 2008 or at any later date (included in the Articles produced to the Annual General Meeting and marked “Version B”). Certain definitions and expressions used throughout the Articles are being changed to align them with definitions used in the 2006 Act.

Articles which duplicate statutory provisions

Certain current terms of the Articles, which are directly affected by the provisions contained in the 2006 Act, are being amended to bring them into line with the 2006 Act. Examples include provisions relating to the form of resolutions (see paragraph entitled “Form of resolution” below) and the period of notice required to convene general meetings (see paragraph entitled “Convening general meetings” below). All the main changes being proposed in this respect are detailed in the paragraphs set out below.

Form of resolution

The current Article 2 provides that, where for any purpose an ordinary resolution is required, a special or an extraordinary resolution is also effective. This Article (and any other reference to an extraordinary resolution in the current Articles) is being amended because the concept of an extraordinary resolution is no longer necessary. Under the Companies Act 1985 (the “1985 Act”), the main difference between a special resolution and an extraordinary resolution was that a meeting at which an extraordinary resolution was to be proposed required only 14 days notice. The shortening of the notice period required for a special resolution (as outlined in the paragraph entitled “Convening general meetings” below) under the 2006 Act makes the concept of an extraordinary resolution redundant.

Issue of share certificates (Article 16)

Under the 2006 Act, a company must issue a share certificate where a share warrant is surrendered for cancellation, unless the Articles provide otherwise. Changes are included to reflect this.

Registration of share transfers (Article 35)

The current Articles provide that the directors may refuse to register a transfer of shares without providing the transferee with further information. The 2006 Act makes it clear that the reasons for a refusal to transfer shares must be given as soon as possible (and, in any case, within two months) to the transferee and the directors must also provide the transferee with any further information about the reasons for the refusal as the transferee may reasonably request. Changes are included to reflect this.

Convening general meetings (Articles 45 to 48)

The provisions in the Articles dealing with the convening of general meetings and the length of notice required to convene general meetings are being amended to conform to the new provisions in the 2006 Act. In particular, a general meeting to consider a special resolution can now be convened on 14 days’ notice whereas previously 21 days’ notice was required. Under the 2006 Act, the concept of an “extraordinary general meeting” is redundant and is not used in the Articles.

Chairman (Article 49)

The 2006 Act permits a proxy to act as Chairman of a general meeting. The wording of this Article has therefore been amended to take advantage of this provision.

Chairman's casting vote (Article 61)

The definition of an ordinary resolution in the 2006 Act is new and refers to a resolution "of the members" being passed by a simple majority. This would appear to exclude the possibility that the Chairman of the meeting might be able to have a casting vote in his capacity as such. Therefore, the provision is being removed from the Articles.

Proxies (Articles 65 to 69)

Under changes included in the 2006 Act, a proxy is now entitled to exercise the rights to attend, speak and vote at a general meeting of the Company, whether on a show of hands or on a poll. Each proxy is also entitled to one vote on a show of hands. In addition, the time limits for the appointment or termination of a proxy appointment have been altered by the 2006 Act so that the Articles cannot now provide that a proxy should be received more than 48 hours before the meeting or adjourned meeting or, in the case of a poll taken more than 48 hours after it was demanded, more than 24 hours before the time for the taking of a poll, with weekends and bank holidays being excluded for this purpose. Further, multiple proxies may be appointed provided that each proxy is appointed to exercise the rights attached to a different share or shares held by the shareholder. Changes are included in the Articles to reflect all of these legal changes.

Corporate representatives (Article 70)

The 2006 Act expressly confirms the right of a corporate shareholder to appoint multiple corporate representatives. Changes are included in the Articles to reflect this. The Company intends to follow the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives dated January 2008.

Conflicts of interest and authorisations of directors' interests (Articles 93 to 93d) *(included in the Articles marked 'Version B' only, i.e. the amended version proposed to take effect from 1 October 2008)*

The 2006 Act sets out directors' general duties which largely codify the existing law but with some changes. Under a provision of the 2006 Act due to come into effect on 1 October 2008 a director must avoid a situation where he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the Company's interests. The requirement is very broad and could apply, for example, if a director is or becomes a director of another company or a trustee of another organisation. The 2006 Act allows directors of public companies to authorise conflicts and potential conflicts, where appropriate, where the articles of association contain a provision to this effect. The 2006 Act also allows the articles of association to contain other provisions for dealing with directors' conflicts of interest to avoid a breach of duty. The Articles give the directors authority to approve such situations and to include other provisions to allow conflicts of interest to be dealt with in a similar way to the current position.

There are safeguards which will apply when directors decide whether to authorise a conflict or potential conflict. First, only directors who have no interest in the matter being considered will be able to take the relevant decision, and secondly, in taking the decision the directors must act in a way they consider, in good faith, will be most likely to promote the company's success. The directors will be able to impose limits or conditions when giving authorisation if they think this is appropriate.

It is also proposed that the Articles should contain provisions relating to confidential information, attendance at Board meetings and availability of Board papers to protect a director being in breach of duty if a conflict of interest or potential conflict of interest arises. These provisions will only apply where the position giving rise to the potential conflict has previously been authorised by the directors. It is the Board's intention to report annually on the Company's procedures for ensuring that the Board's powers to authorise conflicts are operated effectively.

Sending of notices, documents and information (Articles 129 to 136)

The 2006 Act enables companies to make increased use of electronic communications with shareholders. The Articles have been amended to allow communications to be made to shareholders in electronic form and, in addition, to permit the Company to take advantage of the new provisions relating to website communications.

The proposed amendments to the Articles will allow for the use of electronic communications in certain situations when a hard copy signature would otherwise be required and enable the Company to send all types of notices, documents and information to shareholders by electronic means, including via a website and provide for the deemed delivery of such communications.

Before the Company can communicate with a shareholder by means of website communication, the relevant shareholder must be asked individually by the Company to agree that the Company may send or supply documents or information to him by means of a website, and the Company must either have received a positive response or have received no response within the period of 28 days beginning with the date on which the request was sent. In the case of a negative response, the entitlement of the shareholder to receive shareholder documents by post will continue as at present. The Company will notify the shareholder (either in writing, or by other permitted means) when a relevant document or information is placed on the website and a shareholder can always request a hard copy version of the document or information.

Directors' liabilities and indemnities (Article 140)

The 2006 Act has widened slightly the scope of powers of the Company to indemnify directors and to fund expenditure incurred in connection with certain actions against directors. In particular, a company that is a trustee of an occupational pension scheme can now indemnify a director against liability incurred in connection with the company's activities as trustee of the scheme. In addition, whilst the existing Articles allow the Company to provide money for the purpose of funding a director's defence in "proceedings", the 2006 Act clarifies this further by allowing the Company to provide money for the purpose of funding a director's defence in regulatory proceedings. Changes are included in the Articles to reflect this.

An amendment to Article 140B is also proposed to clarify that defence expenditure is available only to meet expenditure incurred by that director or Secretary (or former director or Secretary) incurred by him whilst defending civil or criminal proceedings in connection with negligence, default, breach of duty or breach of trust by him in relation to the Company. This is narrower than the wording under the 1985 Act, which in theory applied to any civil or criminal proceedings, whether or not they related to the Company.

Directors' written resolutions (Article 95)

This Article has been adjusted to clarify that a resolution in writing of the directors can be passed using electronic means. The new wording also eliminates the restriction excluding directors outside the UK from the decision-making process, but does exclude directors who are not entitled to vote. The resolution must be signed by at least the number of directors required to make up a quorum for a directors' meeting.