



MSI/EMB/MSE03006

15 June 2006

Company Announcement in accordance with MFSA Listing Rule 8.6.17

Pursuant to MFSA Listing Rule 8.6.17, and following the board meeting of today, 28 April 2006, the Board of Directors of Middlesea Insurance plc has decided to propose to the shareholders of the company a change in the Company's Memorandum of Association whereby:

1. The Authorised Share Capital of the Company presently divided into thirty million (30,000,000) ordinary shares of fifty cents (50c) each be split into sixty million (60,000,000) ordinary shares of twenty five cents (25c) each;
2. The Issued Share Capital of the Company presently divided into twelve million five hundred thousand (12,500,000) ordinary shares of fifty cents (50c) each be split into twenty five million (25,000,000) shares of twenty five cents (25c) each which are all listed on the Malta Stock Exchange.

Pursuant to Article 48(2) of the Articles of Association, such change may be effected by the passing of an ordinary resolution at General Meeting

Should the resolution be accepted by shareholders, the share split will take place as at close of business of Wednesday, 28 June 2006.

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Company Announcement in accordance with MFSA Listing Rule 8.6.15

The following extraordinary resolution is to be presented at the General Meeting to be held on 16 June 2006

QUOTE

Upon motion by a shareholder and seconded by another shareholder, it is

RESOLVED that, pursuant to Article 8 of the Company's Articles of Association and Section 106 of the Companies Act 1995, the Company be and is hereby authorised to acquire such number of its own shares subject to the limitations and conditions set out in the Companies Act 1995 and in particular, pursuant to paragraph (b) of sub-section (1) of Section 106 of the said Act, subject to the following terms and conditions:

1. The maximum number of its own shares that the Company is authorised to acquire is 2,500,000 ordinary shares.
2. The authorisation hereby given to the Company expires at the end of the next Annual General Meeting or on the 17 December 2007 whichever is the earlier.
3. The consideration, which the Company is authorised to pay with respect to each of such shares, shall not be less than two liri and (Lm2.63) per share and not more than seven liri and eighty seven cents (Lm7.87) per share.

UNQUOTE

Shareholders passed a **similar extraordinary resolution** during the Annual General Meeting held on 17 June 2005.

The number of shares indicated in clause 1 of the above extraordinary resolution is subject to the prior acceptance of the proposed share split ordinary resolution. Otherwise, the number of shares will be adjusted accordingly.



E.M. Borg
Company Secretary