

Hiscox Ltd

(Incorporated in Bermuda under number 38877)

Resolutions passed at Extraordinary General Meeting

At the Extraordinary General Meeting of Hiscox Ltd (the "**Company**") held at 1.00 p.m. on 25 March 2015 at Hadsley House, Lefebvre Street, St. Peter Port, Guernsey GY1 2JP the following resolutions were passed, resolutions 1, 3 and 4 as special resolutions of the Company and resolution 2 as an ordinary resolution of the Company:

SPECIAL RESOLUTION 1

1. That, conditional upon the New Ordinary Shares (as defined below) being admitted to the Official List of the UK Listing Authority and to trading on the London Stock Exchange's main market for listed securities by 8.00 a.m. on 26 March 2015 (or such later time and/or date as the Directors may in their absolute discretion determine):

- (a) in accordance with Bye-Law 117 of the Company's Bye-Laws the Directors be and are hereby authorised to capitalise a sum not exceeding £32,100 standing to the credit of the Company's share premium account and to apply such sums in paying up in full up to 321,000,000 E Shares of par value 0.01 pence each (the "**E Shares**") and up to 321,000,000 F Shares of par value 0.01 pence each (the "**F Shares**"), each having the rights and being subject to the restrictions as set out in the Bye-Laws to be adopted pursuant to paragraph (e) of this resolution;
- (b) in accordance with Bye-Law 5(b) of the Company's Bye-Laws the Directors be authorised to allot and issue credited as fully paid up 321,000,000 E Shares and 321,000,000 F Shares up to an aggregate nominal amount of £32,100 from the authorised share capital of the Company to the holders of the ordinary shares of par value 6 pence each in the capital of the Company (the "**Existing Ordinary Shares**") on the basis of one E Share or one F Share for each Existing Ordinary Share (other than any Existing Ordinary Share held in treasury) held and recorded on the register of members of the Company at 4.30 p.m. on 25 March 2015 (or such later time and/or date as the Directors may in their absolute discretion determine) provided that this authority shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution or, if earlier, on 24 March 2016, provided further that the Company may, before this authority expires, make an offer or agreement which would or might require such E Shares and/or F Shares to be allotted after it expires and the Directors may allot such E Shares and/or F Shares in pursuance of such offer or agreement as if it had not expired;
- (c) in accordance with Bye-Law 8(a) of the Company's Bye-Laws each of the 400,000,000 unissued shares in the capital of the Company of par value 50 pence each be and is hereby subdivided into 10 shares of par value 5 pence each and forthwith upon such subdivision every 13 shares of par value 5 pence each arising from such subdivision be and are hereby consolidated into ten new ordinary shares of par value 6.5 pence in the capital of the Company (the "**New Shares**") and the remainder of the authorised share capital of the Company be available for issue by the Company in such manner and denominations as the Directors may determine at the time of issue provided that if as a result of such subdivision and consolidation a fraction of a New Share arises, such fraction shall, so far as possible, be aggregated with all other fractions of a New Share (if any) and to the extent not possible, such fractions shall be ignored in determining the number of New Shares available for issue from the authorised share capital of the Company. The New Shares shall rank *pari passu* with the ordinary shares in the capital of the Company and shall have all the rights and be subject to the restrictions as set out in the Bye-Laws to be adopted pursuant to paragraph (d) of this resolution;
- (d) in accordance with Bye-Law 8(a) of the Company's Bye-Laws each Existing Ordinary Share as shown in the register of members of the Company (including any Existing Ordinary Share held in treasury and each unissued ordinary share in the capital of the Company of par value 6 pence each) at 4.30 p.m. on 25 March 2015 (or such later time and/or date as the Directors may in their absolute discretion determine) be and is hereby subdivided into 88 shares of par value 6/88 pence each and forthwith upon such subdivision every 100 shares of par value 6/88 pence each arising from such subdivision be and are hereby consolidated into one new share of par value 6 72/88 pence and forthwith upon such consolidation each such new share be subdivided into one new ordinary share of par value 6.5 pence in the capital of the Company (together with the New Shares hereinafter referred to as the "**New Ordinary Shares**") and one new deferred share of

par value 28/88 pence, having the rights and restrictions set out in Bye-Law 4(D) of the new Bye-Laws to be adopted under paragraph (e) of this Resolution (the "**Deferred Shares**"), provided that if as a result of such consolidation and subdivision any member is entitled to a fraction of a New Ordinary Share, such fraction shall, so far as possible, be aggregated with the fractions of a New Ordinary Share (if any) to which other members of the Company would be similarly so entitled and, in accordance with Bye-Law 8(c) of the Company's Bye-Laws, the Directors be and they are hereby authorised to sell (or appoint any other person to sell) the New Ordinary Shares representing the fractions to any person and distribute the net proceeds of sale in due proportion among those members (except that any proceeds in respect of any holding less than £5 shall be retained for the benefit of the Company and the relevant member shall not be entitled thereto) and for the purpose of implementing the provisions of this paragraph any Director (or any person appointed by the Directors) shall be and is hereby authorised to transfer or to execute one or more instruments of transfer in respect of such New Ordinary Shares on behalf of the relevant member(s) and to do all acts and things as the Directors consider necessary or desirable to effect the transfer of such New Ordinary Shares to, or as directed by, the purchaser thereof, who shall not be bound to see the application of the purchase money and the title of the new member to any of such New Ordinary Shares shall not be affected by any irregularity in or invalidity of the proceedings relating to the sale or transfer;

- (e) the Bye-Laws of the Company set out in the printed document produced to the meeting marked "A" and initialled for the purpose of identification by the Chairman be and are hereby adopted as the Bye-Laws of the Company in substitution for and to the exclusion of the Bye-Laws existing at the time of this resolution, it being noted that such Bye-Laws are subject to automatic amendment upon the cancellation of all of the E Shares, F Shares, E Deferred Shares and Deferred Shares (as defined in such Bye-Laws);
- (f) in accordance with Bye-Law 9 of the Company's Bye-Laws: (i) the terms and entry into by the Company of the contract dated 2 March 2015 between UBS Limited ("**UBS**") and the Company (a copy of which is produced to the meeting and initialled for the purposes of identification by the Chairman) under which UBS will be entitled to require the Company to purchase F Shares from UBS (the "**Option Agreement**") be and is hereby approved; and (ii) the Company is generally and unconditionally authorised to purchase such F Shares in accordance with, and for the purchase price set out in, the Option Agreement and to purchase the E Deferred Shares and the Deferred Shares in accordance with the rights and restrictions attaching to such shares, provided that the authority hereby conferred under this resolution, shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution or, if earlier, on 24 March 2016; and
- (g) that the Directors be and are hereby authorised to do all acts and things they may consider necessary or desirable to give effect to this Resolution 1 and to satisfy any entitlement to E Shares and/or F Shares howsoever arising.

ORDINARY RESOLUTION 2

2. That subject to the passing of Resolution 1 and to such Resolution becoming unconditional in accordance with its terms:

- (a) in accordance with Bye-Law 5(b) of the Company's Bye-Laws:
 - (i) the Directors be authorised to allot and issue Relevant Securities up to an aggregate nominal amount of £6,384,569.86; and further
 - (ii) the Directors be authorised to allot and issue Relevant Securities up to an additional aggregate nominal amount of £6,384,569.86 in connection with a Rights Issue;
- (b) this authority shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution or, if earlier, on 24 March 2016, provided that the Company may, before this authority expires, make an offer or agreement which would or might require Relevant Securities to be allotted after it expires and the Directors may allot shares or grant rights in pursuance of such offer or agreement as if it had not expired; and

- (c) all previous unutilised authorities under Bye-Law 5 of the Company's Bye-Laws shall cease to have effect (save to the extent that the same are exercisable pursuant to Bye-Law 5(h) by reason of any offer or agreement made prior to the date of this resolution, which would or might require Relevant Securities to be allotted on or after that date).

For the purposes of this Resolution 2:

- a. 'Relevant Securities' has the meaning given to it in Bye-Law 5(c) of the Company's Bye-Laws; and
- b. 'Rights Issue' means an offer or issue of Equity Securities (as defined in Bye-Law 6(g)(i) of the Company's Bye-Laws) in connection with an offer to or in favour of holders on the Register of Members on a date fixed by the Directors where the Equity Securities respectively attributable to the interests of all those holders are proportionate (as nearly as practicable) to the respective number of shares held by them on that date but the Directors may make such exclusions or other arrangements as they consider expedient in relation to treasury shares, fractional entitlements, legal or practical problems under the laws of or the requirements of any relevant regulatory body or stock exchange in, any territory or any matter whatsoever.

SPECIAL RESOLUTION 3

3 That subject to the passing of Resolution 2 above and to such Resolution becoming unconditional in accordance with its terms:

- (a) in accordance with Bye-Law 7(a) of the Company's Bye-Laws the Directors be given power to allot for cash Equity Securities (as defined in Bye-Law 6(g)(i) of the Company's Bye-Laws) pursuant to the general authority conferred on them by the resolution passed under Bye-Law 5 (Ordinary Resolution 2 above) as if Bye-Law 6 of those Bye-Laws did not apply to the allotment but this power shall be limited:
 - (i) to the allotment of Equity Securities in connection with an offer or issue (but in the case of the authority granted under Ordinary Resolution 2(a)(ii) by way of a Rights Issue only) to or in favour of holders on the Register of Members on a date fixed by the Directors where the Equity Securities respectively attributable to the interests of all those holders are proportionate (as nearly as practicable) to the respective numbers of shares held by them on that date but the Directors may make such exclusions or other arrangements as they consider expedient in relation to treasury shares, fractional entitlements, legal or practical problems under the laws of, or requirement of any relevant regulatory body or stock exchange in, any territory or any matter whatsoever; and
 - (ii) to the allotment (other than under (i) above) of Equity Securities having a par value amount not exceeding in aggregate £949,160;
- (b) this power shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution, or if earlier, on 24 March 2016, but not after the expiry of the authority conferred in the Directors by Bye-Law 5 of the Company's Bye-Laws;
- (c) all previous authorities under Bye-Law 7 of the Company's Bye-Laws shall cease to have effect; and
- (d) the Company may, before this power expires, make an offer or agreement which would or might require Equity Securities to be allotted after it expires and the Directors may allot shares or grant rights in pursuance of such offer or agreement as if it has not expired.

SPECIAL RESOLUTION 4

4 That subject to the passing of Resolution 1 and to such Resolution becoming unconditional in accordance with its terms, in accordance with Bye-Law 9(a) of the Company's Bye-Laws, the Company is generally and unconditionally authorised to make market purchases of its New Ordinary Shares (as defined in Special Resolution 1) on such terms and in such manner as the Directors may determine provided that:

- (a) the maximum number of New Ordinary Shares that may be purchased under this authority is 28,092,107;
- (b) the maximum price which may be paid for any New Ordinary Shares purchased under this authority (exclusive of expenses payable by the Company in connection with the purchase) shall not be more than the higher of an amount equal to 5 per cent above the average of the middle market of the prices showing in the quotations for the New Ordinary Shares on the London Stock Exchange Daily Official List for the five Business Days immediately preceding the day on which that New Ordinary Share is purchased and the amount stipulated by Article 5(1) of the Buy-back and Stabilisation Regulation 2003 and subject to the minimum price which may be paid being the par value of that New Ordinary Share (exclusive of expenses payable by the Company in connection with the purchase);
- (c) this authority shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution, or if earlier, on 24 March 2016, unless renewed before that time;
- (d) the Company may make a contract or contracts to purchase New Ordinary Shares under this authority before its expiry which will or may be executed wholly or partly after the expiry of this authority and may make a purchase of shares in pursuance of any such contract; and
- (e) all existing authorities for the Company to make market purchases of shares are revoked, except in relation to the purchase of shares under a contract or contracts concluded before the date of this resolution and which has not yet been executed.