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If you sell or otherwise transfer or have sold or otherwise transferred all of your Common Shares, please forward this document, together with the accompanying documents, as soon as possible to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. If you have sold or transferred part of your holding of Common Shares you are advised to consult your stockbroker, bank or other agent who arranged the sale or transfer.

This document should be read in its entirety.

OMEGA INSURANCE HOLDINGS LIMITED

(incorporated and registered in Bermuda with registered number EC38802)

Notice of Special General Meeting

A notice convening the SGM to be held at the offices of Conyers, Dill & Pearman, Clarendon House, 2 Church Street, Hamilton, HM11, Bermuda on 12 March 2010 is set out at the end of this document. The SGM will start at 10 a.m. (Bermuda time).

Whether or not you intend to be present at the SGM, please complete and return the enclosed Form of Proxy in accordance with the instructions printed thereon, to Capita Registrars, Proxy Dept., 34 Beckenham Road, Beckenham, Kent BR3 4TU as soon as possible and, in any event, so as to arrive no later than 10 a.m. (Bermuda time) on 10 March 2010. The return of the Form of Proxy will not prevent you from attending the SGM and voting in person if you so wish. Uncertificated Holders wishing to instruct the Depositary to vote in respect of the holder's interest should use the enclosed Form of Direction. The completed Form of Direction must be received by Capita Registrars, Proxy Dept., 34 Beckenham Road, Beckenham, Kent BR3 4TU not later than 72 hours before the time appointed for the SGM.

A summary of the action to be taken by Shareholders is set out on pages 4 and 5 of this document.

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EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Publication of this document and posting to Shareholders	18 February 2010
Latest time and date for receipt of Form of Direction	10 a.m. (Bermuda time) on 9 March 2010
Latest time and date for receipt of Form of Proxy	10 a.m. (Bermuda time) on 10 March 2010
Time and date of Special General Meeting	10 a.m. (Bermuda time) on 12 March 2010

PART I

LETTER FROM THE INDEPENDENT DIRECTORS OF OMEGA INSURANCE HOLDINGS LIMITED

(incorporated and registered in Bermuda with registered number EC38802)

Richard Vernon Tolliday	<i>Chief Executive Officer</i>	<i>Registered Office</i> Clarendon House
Penelope Jane James	<i>Chief Financial Officer</i>	2 Church Street
Clifford Frederick Palmer	<i>Non-Executive Director</i>	Hamilton
Coleman DeVane Ross	<i>Non-Executive Director</i>	HM11
Nicholas Paul Warren	<i>Non-Executive Director</i>	Bermuda

18 February 2010

To Shareholders and, for information only, to holders of Depositary Interests and holders of options under the Share Incentive Plans

Dear Shareholder,

Notice of Special General Meeting and recommendation to vote against the Resolutions

1. Introduction

As announced on 7 and 23 December 2009, the Company has received communications on behalf of Invesco calling for the Company to convene a special general meeting to consider resolutions (the “**Invesco Proposals**”) to remove Walter Fiederowicz and Christopher Clarke as Directors and to appoint six additional directors, namely John Coldman, James Bryce, Robin Spencer-Arscott, Jonathan Betts, Ernest Morrison and David Cooper (the “**Proposed Directors**”). These communications did not constitute legally binding notices of requisition under Bermuda law. The Board has been in dialogue with most major Shareholders of the Company and the Company acknowledges and wishes to facilitate the right of Shareholders to have the opportunity to vote on resolutions for the appointment of the Proposed Directors as additional directors of the Company by convening the Special General Meeting.

In an effort to achieve a consensual outcome to the communications sent on behalf of Invesco, on 5 January 2010 the Board offered to appoint Mr. Coldman as Chairman and James Bryce and Robin Spencer-Arscott as non-executive Directors. Walter Fiederowicz also agreed to step down as a non-executive Director. There was no response to this proposal from Invesco.

On 26 January 2010, the Board was asked on behalf of Invesco and certain other Shareholders to appoint the Proposed Directors and to remove Walter Fiederowicz and Christopher Clarke, with the result that the Proposed Directors would together control the Board. In addition, John Coldman requested that the remaining non-executive Directors, Clifford Palmer, Coleman Ross and Nicholas Warren, agree to stand down when he asks them to do so and in any case before the Company’s 2010 annual general meeting. For the reasons set out below, the Independent Directors do not believe that this change of control of the Board would be in the best interests of the Company and the Shareholders as a whole. However, as noted above, the Company acknowledges and wishes to facilitate the right of Shareholders to have the opportunity to vote on the Resolutions. Accordingly, on 29 January 2010, the Company announced its intention to convene a Special General Meeting to give all Shareholders the opportunity to vote on the Resolutions and the Company is today convening that SGM. The Company’s intention in this is to ensure the implementation of any changes resolved to be made by Shareholders at the SGM, which is the appropriate forum to effect this change of control of the Board.

Each of Walter Fiederowicz and Christopher Clarke has confirmed to the Company that he will step down as a Director if the Resolutions are passed in light of the Invesco Proposals calling for his removal. Accordingly, Messrs Fiederowicz and Clarke have a conflict of interest in making a recommendation to Shareholders. This letter is therefore from the Independent Directors of Omega, being all of the Directors other than Walter Fiederowicz and Christopher Clarke.

Each of the three other non-executive Directors of the Company, Clifford Palmer, Coleman Ross and Nicholas Warren, has informed the Company that he intends to step down as a Director if the Resolutions are passed.

Set out at the end of this document is the Notice of SGM to be held at 10 a.m. on 12 March 2010 at the offices of Conyers, Dill & Pearman, Clarendon House, 2 Church Street, Hamilton, HM11, Bermuda and which sets out the Resolutions to be considered.

The Board would still support the proposal made on 5 January 2010 that John Coldman, James Bryce and Robin Spencer-Arscott be appointed to the Board. However, given that it has been made clear to the Company that the appointments of the Proposed Directors are only acceptable to Invesco and certain other Shareholders in totality, the Independent Directors do not believe the Invesco Proposals are in the best interests of the Company and its Shareholders as a whole, and accordingly recommend that Shareholders vote against each of the Resolutions, for the following reasons:

- The Invesco Proposals would have the effect of giving the Proposed Directors together, under the chairmanship of John Coldman, control of the Board. The Company has been told that this is the aim of the Invesco Proposals. The Independent Directors also note that three of the individuals named as Proposed Directors, Jonathan Betts, Ernest Morrison and David Cooper, are not independent as they are lawyers with the same law firm Cox Hallett Wilkinson, which is also the law firm retained by Invesco in respect of the previous attempts to requisition a special general meeting.
- Regardless of the qualifications and expertise of the Proposed Directors, the Independent Directors do not believe it can be in the best interests of a publicly traded company, and it is not in the best interests of this highly regulated insurance Group, to have a board constituted in a manner which is contrary to several important corporate governance principles described in paragraph 3 below.
- The Independent Directors have considered the risk factors set out in paragraph 4 in making their recommendation. These risk factors include the fact that the Company has not been provided with any defined future strategy for the Group by which the Proposed Directors would seek to enhance the business or profitability of the Group and the possibility that one of the aims of the Invesco Proposals is an attempt to facilitate the return of John Robinson to the Group. The Independent Directors recommend that Shareholders consider those risk factors in deciding how to vote.

2. Recent performance of Omega

The achievements of the Group over the last 12 months are set out below:

- The Company upgrading from AIM to the London Stock Exchange's main market for listed securities in July 2009.
- The Group's participation on Syndicate 958 has more than doubled as a result of its successful Capacity Offer in July 2009 and its participation in the Lloyd's 2009 Capacity Auctions in November 2009. Third party capital represents 60 per cent. of the capacity for the 2010 year of account.
- There has also been strong growth in Omega US and the Group expects to see a substantial increase in business shown to Omega US in 2010, in addition to the increase in premium income on Syndicate 958.
- The Syndicate written premium income for 1 January 2010 new and renewal business is in line with business plan expectations. Submissions to Omega Specialty have continued to increase since last year. Both Syndicate 958 and Omega Specialty have received an excellent offering of renewal and new business opportunities, in line with expectations for the 1 January renewal season.
- There has been a successful transition of the Syndicate underwriting team, which is now establishing a more team-orientated approach.
- The Board has deployed the majority of the capital raised in December 2008 by increasing the capacity of Syndicate 958 and the Board expects to deploy the remaining capital through growth in the US and Bermuda.

Although 2009 was a benign loss year and the 2010 renewal season was positive, the Board are aware that, consistent with recent broker commentary, there has been some softening of rates. Some US catastrophe business has seen reductions of between 5 per cent. and 10 per cent. whereas larger nationwide business has remained flat. Non-US business has seen smaller reductions but from a lower base rate. Overall, however, the core of Omega's account is still affording attractive margins. There are some signs that the remainder of the year may see a further weakening of market conditions. The Chief Underwriting Officer and the underwriting team will be applying the disciplined approach to underwriting for gross profit that has underpinned Omega's profitable performance through past market cycles. They will not hesitate to decline business should margins become unacceptable.

In terms of claims 2009 will benefit from being free of significant catastrophe events. However, some attritional claims deterioration is being seen on prior years in the Syndicate. The Group and Syndicate year end processes are still in progress. The full year results for the Group for the financial year ended 31 December 2009 will be announced on 11 March 2010.

The Group has been pursuing a clear and consistent strategy of building a diversified and robust underwriting group with platforms in Bermuda, London, the US and Cologne since its admission to AIM in 2005, the establishment of the Company as the holding company of the Omega Group in Bermuda in 2006 and its subsequent upgrade to the Official List in 2009. The Group continues to write business of the type it has always written in London, applying the same disciplines it has always done.

Omega is a company with a strong track record and a positive future.

3. Rationale for the recommendation of the Independent Directors

The Board was asked on behalf of Invesco and certain other Shareholders to appoint the Proposed Directors and to remove Walter Fiederowicz and Christopher Clarke, with the result that the Proposed Directors would control the Board. In addition, John Coldman requested that the remaining non-executive Directors, Clifford Palmer, Coleman Ross and Nicholas Warren, agree to stand down when he asked them to do so and in any case before the Company's 2010 annual general meeting. For the reasons set out below, the Independent Directors do not believe that this change of control of the Board would be in the best interests of the Company and the Shareholders as a whole.

The Invesco Proposals would have the effect of giving the six Proposed Directors together control of the Board

The Invesco Proposals would have the effect of giving the six Proposed Directors together, under the chairmanship of John Coldman, control of the Board by gaining a majority over the remaining existing Directors. The Company has been told that this is the aim of the Invesco Proposals. The Independent Directors also note that three of the individuals named as Proposed Directors, Jonathan Betts, Ernest Morrison and David Cooper, are not independent as they are lawyers with the same law firm Cox Hallett Wilkinson, which is also the law firm retained by Invesco in respect of the previous attempts to requisition a special general meeting.

Omega's understanding regarding this intent of the Invesco Proposals is further supported by the fact that, in an effort to agree a consensual outcome, on 5 January 2010, the Board offered to appoint Mr. Coldman as Chairman with James Bryce and Robin Spencer-Arscott as non-executive Directors. Walter Fiederowicz also agreed to step down as a non-executive Director. This proposal was acceptable to many of the Shareholders, but was not accepted by Invesco who did not respond to the Board.

The board would be constituted in a manner which would be contrary to several important principles of good corporate governance

Regardless of the qualifications and expertise of the Proposed Directors, the Independent Directors do not believe it can be in the best interests of a publicly traded company, and it is not in the best interests of this highly regulated insurance Group, to have a board constituted in a manner which would be contrary to several important principles of good corporate governance. The Combined Code provides as follows:

- The board should include a balance of executive and non-executive directors (and, in particular, independent non-executive directors) such that no individual or small group of individuals can dominate the board's decision making (Main Principle A.3).
- A director representing a significant shareholder will constitute a circumstance which may appear relevant to the determination of independence for the purposes of the Combined Code (Code Provision A.3.1).
- At least half the board, excluding the chairman, should comprise non-executive directors determined by the board to be independent (Code Provision A.3.2). The board, following implementation of the Invesco Proposals and Clifford Palmer, Coleman Ross and Nicholas Warren having stood down as requested by John Coldman, would not be so constituted.
- Appointments to the board should be made on merit and against objective criteria (Supporting Principle A.4). It is unlikely that the application of such criteria would have resulted in the appointments of Messrs Betts, Morrison and Cooper together.

4. Risk factors

As noted above, the Independent Directors recommend that Shareholders consider the following risk factors in deciding how to vote:

The Company has not been provided with any defined future strategy for the Group which would seek to enhance the business of the Group

The Company has not been provided with any defined future strategy for the Group by which the Proposed Directors would seek to enhance the business or profitability of the Group and Shareholder returns. However, Omega has been told by certain Shareholders that they signed confidentiality agreements at meetings with John Coldman in January 2010 and those Shareholders may therefore have greater knowledge of the Proposed Director's plans and be in a better position to evaluate them.

The Invesco Proposals may be designed to facilitate the reinstatement of John Robinson to the Group

The Company has received conflicting information as to whether one of the aims of the Invesco Proposals is an attempt to facilitate the return of John Robinson to the Group. Invesco stated in a letter to the Board dated 10 November 2009 that it favoured the reinstatement of Mr. Robinson to the Group. However, certain other major Shareholders have indicated that the return of John Robinson is not an aim of the Invesco Proposals. The Company strongly believes that Mr. Robinson had to leave the business on 29 October 2009 for a number of reasons, including the matters set out below. Omega was concerned that, following the Company's Admission to the London Stock Exchange's main market for listed securities, Mr. Robinson was impeding the evolution of the Group's underwriting activities to meet new and evolving regulatory and risk management requirements, in particular those linked to the Solvency II directive and including critical underwriting models, the development of which Mr. Robinson was attempting to curtail, despite agreement on these having been reached by the Board. In August 2009, two meetings took place with Lloyd's at which it was made clear to the Group that Lloyd's was concerned about the pace of progress that Omega Underwriting Agents was making in order to be able to demonstrate that it met appropriate underwriting standards in a number of areas. It was also clear that Lloyd's was concerned that Mr. Robinson was a major obstacle to the Syndicate's progress in meeting appropriate underwriting standards. If Omega was unable to demonstrate that it was taking action to meet these standards then there would be consequences for the agreement of Syndicate 958's business plan and capital assessment for the 2010 year of account, to such an extent that the Syndicate might suffer reputational damage and might not be able to operate in an economically viable way, thus directly reducing the Group's prospects for profitability. The Board considered the concerns of Lloyd's and its own assessment of Mr. Robinson and Mr. Robinson stood down as Active Underwriter on 4 September 2009. Lloyd's approved the business plan on 27 October 2009 and also set the capital requirement for 2010 at a level acceptable to the Group.

To the extent that the Invesco Proposals are motivated by a desire to reinstate Mr. Robinson, the Independent Directors wish to make it clear that they do not consider such a reinstatement to be in the best interests of the Company as they believe that the reinstatement of Mr. Robinson as Chief Underwriting Officer, Active Underwriter or in any other senior role within the Group would be detrimental to the Group and would lead to immediate and serious disruption amongst key personnel. The Company is also concerned about the reaction of Lloyd's to any such disruption at Omega Underwriting Agents as a result of any reinstatement of John Robinson.

Regulatory Implications

It is unclear at this time, what, if any, action regulators may take if the Resolutions are passed and as a result the Invesco Proposals are implemented. Some regulators have raised questions regarding the potential instability and other changes in the Group resulting from the passing of the Resolutions. The Delaware Department of Insurance, which is the domiciliary regulator of Omega US, has indicated that they will review the proposed changes to the Board and consider what, if any, regulatory approvals these changes will require of certain Shareholders and what effect the pursuit of these changes may have on a disclaimer of control which the Delaware Department of Insurance originally granted to Invesco. The Delaware Department of Insurance has called a public hearing for 10 March 2010 to consider the disclaimer of control. It is possible that other states, which have approved Omega US, may also take action in response to the passing of the Resolutions.

5. Action to be taken

A Form of Proxy for use by Shareholders at the SGM is enclosed. Whether or not you propose to attend the SGM, you are urged to complete and sign the Form of Proxy in accordance with the instructions printed thereon and return it to the Company's Registrars, Capital Registrars, Proxy Dept., 34 Beckenham Road,

Beckenham, Kent BR3 4TU, as soon as possible and in any event so as to be received no later than 10 a.m. (Bermuda time) on 10 March 2010. The completion and return of the Form of Proxy will not preclude you from attending the SGM and voting in person should you wish to do so.

Holders of Depositary Interests wishing to instruct the Depositary to vote in respect of the holder's interest should use the enclosed Form of Direction. The completed Form of Direction must be received by Capita Registrars, Proxy Dept., 34 Beckenham Road, Beckenham, Kent BR3 4TU not later than 72 hours before the time appointed for the Special General Meeting.

6. Record Date and adjustment of voting power

Only Shareholders entered on the register of members of the Company at 5.00 p.m. (Bermuda time) on 5 February 2010 shall be entitled to attend and vote at the SGM in respect of the number of Common Shares registered in their name at that time. Changes to entries on the register of members after 5.00 p.m. (Bermuda time) on 5 February 2010 shall be disregarded in determining the rights of any person to attend or vote at the meeting. The length of time between the record date and the Special General Meeting is necessary to allow sufficient time to complete the voting cut-back calculations as required by Bye-Laws 38 to 42 (inclusive) of the Bye-Laws.

7. Classes of Proposed Directors

The Bye-Laws provide for a Board consisting of different classes of Directors, divided into Class I Directors, Class II Directors and Class III Directors. Each Class of Directors is to consist, as nearly as possible, of an equal number of Directors (excluding any Director required by the Combined Code to stand for re-election annually).

Taking into account the statements of confirmation and intent referred to in paragraph 1 above of the non-executive Directors of the Company to step down as Directors if the Resolutions are passed, the Proposed Directors will be appointed to the Classes respectively set out in the Resolutions. The Bye-Laws state that the first term of office after Admission of each Class shall expire at the first annual general meeting after Admission, which will take place in 2010. At that annual general meeting, if re-elected, the Class I Directors are scheduled to serve until the Company's 2013 annual general meeting, the Class II Directors are scheduled to serve until the Company's 2012 annual general meeting and the Class III Directors are scheduled to serve until the Company's 2011 annual general meeting.

8. Recommending Directors

As noted in paragraph 1 above, each of Walter Fiederowicz and Christopher Clarke has confirmed to the Company that he will step down as a Director if the Resolutions are passed in light of the Invesco Proposals calling for his removal. Accordingly, Messrs Fiederowicz and Clarke have a conflict of interest in making a recommendation to Shareholders and therefore the references in paragraph 9 below to the Board do not include Walter Fiederowicz and Christopher Clarke.

9. Recommendation

The Board does not consider the Invesco Proposals or the Resolutions to be in the best interests of the Company and its Shareholders as a whole.

Accordingly, the Board recommends Shareholders to vote against all the Resolutions to be proposed at the SGM, as they (other than Penelope James who holds no Common Shares) intend to do in respect of their own beneficial holdings in the Company amounting to, in aggregate 977,194 Common Shares, representing approximately 0.4 per cent. of the existing issued Common Share capital of the Company.

Yours sincerely,

THE INDEPENDENT DIRECTORS OF OMEGA INSURANCE HOLDINGS LIMITED

PART II

INFORMATION ON THE BOARD

Executive Directors

Richard Tolliday (aged 49) — Chief Executive Officer

Mr. Tolliday joined the Omega Group in 2002 as Chief Executive Officer. His insurance career spans 28 years during which he has held a number of senior positions both in management and underwriting. Between 1982 and 2000, Mr. Tolliday held various positions with Amlin plc (formerly Murray Lawrence & Partners Limited). As group operations director, he was responsible for the strategic leadership of Amlin plc's operations. Prior to that, Mr. Tolliday held positions as group information systems director and syndicate manager and deputy underwriter on Syndicate 40. Before joining the Omega Group, Mr. Tolliday served as chief operating officer of the commercial division of Cox Insurance Holdings plc. Mr. Tolliday was awarded an MBA with distinction from the London Business School in 1999.

Penelope James (aged 40) — Chief Financial Officer

Mrs. James joined the Omega Group in May 2007 as Group Finance Director. She has 13 years of finance-related experience in the insurance industry. Between 1995 and 2007, Mrs. James held various finance positions within Zurich Financial Services, most recently as the chief financial officer of the UK Financial Insurance Division with responsibility for the financial management of Zurich's commercial and personal lines businesses in the UK. Previously, Mrs. James worked with Coopers & Lybrand, being admitted as a member of the Institute of Chartered Accountants in England and Wales in 1994. Mrs. James holds an Honours degree in Statistics from the University of Bath.

Non-Executive Directors

Walter Fiederowicz (aged 63) — Non-Executive Chairman

Mr. Fiederowicz has been underwriting as a Name at Lloyd's on various syndicates since 1996, and specifically as a Name on Syndicate 958 from 1996 until 2009. He joined the Board of Omega Underwriting Holdings in 2003. He currently serves as chairman of the board of Meacock Capital plc, a Lloyd's-based underwriting entity. He also serves as a managing director of the Painter Hill Venture Fund I, L.P., and serves on the board of directors of Photronics, Inc. Mr. Fiederowicz previously served as chairman of the board of Conning & Company, a firm specialising in the analysis of insurance companies, Heritage Underwriting Agency plc (a Lloyd's managing agency) and CDT Corporation and as a director of Quadlogic Controls Corporation. He is a graduate of Yale University and the University of Virginia School of Law. His career as an attorney included service as a partner of Cummings & Lockwood where he represented venture capital firms and other financial institutions and capital providers.

Christopher Clarke (aged 64) — Non-Executive Director

Mr. Clarke was appointed a non-executive Director of the Group in March 2005 and as Senior Independent Director of the Company in November 2009. He has been a Deputy Chairman of the Competition Commission since 2004, having been a member since 2001. He was a non-executive director of The Weir Group PLC from 1999 to the end of 2008 where he was also a member of the audit and remuneration committees. Formerly an investment banker, he was a director of Samuel Montagu & Co. Limited from 1982 to 1996 and of HSBC Investment Banking until 1998. Mr. Clarke is a graduate of Cambridge University and of the London Business School.

Clifford Palmer (aged 61) — Non-Executive Director

Mr. Palmer was appointed a non-executive director of Omega Underwriting Agents in 1998 and he was appointed a non-executive Director of the Group in 2003. Mr. Palmer has been actively involved in the management of Lloyd's related companies for over 20 years, including service as a syndicate active underwriter and executive director of Ashley Palmer Holdings Limited and companies within the same group, as well as an independent director of Vesta Insurance Group, Inc. from immediately following their IPO until 2001. Until April 2004, Mr. Palmer also served on the board of directors of S.A. Meacock & Co. Limited, a Lloyd's underwriting agency. He is currently non-executive chairman of Bell & Clements (London) Limited, the parent company of Lloyd's broker Bell & Clements Limited and a wholly-owned subsidiary of Munich Re. Mr. Palmer is also the President of Henley Consulting Inc., a family-owned consulting company.

Coleman Ross (aged 66) — Non-Executive Director

Mr. Ross was appointed a non-executive Director of the Company on 10 March 2009. He currently serves as an independent director as well as audit committee chairman of three other companies: NCCI Holdings, Inc. (workers compensation insurance data services), Pan-American Life Mutual Holding Company (life and health insurance), and Syncora Holdings Ltd. (financial guarantee insurance). Mr. Ross practiced public accounting for 34 years with Price Waterhouse and PricewaterhouseCoopers until his retirement in 1999, where he served as audit partner for major insurance and banking clients and was managing partner of the Price Waterhouse US insurance practice. He was then executive vice president and chief financial officer of two publicly-traded companies: Trenwick Group Limited (non-life insurance and reinsurance) from 2000 to 2002 and The Phoenix Companies, Inc. (life insurance and asset management) from 2002 to 2003. Mr. Ross has an undergraduate degree in business administration from the University of North Carolina at Chapel Hill and a graduate degree in economics from Trinity College. He is licensed as a Certified Public Accountant and also holds Associate of the Chartered Insurance Institute and Chartered Property Casualty Underwriter designations.

Nicholas Warren (aged 57) — Non-Executive Director

Mr. Warren was appointed a non-executive Director of Omega Insurance Holdings on 28 August 2006. He has spent 30 years in the insurance and investment sectors in Bermuda and currently serves as Senior Vice President of International Advisory Services (IAS), an insurance management company. His previous appointments include being president and CEO of the SDI Group from 2000 to 2004, holding a number of positions in the Argus Group from 1986 to 1999 and he was vice president of Marsh & McLennan between 1983 and 1986. He is currently a board member and chairman of the audit committee of the First Bermuda Group. Mr. Warren was admitted as an Associate Member of the Institute of Chartered Accountants in England and Wales in 1978 and as a Fellow in 1983. He holds an Honours degree in Economics and Politics from the University of London.

PART III

INFORMATION ON THE PROPOSED DIRECTORS

John Coldman (age 62)

John Coldman was the managing director of the Benfield Group Limited (“**the Benfield Group**”) from 1986 to 1996 and the chairman from 1996 to 2008. The Benfield Group listed on the London Stock Exchange in 2003 and was acquired by Aon Corporation in November 2008. He was the chairman of Brit Insurance Holdings plc from 1996 to 2000. From 2001 to 2006, Mr. Coldman was deputy chairman and member of the Council of Lloyd’s of London. Mr. Coldman is also the non-executive chairman of Roodlane Medical Limited.

Source: Director’s Questionnaire.

James Bryce (age 61)

James Bryce was senior vice president of underwriting of IPC Holdings Limited (“**IPC Holdings**”) from 1993 to 2000. Mr. Bryce was the president and chief executive officer of IPC Holdings and IPC Re Limited from 2000 to 2009. Mr. Bryce has also acted as a director of Starr Managing Agents Limited and Starr Underwriting Agents Limited. In 1993 Mr. Bryce became the vice president of the reinsurance division of AIG Europe (UK) Limited. From 1985 to 1992 Mr. Bryce worked for Transatlantic Reinsurance Company, Hong Kong and Japan in underwriting management.

Source: Director’s Questionnaire

Robin Spencer-Arscott

In 2006 Robin Spencer-Arscott was appointed as president of Cyrus Reinsurance Limited. He served as president and CEO of Frank B Hall (Bermuda), which became a unit of Aon. Mr. Spencer-Arscott ran RSA Services Ltd., a family-owned insurance consultancy business. He currently serves as a director of Torus Insurance (Bermuda) and a number of other Bermuda insurance and reinsurance companies.

Source: Publicly available information

Jonathan Betts

Mr. Betts is a senior associate in the corporate department of Cox Hallett Wilkinson, a Bermuda law firm.

Source: Cox Hallett Wilkinson website

Ernest Morrison

Mr. Morrison is a partner and head of the corporate department of Cox Hallett Wilkinson, a Bermuda law firm.

Source: Cox Hallett Wilkinson website

David Cooper

Mr. Cooper is a partner and head of the commercial department at Cox Hallett Wilkinson, a Bermuda law firm.

Source: Cox Hallett Wilkinson website

DEFINITIONS

“2009 Capacity Auctions”	the Capacity Auctions held in 2009 by Lloyd’s for the tender and subsequent subscription of capacity on syndicates for the 2010 year of account
“Admission”	the admission of the Common Shares to (i) the Official List and (ii) trading on the London Stock Exchange’s main market for listed securities, which became effective on 7 July 2009
“Bermuda Act”	the Companies Act 1981 of Bermuda, as amended
“the Board” or “the Directors”	the directors of the Company
“Bye-Laws”	the Bye-Laws of the Company
“Capacity Auction”	an auction within the meaning of paragraph 1 of the Auction Byelaw (no. 14 of 1997)
“Capacity Offer”	the offer by the Company on behalf of Omega Dedicated to acquire capacity on Syndicate 958
“Capita Registrars”	a trading division of Capita IRG Plc
“certificated” or “in certificated form”	not in uncertificated form
“Certificated Holders”	Shareholders holding their Common Shares in certificated form
“Combined Code”	the Combined Code on Corporate Governance dated June 2008
“Common Shares”	the common shares of US\$0.10 each in the capital of the Company
“the Company” or “Omega”	Omega Insurance Holdings Limited, an exempted company incorporated in Bermuda under the Bermuda Act with limited liability
“CREST”	the relevant system (as defined in the Regulations) in respect of which Euroclear UK & Ireland Limited is the Operator (as defined in the Regulations) in accordance with which securities may be held and transferred in uncertificated form
“CREST member”	a person who has been admitted by Euroclear UK & Ireland Limited as a system member (as defined in the Regulations)
“Depository”	Capita IRG Trustees Limited
“Depository Interest”	a depository interest representing an underlying Common Share
“Euroclear UK & Ireland”	Euroclear UK & Ireland Limited, the operator of CREST
“Form of Direction”	the form of direction which accompanies this document by which holders of Depository Interests may instruct the Depository how to vote at the SGM
“Form of Proxy”	the form of proxy which accompanies this document for use by Shareholders in connection with the SGM
“the Group” or “Omega Group”	the Company, and its subsidiary undertakings, or any of them, as the case may be
“holder”	includes any person entitled by transmission
“Independent Directors”	all of the Board other than Walter Fiederowicz and Christopher Clarke
“Invesco”	Invesco Asset Management Limited
“Invesco Proposals”	the proposals by Invesco to remove Walter Fiederowicz and Christopher Clarke as Directors and to appoint the Proposed Directors
“Proposed Directors”	John Coldman, James Bryce, Robin Spencer-Arscott, Jonathan Betts, Ernest Morrison and David Cooper, being the six individuals nominated to the Board by Invesco

“Lloyd’s”	the Society and Corporation of Lloyd’s created and governed by the Lloyd’s Acts 1871-1982
“London Stock Exchange”	London Stock Exchange plc
“Notice of SGM”	the notice of the Special General Meeting which is set out at the end of this document
“Official List”	the Official List of the UK Listing Authority
“Omega Dedicated”	Omega Dedicated Limited, an indirect wholly-owned subsidiary of the Company
“Omega Specialty”	Omega Specialty Insurance Company Limited, a wholly owned subsidiary of Omega which is an exempted company incorporated in Bermuda under the Bermuda Act with limited liability
“Omega Underwriting Agents”	Omega Underwriting Agents Limited, an indirect wholly-owned subsidiary of the Company
“Omega US”	Omega US Insurance, Inc., an indirect wholly-owned subsidiary of Omega which is a corporation incorporated in Delaware pursuant to section 102 of the General Corporation Law of the State of Delaware
“Regulations”	the Uncertificated Securities Regulations 2001 (SI 2001/3755)
“Resolutions”	the resolutions to be proposed at the SGM
“Share Incentive Plans”	the current Omega Executive Share Option Plan or the historic Omega Underwriting Holdings plc Executive Share Option Plan as the context requires and the Omega Long Term Incentive Plan
“Shareholders”	holders of Common Shares
“Special General Meeting” or “SGM”	the special general meeting of the Company convened for 10 a.m. on 12 March 2010 by the notice set out at the end of this document, or any adjournment thereof
“subsidiary”	has the meaning given in the Act or the Bermuda Act, as the context requires
“Syndicate 958” or “the Syndicate”	Syndicate 958 at Lloyd’s
“uncertificated” or “in uncertificated form”	Common Shares recorded in the Company’s register of Shareholders as being held in uncertificated form in CREST, title to which may be transferred by means of an instruction issued in accordance with the rules of CREST
“Uncertificated Holders”	Shareholders holding their Common Shares in uncertificated form
“United Kingdom” or “UK”	the United Kingdom of Great Britain and Northern Ireland, and all other areas subject to its jurisdiction
“United States” or “US”	the United States of America, its territories and possessions, any state of the United States and the District of Columbia
“Voting Record Time”	5.00 p.m. (Bermuda time) on 5 February 2010

NOTICE OF SPECIAL GENERAL MEETING

OMEGA INSURANCE HOLDINGS LIMITED

NOTICE IS HEREBY GIVEN that a Special General Meeting of Omega Insurance Holdings Limited (the “**Company**”) will be held at the offices of Conyers, Dill & Pearman, Clarendon House, 2 Church Street, Hamilton, HM11, Bermuda on 12 March 2010 at 10 a.m. (Bermuda time) for the purpose of considering and, if thought fit, passing the following ordinary resolutions:

ORDINARY RESOLUTIONS

Appointment of Directors

1. **THAT** John Coldman be and hereby is appointed an additional Director of the Company to hold office as a Class II Director in accordance with Bye-Law 45.7 of the Bye-Laws of the Company (the “**Bye-laws**”).
2. **THAT** James Bryce be and hereby is appointed an additional Director of the Company to hold office as a Class I Director in accordance with Bye-Law 45.7 of the Bye-Laws.
3. **THAT** Robin Spencer-Arscott be and hereby is appointed an additional Director to hold office as a Class II Director in accordance with Bye-Law 45.7 of the Bye-Laws.
4. **THAT** Jonathan Betts be and hereby is appointed an additional Director to hold office as a Class III Director in accordance with Bye-Law 45.7 of the Bye-Laws.
5. **THAT** Ernest Morrison be and hereby is appointed an additional Director to hold office as a Class I Director in accordance with Bye-Law 45.7 of the Bye-Laws.
6. **THAT** David Cooper be and hereby is appointed an additional Director to hold office as a Class III Director in accordance with Bye-Law 45.7 of the Bye-Laws.

Dated 18 February 2010

By Order of the Board

Malcolm Stuart Mitchell
Company Secretary

Registered Office:
Clarendon House
Church Street
Hamilton HM11
Bermuda
Registered Number EC38802

NOTES

- (i) A member entitled to attend and vote at the meeting convened by this Notice or any adjournment thereof is entitled to appoint one or more proxies to attend and, on a poll, to vote in his or her stead. A proxy need not be a member of the Company. The appointment of a proxy will not preclude a member from being present at the meeting or adjourned meeting and voting in person if he or she should subsequently decide to do so.
- (ii) To be valid, the enclosed form of proxy and any power of attorney under which it is signed, or a notarially certified copy of such power must be received by the Company's registrars, Capita Registrars, Proxy Dept., 34 Beckenham Road, Beckenham, Kent BR3 4TU, not later than 48 hours before the time appointed for the holding of the meeting or adjourned meeting together (except in the case of appointments made electronically) with any authority (or a notarially certified copy of such authority) under which it is signed. CREST members should use the CREST electronic proxy appointment service and refer to note (vi) below in relation to the submission of a proxy appointment via CREST.
- (iii) Any holders of depositary interests in the Company wishing to instruct the Depositary to vote in respect of the holder's interest should use the enclosed Form of Direction or use the CREST system. The completed Form of Direction must be received by the Company's registrars, Capita Registrars, Proxy Dept., 34 Beckenham Road, Beckenham, Kent BR3 4TU, not later than 72 hours before the time appointed for the holding of the meeting or adjourned meeting.
- (iv) Only those shareholders registered in the register of members of the Company as at 5.00 p.m. (Bermuda time) on 5 February 2010 shall be entitled to attend and vote at the meeting or adjourned meeting in respect of the number of Shares registered in their name at that time. Changes to entries on the relevant register of securities after 5.00 p.m. (Bermuda time) on 5 February 2010 shall be disregarded in determining the rights of any person to attend and vote at the meeting or adjourned meeting.
- (v) In the case of joint holders, the signature of the holder whose name stands first in the relevant register of members will suffice as the vote of such holder and shall be accepted to the exclusion of the votes of the other joint holders. The names of all joint holders should, however, be shown.
- (vi) CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the special general meeting to be held on the above date and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "**CREST Proxy Instruction**") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the Company's agent (ID: RA10) by the latest time(s) for receipt of proxy appointments specified in the notice of meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited 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 (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

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.

OMEGA INSURANCE HOLDINGS LIMITED
(the "Company")

SPECIAL GENERAL MEETING
FORM OF PROXY

(If your interest in the Company's Common Shares is held in electronic form in CREST you must use the Form of Direction)

To be used by holders of Common Shares of the Company in connection with the Special General Meeting of the Company to be held at the offices of Conyers, Dill & Pearman, Clarendon House, 2 Church Street, Hamilton, HM11, Bermuda at 10 a.m. (Bermuda time) on 12 March 2010 and at any adjournment thereof.

I/We
(PLEASE USE BLOCK LETTERS)

of
being (a) holder(s) of Common Shares of the Company hereby appoint the Chairman of the Meeting or (See Note 1)

of
as my/our proxy to attend and, on a poll, to vote for me/us and on my/our behalf at the Special General Meeting of the Company to be held at 10 a.m. (Bermuda time) on 12 March 2010 and at any adjournment thereof.

I/We hereby authorise and instruct my/our Proxy to vote on the resolutions to be proposed at such meeting as indicated by the marking of an "X" in the boxes below. Unless otherwise directed, the Proxy will vote or abstain from voting as he or she thinks fit. Should any resolutions, other than those specified below, be proposed at the meeting, the Proxy may vote thereon as the Proxy thinks fit.

	ORDINARY RESOLUTIONS	For	Against	Abstain
1.	To appoint John Coldman as an additional Director of the Company to hold office as a Class II Director in accordance with Bye-Law 45.7 of the Bye-Laws of the Company (the "Bye-laws").			
2.	To appoint James Bryce as an additional Director of the Company to hold office as a Class I Director in accordance with Bye-Law 45.7 of the Bye-Laws.			
3.	To appoint Robin Spencer-Arscott as an additional Director to hold office as a Class II Director in accordance with Bye-Law 45.7 of the Bye-Laws.			
4.	To appoint Jonathan Betts as an additional Director to hold office as a Class III Director in accordance with Bye-Law 45.7 of the Bye-Laws.			
5.	To appoint Ernest Morrison as an additional Director to hold office as a Class I Director in accordance with Bye-Law 45.7 of the Bye-Laws.			
6.	To appoint David Cooper as an additional Director to hold office as a Class III Director in accordance with Bye-Law 45.7 of the Bye-Laws.			

Signed Dated

Notes:

- If you wish to appoint a proxy other than the Chairman, strike out the words "the Chairman of the Meeting or" and insert the name of the person you wish to be your proxy (who need not be a member of the Company but must attend the meeting to represent you). If such words are not deleted and the name or names of proxy or proxies is/are stated on this Form the Chairman shall not be entitled to vote as proxy. Any alteration must be initialled. If more than one person is appointed to act as proxy the number of shares in respect of which each such proxy must vote must be specified. In the absence of any specific direction a proxy shall be deemed to be entitled to vote in respect of all the shares in the relevant holding.
- A member entitled to attend and vote at the Special General Meeting to be held on the above date or any adjournment(s) thereof is entitled to appoint one or more proxies to attend and, on a poll, to vote in his or her stead. A proxy need not be a member of the Company but must attend the meeting to represent the member. The appointment of a proxy will not preclude a member from being present at the meeting or adjourned meeting and voting in person if he or she should subsequently decide to do so.
- To appoint more than one proxy a member may photocopy this form. A member should indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as such member's proxy (which, in aggregate, should not exceed the number of shares held by the member). A member should also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
- To be valid, this Form of Proxy and any power of attorney under which it is signed, or a notarially certified copy of such power must be received by the Company's registrars, Capita Registrars, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU not later than 48 hours before the time appointed for the meeting or adjourned meeting together (except in the case of appointments made electronically) with any authority (or a notarially certified copy of such authority) under which it is signed. CREST members should use the CREST electronic proxy appointment service and refer to note 8 below in relation to the submission of a proxy appointment via CREST.
- Only those shareholders registered in the register of members of the Company as at 5.00 p.m. (Bermuda time) on 5 February 2010 shall be entitled to attend and vote at the meeting or adjourned meeting in respect of the number of Common Shares registered in their name at that time. Changes to entries on the relevant register of securities after 5.00 p.m. (Bermuda time) on 5 February 2010 shall be disregarded in determining the rights of any person to attend and vote at the meeting to adjourned meeting.
- In the case of joint holders, the signature of the holder whose name stands first in the relevant register of members will suffice as the vote of such holder and shall be accepted to the exclusion of the votes of the other joint holders. The names of all joint holders should, however, be shown.
- If a member is a body corporate this Form of Proxy must be executed either under its common seal or under the hand of an officer or agent duly authorised in writing.
- CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Special General Meeting to be held on the above date and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

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Business Reply
Licence Number
RSBH-UXKS-LRBC



FIRSTFOLD

PXS
34 Beckenham Road
Beckenham
BR3 4TU

SECOND FOLD

OMEGA INSURANCE HOLDINGS LIMITED
(the “Company”)

SPECIAL GENERAL MEETING
FORM OF DIRECTION

(You must use this Form of Direction if your interest in the Company’s Common Shares is held in electronic form in CREST)

To be used by holders of Depositary Interests representing Common Shares of the Company on a 1 for 1 basis in connection with the Special General Meeting of the Company to be held at the offices of Conyers, Dill & Pearman, Clarendon House, 2 Church Street, Hamilton, HM11, Bermuda at 10 a.m. (Bermuda time) on 12 March 2010 and at any adjournment thereof.

I/We
(PLEASE USE BLOCK LETTERS)

of
being (a) holder(s) of Depositary Interests in the Company hereby appoint Capita IRG Trustees Limited (“Capita”) to vote for me/us and on my/our behalf at the Special General Meeting of the Company to be held at 10 a.m. (Bermuda time) on 12 March 2010 and at any adjournment thereof.

I/We hereby authorise and instruct Capita to vote on the resolutions to be proposed at such meeting as indicated by the marking of an “X” in the boxes below. If no indication is given, you will be deemed as instructing the Depositary to abstain from voting.

	ORDINARY RESOLUTIONS	For	Against	Abstain
1.	To appoint John Coldman as an additional Director of the Company to hold office as a Class II Director in accordance with Bye-Law 45.7 of the Bye-Laws of the Company (the “Bye-laws”).			
2.	To appoint James Bryce as an additional Director of the Company to hold office as a Class I Director in accordance with Bye-Law 45.7 of the Bye-Laws			
3.	To appoint Robin Spencer-Arscott as an additional Director to hold office as a Class II Director in accordance with Bye-Law 45.7 of the Bye-Laws.			
4.	To appoint Jonathan Betts as an additional Director to hold office as a Class III Director in accordance with Bye-Law 45.7 of the Bye-Laws.			
5.	To appoint Ernest Morrison as an additional Director to hold office as a Class I Director in accordance with Bye-Law 45.7 of the Bye-Laws.			
6.	To appoint David Cooper as an additional Director to hold office as a Class III Director in accordance with Bye-Law 45.7 of the Bye-Laws.			

Signed Dated

Notes:

- To be valid, this Form of Direction must be signed and lodged with the Company’s registrars, Capita Registrars, PXS, Beckenham Road, Beckenham, Kent BR3 4TU, not later than 72 hours before the time appointed for the holding of the meeting or adjourned meeting. CREST members should use the CREST electronic proxy appointment service and refer to note 4 below in relation to the submission of a proxy appointment via CREST.
- Only holders of Depositary Interests registered at 5.00 p.m. (Bermuda time) on 5 February 2010 shall be entitled to attend and vote at the meeting or adjourned meeting in respect of the number of Depositary Interests registered in their name at that time. Changes to entries on the relevant register of securities after 5:00 p.m. (Bermuda time) on 5 February 2010 shall be disregarded in determining the rights of any person to attend and vote at the meeting or adjourned meeting.
- In the case of joint holders of Depositary Interests, the signature of the holder whose name stands first in the relevant register of members will suffice as the vote of such holder and shall be accepted to the exclusion of the votes of the other joint holders. The names of all joint holders should, however, be shown.
- CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Special General Meeting to be held on the above date and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
- If a member is a body corporate, this Form of Direction must be executed either under its common seal or under the hand of an officer or agent duly authorised in writing.
- Holders of shares via the Depositary Interest arrangement who would like to attend the Special General Meeting should contact the Depositary, Capita IRG Trustees Limited at The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU (alternatively please e-mail custodymtg@capitaregistrars.com) to request a Letter of Representation. Requests must be received no later than 72 hours before the time of the meeting. Please note that the Depositary will require an original copy of your letter duly signed by the authorised signature(s) of the Depositary Interest Holder(s).

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Business Reply
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FIRSTFOLD

PXS
34 Beckenham Road
Beckenham
BR3 4TU

SECOND FOLD