



An Annual General Meeting of Amlin plc is to be held at St Helen's,  
1 Undershaft, London EC3A 8ND on 21 May 2015 at 9.00am.  
Please detach and retain this attendance card and bring it with you if you  
come along to the Annual General Meeting to show as evidence of your  
right to be admitted.  
Do not post this section with the Form of Proxy.

Shareholder reference number:

Signature of person attending:

Form of Proxy – Amlin plc

Voting ID

Task ID

Shareholder Reference No.

Please refer to the notes on the reverse of the attached attendance card before completing this form.

I/We hereby appoint the Chairman of the Annual General Meetin ("AGM") or

Name of proxy

Number of shares proxy is appointed over

as my/our proxy to exercise all or any of my/our rights to attend, speak and vote in respect of my/our ordinary shares on my/our behalf at the AGM of Amlin plc to be held at 9.00am on 21 May 2015 and at any adjournment thereof. I appoint my/our proxy to attend, speak and vote in the manner indicated below.

Please tick here if this proxy appointment is one of multiple appointments being made: ☐ (see Note 2).

You may register the appointment of a proxy electronically by logging onto [www.sharevote.co.uk](http://www.sharevote.co.uk) and using the reference numbers above.

| Ordinary Resolutions                                                                                                                      | For                      | Against                  | Vote withheld            |
|-------------------------------------------------------------------------------------------------------------------------------------------|--------------------------|--------------------------|--------------------------|
| 1. To receive and adopt the Company's accounts for the year ended 31 December 2014 and the reports of the directors and auditors thereon. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. To approve the Directors' Remuneration Report contained in the Annual Report.                                                          | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. To declare a final dividend of 18.9p per ordinary share.                                                                               | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. To elect Mr O L E Peterken as a Director.                                                                                              | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. To re-elect Mr S C W Beale as a Director.                                                                                              | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6. To re-elect Ms J Chakraverty as a Director.                                                                                            | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 7. To re-elect Mr R H Davey as a Director.                                                                                                | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 8. To re-elect Mr M D Feinstein as a Director.                                                                                            | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 9. To re-elect Mr R A Hextall as a Director.                                                                                              | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 10. To re-elect Mrs S C R Jemmett-Page as a Director.                                                                                     | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 11. To re-elect Mr C E L Philipps as a Director.                                                                                          | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 12. To re-appoint PricewaterhouseCoopers LLP as auditors.                                                                                 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 13. To authorise the Audit Committee to determine the remuneration of the auditors.                                                       | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 14. To authorise the Company to make political donations.                                                                                 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 15. To authorise the Directors to allot shares.                                                                                           | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Special Resolutions                                                                                                                       |                          |                          |                          |
| 16. To grant the Directors authority to disapply pre-emption rights.                                                                      | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 17. To authorise the Company to make market purchases of the Company's own shares.                                                        | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 18. To call general meetings (other than an annual general meeting) on not less than 14 clear days' notice.                               | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

It is helpful for organisational purposes for the Company to gauge the number of attendees at the AGM, therefore if you intend to attend the AGM please tick here ☐

Signature

Date

BN99 8LU  
Lancing  
Spencer Road  
Aspect House  
Equiniti  
Freepost RTHJ-CLLL-KBKU



Notes

- 1 Only holders of ordinary shares, or their duly appointed representatives, are entitled to attend and vote at the meeting. A shareholder so entitled may appoint (a) proxy(ies), who need not be (a) shareholder(s), to exercise all or any of his/her rights to attend and to speak and vote on his/her behalf at the meeting.
- 2 You can appoint the Chairman of the Annual General Meeting ("AGM") or anyone else to be your proxy at the AGM. You can also, if you wish, appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to a different share or shares held by you.
  - To appoint the Chairman as your sole proxy in respect of all your ordinary shares complete any voting instructions but leave all other proxy appointment details blank.
  - To appoint a single proxy in respect of all your ordinary shares other than the Chairman, delete only the words "the Chairman of the Annual General Meeting" and insert the name of your proxy (who need not be a shareholder of the Company) and complete any voting instructions.
  - To appoint more than one proxy, (an) additional proxy form(s) may be obtained by contacting the registrar or you may photocopy the Form of Proxy. Please indicate in the box next to the proxy holder's name, the number of shares in relation to which you authorise them to act as your proxy and complete any voting instructions. Please also indicate by ticking the box provided on the Form of Proxy if the proxy instruction is one of multiple instructions being given. All Forms of Proxy should be returned together in the same envelope.

If the box next to the proxy holder's name is left blank, your proxy will be deemed to be authorised in respect of all your ordinary shares.
- 3 The Form of Proxy gives your proxy or proxies full rights to attend, speak and vote at the AGM.
- 4 If the Form of Proxy is signed by someone else on your behalf, their authority to sign must be returned with the Form of Proxy. If the shareholder is a corporation, the Form of Proxy must be executed under its common seal or signed by an officer or attorney or other person duly authorised by the corporation.
- 5 Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended) and section 360B of the Companies Act 2006, only those persons entered in the Register of Members of the Company (the "Register") as at 6.00pm on 19 May 2015 (the "Specified Time") shall be entitled to attend or vote at the AGM in respect of the number of ordinary shares in the capital of the Company registered in their names at that time. Changes to entries on the Register for certificated or uncertificated shares of the Company after the Specified Time shall be disregarded in determining the rights of any person to attend or vote at the AGM. Should the AGM be adjourned to a time not more than 48 hours after the Specified Time, that time will also apply for the purpose of determining the entitlement of members to attend and vote (and for the purpose of determining the number of votes they may cast) at the adjourned AGM. Should the AGM be adjourned for a longer period, to be so entitled, members must have been entered on the Register by 6.00pm on the day which is two business days prior to the adjourned AGM or, if the Company given notice of the adjourned AGM, at the time specified in such notice.
- 6 Corporate Representatives must make themselves known to the registrar before the start of the meeting.
- 7 Full details of the resolutions to be proposed at the AGM, with explanatory notes, are set out in the enclosed Notice of the Annual General Meeting.
- 8 Please indicate with an "X" in the boxes provided how you wish your vote to be cast. Unless otherwise instructed, the person(s) appointed a proxy will exercise his/her discretion

- as to how he/she votes or whether he/she abstains from voting on any particular resolution and on any other business (including amendments to resolutions and any procedural business), which may come before the AGM.
- 9 If you appoint multiple proxies and wish to give them separate instructions to vote or abstain from voting, please indicate how you wish each proxy to vote or abstain from voting by writing in each appropriate box the name of the proxy and the number of ordinary shares to be voted or withheld from voting by him or her.
  - 10 The 'Vote withheld' option on the Form of Proxy is provided to enable you to abstain on any particular resolution. However, a vote withheld is not a vote in law and will not be counted in the calculation of the proportion of votes "For" and "Against" a resolution.
  - 11 Any alterations to this Form of Proxy should be initialled.
  - 12 If you complete and return the Form of Proxy this will not preclude you from attending the AGM and voting in person.
  - 13 All Forms of Proxy must be signed, dated and returned to the Company's registrar, Equiniti Limited.
  - 14 In the case of joint holders, only one need sign this Form of Proxy, but the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders. For this purpose seniority shall be determined by the order in which the names stand in the Company's register of members in respect of the joint holding.
  - 15 To be valid the Form of Proxy (together with any authority under which it is executed or a copy of the authority certified notari ally) must be received by the Company's registrar, Equiniti Limited, no later than 9.00am on Tuesday, 19 May 2015 or by no later than 48 hours, excluding non-business days, prior to the date of any adjourned meeting.
  - 16 Please return the Form of Proxy to the address shown on the back of the Form. Alternatively, you can return it in an envelope using the following address: FREEPOST RTHJ-CLLL-KBKU, Equiniti Limited, Aspect House, Spencer Road, Lancing, BN99 8LU. A stamp is not required if posted in Great Britain, Channel Islands or Northern Ireland.

Alternatively, Electronic Proxy Appointment ("EPA") is available for this Meeting. To use this facility you must visit [www.sharevote.co.uk](http://www.sharevote.co.uk) where details of the procedure are shown. The Voting ID, Task ID and Shareholder Reference Number shown on the Proxy Form will be required to complete the procedure. EPA will not be valid if received after 9.00am on Tuesday, 19 May 2015 and will not be accepted if found to contain a computer virus.
  - 17 If Equiniti Registrars receive more than one valid Form of Proxy in respect of the same ordinary shares, they will accept the last one. They cannot accept Forms of Proxy returned by fax.
  - 18 The CREST electronic proxy appointment service is available for this AGM. To use this service CREST members should transmit a CREST proxy instruction, utilising the procedures described in the CREST Manual, so as to reach the Company's registrar, Equiniti Limited, CREST participant ID RA19 by no later than 9.00am on Tuesday, 19 May 2015 or in the case of any adjournment not later than 48 hours, excluding non-business days, before the time fixed for the adjourned meeting. 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 Equiniti Limited is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertified Securities Regulations 2001. For further information relating to the CREST proxy system, please refer to the CREST manual (available via [www.euroclear.com](http://www.euroclear.com)) and the notes to the Notice of the Annual General Meeting.