

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 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.



2007 ANNUAL GENERAL MEETING BUSINESS

Your attention is drawn to the letter from the Chairman of Amlin plc set out on pages 3 to 5 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 May 2007 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, BS13 8FB, 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 May 2007. 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 note 4 on page 8 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 May 2007, 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 25p 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

26 March 2007

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 May 2007 at the offices of the Company at St Helen's, 1 Undershaft, London EC3A 8ND.

In November 2006 a new Companies Act was enacted, the provisions of which are being brought into law over a period of up to two years. Amendments to the Company's Articles of Association will be appropriate in due course to take account of the changes and we are likely to propose these, all together at one time, at the AGM to be held in 2008. One of the early provisions, which came into effect in January 2007, allows companies to pass a resolution giving shareholders an "opt out" of electronic communication (making shareholder documents available through a website rather than sending out printed copies) rather than the present system whereby shareholders may "opt in". We will consider proposing this change next year but, in the meantime, will continue only to communicate electronically with those shareholders who have positively indicated that they would like us to do so. If you would like to take up this option, please visit www.uk.computershare.com/investor, and follow the instructions for setting up electronic shareholder communications in the Features section.

No directors are required to stand for re-election this year as all of the present directors were elected or re-elected at either the 2005 or 2006 annual general meeting and our Articles require re-election every three years. However, as referred to in my statement in the Annual Report, one of our directors, Tom Kemp, has advised that he will be retiring at the conclusion of this year's AGM.

Directors' Remuneration Report (Resolution 2)

The AGM business includes an ordinary resolution to approve the Directors' Remuneration Report for the year ended 31 December 2006, which is contained in the Annual Report starting on page 58.

Please note that the vote on this resolution is advisory and no director's remuneration is conditional upon the passing of this resolution.

Dividends (Resolutions 3 and 4)

Two ordinary resolutions are proposed this year in respect of dividends. The first (Resolution 3) proposes the declaration of a final ordinary dividend of 7.8p per share and the second (Resolution 4) the approval of an additional special dividend of 8.0p per share. Further background on dividends is contained in my statement in 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-appointment of Auditors (Resolution 5)

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

Renewal of authorities to allot equity securities (Resolutions 6 and 7)

An ordinary resolution (Resolution 6) is to be proposed to renew the directors' authority to allot up to 178,053,880 ordinary shares, having an aggregate nominal value of £44,513,470 representing just under one third of the issued share capital as at the date of this letter. Additionally, a special resolution (Resolution 7) 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 26,708,080 ordinary shares, having an aggregate nominal value of £6,677,020 which represents just under 5% of the Company's issued share capital as at the date of this letter.

Apart from issues of ordinary shares pursuant to the terms of the Company's employee share plans, 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 2008 or, if earlier, on 23 August 2008.

Renewal of authority for the Company to purchase its own shares (Resolution 8)

A special resolution (Resolution 8) is to be proposed to renew the Company's general authority to purchase its own shares in the market.

Although this annually renewed authority has not been utilised recently, the directors consider that a renewal of the existing authority 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 will only be exercised if it is expected to be in the best interests of Shareholders generally.

It is proposed that the renewed authority will be limited to 53,416,160 ordinary shares (being just under 10% of the issued share capital of the Company as at 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 the date of this letter and the AGM, which would be made pursuant to the authority granted at the annual general meeting held in 2006. 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.

As at 22 March 2007 there were options outstanding to subscribe for 9,934,680 new ordinary shares in the Company. This represents 1.86% of the issued ordinary capital of the Company as at that date and would represent 2.07% if the authority to buy back shares under this resolution were used in full.

The Company may consider holding any of its own shares that it purchases under the proposed buy back authority as treasury shares as an alternative to cancelling them. This would give the Company the ability to re-issue such treasury shares quickly and cost effectively, and would provide the Company with desirable additional flexibility in the management of its capital base. No dividends will be paid on shares whilst held in treasury and no voting rights will be exercisable in respect of such shares.

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 you either (i) complete and return the enclosed Form of Proxy to Amlin's Registrar, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS13 8FB, 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 May 2007.

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 in the best interests of the Company and its Shareholders 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 3,244,649 ordinary shares, representing approximately 0.61% 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 fourteenth Annual General Meeting of Amlin plc will be held at the offices of the Company at St Helen's, 1 Undershaft, London EC3A 8ND on Thursday 24 May 2007 at noon for the following purposes:

To consider and, if thought fit, pass the following resolutions:

ORDINARY RESOLUTIONS

1. To receive and adopt the accounts for the year ended 31 December 2006 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 2006.
3. To declare a final ordinary dividend of 7.8p per ordinary share in respect of the year ended 31 December 2006, such dividend to be paid on 30 May 2007 to holders of ordinary shares on the register on 30 March 2007.
4. To approve the payment of an additional special dividend of 8.0p per ordinary share in respect of the year ended 31 December 2006, such dividend to be paid on 30 May 2007 to holders of ordinary shares on the register on 30 March 2007.
5. 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.
6. 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 £44,513,470;
 - B. such authority shall expire on the date of the Annual General Meeting in 2008 or on 23 August 2008, 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

7. That conditional on the passing of Resolution 6 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 £6,677,020;
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 2008 or on 23 August 2008, 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.
8. 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 25p each in the capital of the Company ("Ordinary Shares") provided that:
- A. the maximum aggregate number of Ordinary Shares which may be purchased is 53,416,160;
 - B. the minimum price which may be paid for each Ordinary Share is its nominal value of 25p;
 - 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 2008 or on 23 August 2008, 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).

By Order of the Board

C C T Pender FCIS FSI

Secretary
St Helen's
1 Undershaft
London EC3A 8ND
26 March 2007

Notes regarding the Annual General Meeting

1. A copy of the register of interests of the directors of the Company will be available for inspection at the Company's registered office during normal business hours on any weekday (Saturdays and public holidays excepted) 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.
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 normal business hours on any weekday (Saturdays and public holidays excepted).
3. A Shareholder who is entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and, on a poll, vote on his or her behalf. Such a proxy need not also be a Shareholder of the Company. 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. 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, BS13 8FB, 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.
4. 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. 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 May 2007. 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. 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. 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.
5. 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 May 2007 or, if the meeting is adjourned, 48 hours before the time fixed for the adjourned meeting (as the case may be).