

Hiscox Ltd Notice of 2016 Annual General Meeting

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to what action you should take, you should consult your stockbroker, solicitor, accountant or other independent adviser authorised under the Financial Service and Markets Act 2000 if you are resident in the United Kingdom or, if not, another appropriately authorised independent financial adviser.

If you have sold or otherwise transferred all of your shares of 6.5p each in the capital of Hiscox Ltd ('Ordinary Shares'), please forward this document (together with the accompanying Form of Direction or Form of Proxy) to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for delivery to the purchaser as soon as possible.

This document contains an explanatory letter from the Company Secretary on behalf of the Board of Hiscox Ltd and the Notice of Annual General Meeting. Accompanying this document is a Form of Direction or Form of Proxy which should be completed and returned in accordance with the instructions thereon. To be valid, the appropriate form should be sent to Capita Asset Services, PXS 1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF, United Kingdom to be received no later than 11.00 am (3.00 pm (BST)) on 16 May 2016 for a Form of Direction or 11.00 am (3.00 pm (BST)) on 17 May 2016 for a Form of Proxy.

Timetable of events

Latest time for receipt of a Form of Direction	11.00 am (3.00 pm (BST)) 16 May 2016
Latest time for receipt of a Form of Proxy	11.00 am (3.00 pm (BST)) 17 May 2016
Annual General Meeting	11.00 am (3.00 pm (BST)) 19 May 2016

The Hiscox 2015 Report and Accounts is now available online at www.hiscoxgroup.com

If you are a Shareholder of Hiscox Ltd and wish to receive paper copies of Shareholder documents by post, please write to:

FREEPOST RLYX-GZTU-KRRG
Capita Asset Services
Shareholder Administration Support
34 Beckenham Road
Beckenham
Kent BR3 9ZA

A copy of this Notice can be found at:
www.hiscoxgroup.com

To holders of Ordinary Shares ('Shareholders') and for information only to holders of depositary interests issued by Capita IRG Trustees Limited in respect of Ordinary Shares ('Depositary Interests Holders').

14 April 2016

Dear Shareholder

I am writing on behalf of the Board to provide an explanation of the business to be considered at the forthcoming Annual General Meeting ('AGM') of Hiscox Ltd (the 'Company'). The formal notice convening this meeting is set out at the end of this letter.

Location

The AGM will be held at the Elbow Beach Hotel, 60 South Shore Road, Paget PG 04, Bermuda on 19 May 2016 at 11.00 am. For the convenience of our European Shareholders, they may attend the AGM via a video link at the Group's London office, 1 Great St Helen's, London EC3A 6HX on 19 May 2016 at 3.00 pm (BST).

Business of the AGM

The following business will be proposed at the AGM:

Resolution 1

Approval of the Report and Accounts

The Directors of the Company (the 'Directors') present to Shareholders the Report and Accounts for the year ended 31 December 2015.

Resolution 2

Approval of the Annual report on remuneration 2015

The Directors seek approval of the Annual report on remuneration for the year ended 31 December 2015 which can be found on pages 64 to 72 of the Report and Accounts. This vote is advisory.

Resolutions 3 to 12

Re-appointment of Directors

The Bye-Laws require that a Director shall retire from office if he has been appointed by the Board since the previous AGM or it is the third AGM following that at which he was last re-appointed. However, in accordance with the UK Corporate Governance Code, all of the Directors will, being eligible, offer themselves for re-appointment at the AGM. Biographical details of each Director can be found at pages 42 to 43 of the Report and Accounts. The Chairman and the Board have considered the individual skills, experience and attributes of each Director. The Board considers that the composition of the Board is well balanced and therefore recommends the re-appointment of each Director at the AGM. Colin Keogh was appointed to the Board as Senior Independent Director in November 2015 and is standing for re-appointment by Shareholders for the first time. Colin has spent his career in financial services, principally at Close Brothers Group plc, where he was CEO from 2002 until 2009. The Board believes that Colin's skills, experience and knowledge as described in his biography on page 43 of the Report and Accounts, are of great benefit to the Board and the Company. Following formal performance evaluation, the Chairman has confirmed in respect of all Directors offering themselves for re-appointment at the AGM that their performance continues to be effective and to demonstrate commitment to the role.

Resolution 13

Approval of the Auditors' appointment

As explained at page 52 of the Report and Accounts, following the conclusion of a formal tender process for its statutory audit, the Audit Committee has recommended, and the Board has approved, the proposed appointment of PricewaterhouseCoopers Ltd as the Company's new statutory auditors, subject to approval by Shareholders at the AGM. In view of the length of their tenure as the Company's auditors, KPMG Audit Limited agreed not to

take part in the tender process and will therefore step down at the conclusion of the AGM. Resolution 13 asks Shareholders to confirm PricewaterhouseCoopers Ltd's appointment from the conclusion of the AGM. In accordance with regulatory requirements, KPMG Audit Limited has notified the Bermuda Monetary Authority that it is aware of the Company's intention not to reappoint KPMG Audit Limited for the reason set out above.

Resolution 14

Auditors' remuneration

This resolution gives the Audit Committee authority to determine the auditors' remuneration for the 2016 financial year.

Resolution 15

Approval of the Hiscox Ltd Performance Share Plan 2016

The Company's current Performance Share Plan was adopted in December 2006 with a ten-year term. During 2015 the Remuneration Committee undertook a review of the design, structure and rules of the current Plan, taking account of business strategy, investor views and market practice.

Following a programme of engagement with major shareholders, the Remuneration Committee has decided to recommend that the current long-term incentive arrangements are largely maintained, as they continue to be a highly effective means of driving both performance and behaviours consistent with the Company's strategic goals. Resolution 15 proposes what would in effect be a renewal of the existing plan on similar terms. A summary of the terms of the proposed new plan (the 2016 Plan) is attached as Appendix I. The key terms of the proposed new plan are similar to the existing plan, however changes have been made, principally to align the 2016 Plan rules with the Remuneration Policy adopted in 2014 and the restrictions that have since been applied to that Policy, as well as certain technical updates to reflect evolving market and best practice.

For Executive Directors the Committee intends to continue granting conditional awards subject to performance. Maximum award levels will remain unchanged. The 2016 Plan Rules enable awards to be granted subject to an additional holding period following vesting. The Company currently imposes an additional two-year holding period (net of tax) for the Executive Directors and this is reflected in a restriction to the Company's Remuneration Policy which is described on page 55 of the Report and Accounts.

The current performance condition is based on return on equity (ROE) and is described on page 66 of the Report and Accounts. For 2016 awards, no vesting shall occur unless the average post-tax ROE over three years is 7% (or 5% over the current annual hurdle rate of 2%). Maximum vesting requires the average post-tax ROE to exceed 14.5% (or 12.5% over the current hurdle rate of 2%).

The rules of the 2016 Plan, have also been updated to incorporate malus and clawback provisions which are not in the current 2006 plan. The new rules explicitly provide that in certain circumstances, the Remuneration Committee can determine that an award made to an Executive Director can be reduced prior to vesting (malus), or that an Executive Director may be required to return previously vested awards (clawback). These changes reflect restrictions to the Remuneration Policy adopted by the Company for its Executive Directors in 2014 and 2015.

The 2006 Plan Rules also provided that in the event of a change of control, awards would vest to the extent that the performance condition is achieved but did not provide for any pro-rating of the awards based on the proportion of the vesting period which had elapsed. In line with investor expectations the 2016 Plan Rules provide for vesting in these circumstances to take into account both the performance condition and the time elapsed.

Resolution 16

Approval of Hiscox Ltd UK Sharesave and Hiscox Ltd International Sharesave Schemes

The Company's existing Sharesave Schemes (UK and International) expire in 2016. The Remuneration Committee has decided to renew both Schemes on substantially the same terms, taking account of market practice. The Company is therefore seeking Shareholder approval for new schemes to replace those that now exist. A summary of the principal terms of the Sharesave Schemes is provided in Appendix II to the Notice.

Resolutions 17 and 18

Approval of a scrip dividend alternative

The Directors are proposing that the Company continues to offer an optional scrip dividend alternative. This allows Shareholders and Depositary Interests Holders to elect to receive new Ordinary Shares (credited as fully paid) or new Depositary Interests in the capital of the Company instead of future cash dividends. Subject to approval of the Shareholders, the scrip dividend alternative will run for three years ending on the earlier of 19 May 2019 and the beginning of the third AGM of the Company following 19 May 2016 and during that period will be offered at the discretion of the Directors. Shareholders and Depositary Interests Holders who elect to take new Ordinary Shares or new Depositary Interests in the Company under the scrip dividend alternative will increase their holding or interest in the Company in a simple manner without incurring any dealing costs. The number of new Ordinary Shares and new Depositary Interests that Shareholders and Depositary Interests Holders will receive for each dividend will depend on the amount of the cash dividend, the number of Ordinary Shares or Depositary Interests (as the case may be) held, the scrip reference share price to be used in calculating Shareholders' and Depositary Interests Holders' entitlements and, for Shareholders only, any residual cash balance brought forward from the last scrip dividend. A separate circular, including the full terms and conditions of the Company's new scrip dividend scheme, is enclosed.

In accordance with the Bye-Laws, approval is also sought to capitalise sums standing to the credit of the reserves of the Company. This would enable the Directors to apply such sums in paying up in full the nominal amounts of new Ordinary Shares and new Depositary Interests allotted to Shareholders pursuant to elections under the scrip dividend alternative.

Resolution 19

To authorise the allotment of relevant securities

Authority was granted to the Directors at the Annual General Meeting held on 20 May 2015 in accordance with Bye-Law 5(b) of the Company's Bye-Laws to allot relevant securities without the prior consent of Shareholders up to a maximum nominal amount of £6,086,623 and an additional nominal amount of £6,086,623 in connection with a Rights Issue for a period expiring at the conclusion of the next Annual General Meeting or, if earlier, on 1 July 2016.

The Directors consider it appropriate to renew this authority at the forthcoming AGM. In accordance with the institutional guidelines issued by the Investment Association, the proposed new authority will allow the Directors to allot relevant securities equal to an amount of up to one third of the Company's existing ordinary issued share capital plus, in the case of a fully pre-emptive Rights Issue only, a further amount of up to an additional one third of the Company's existing issued ordinary share capital (in each case excluding any shares held in treasury).

The proposed new authority will expire at the conclusion of the 2017 Annual General Meeting of the Company or, if earlier, on 1 July 2017. It is the current intention to renew this authority annually. The Directors have no present intention to allot shares other than in connection with employee share schemes and the scrip dividend alternative. However, if they do exercise the authority, the Directors intend to follow emerging best practice as regards its use, as recommended by the Investment Association.

The nominal amount of securities to which the new authority will relate represents approximately one third (33.33%), or up to two thirds (66.66%) in the case of a fully pre-emptive Rights Issue only, of the Company's issued ordinary share capital (excluding shares held in treasury) as at 8 April 2016 (being the latest practicable date prior to publication of this circular). As at 8 April 2016, the Company's issued ordinary share capital amounted to £19,031,288 comprising 292,789,047 ordinary shares and the Company held 7,523,190 ordinary shares in treasury, representing 2.57% of the Company's issued ordinary share capital as at 8 April 2016.

Resolution 20

To dis-apply pre-emption rights

Resolution 20 is proposed as a special resolution in accordance with Bye-Law 7(a) of the Company's Bye-Laws to authorise the Directors to allot equity securities for cash without first being required to offer such shares to existing Shareholders. This authority will expire at the conclusion of the next Annual General Meeting or, if earlier, on 1 July 2017, although it is the Directors' current intention to seek renewal of this authority annually.

The £927,114 nominal amount of equity securities to which this authority relates represents approximately 5% of the nominal amount of the issued ordinary share capital of the Company (excluding treasury shares) as at 8 April 2016 (being the latest practicable date prior to publication of this circular). The Directors have no current intention of exercising this authority. The Directors do not intend to issue more than 7.5% of the issued ordinary share capital of the Company for cash, on a non pre-emptive basis, in any rolling three-year period without prior consultation with Shareholders, the Investment Association and the Pension and Lifetime Savings Association.

Resolution 21

To authorise the Company to purchase its own Ordinary Shares

Resolution 21 is proposed as a special resolution in accordance with Bye-Law 9(a) of the Company's Bye-Laws to give the Company a general authority to make market purchases of its own shares. The maximum number of shares that the Company may purchase under this authority will be 28,526,586 Ordinary Shares representing approximately 10% of the nominal amount of the issued ordinary capital of the Company (excluding shares held in treasury) on 8 April 2016. The resolution also sets out the maximum and minimum price which the Company may pay for those shares. In relation to the maximum price, the Directors note that Article 5(1) of the Buy-Back and Stabilisation Regulation 2003 will be superseded, and it is expected that the Listing Rules will be amended, when Article 5 of the Market Abuse Regulation (EU) No.596/2014 comes into force on 3 July 2016. Any share buy-backs on or after 3 July 2016 would comply with the terms of resolution 21 and with the Listing Rules in force at the relevant time. Any shares purchased under this authority will be cancelled or held in treasury.

The total number of shares over which an option under an employee share scheme exists as at 8 April 2016 (being the latest practicable date prior to the publication of this circular) is 14,190,075 representing 4.97% of the Company's issued ordinary share capital (excluding shares held in treasury). Although the authority being sought at the AGM is in place of that granted at the previous AGM if, for the purposes of Listing Rule 13.7.1(1) (f), the authority given by this resolution and that granted at the previous AGM were aggregated and fully utilised, these shares would represent 19.96% of the Company's issued ordinary share capital (excluding shares held in treasury) at that date.

This authority will expire at the conclusion of the next Annual General Meeting of the Company or, if earlier, on 1 July 2017 although it is the Directors' current intention to seek renewal of this authority annually. The power given by the resolution will only be exercised if the Directors are satisfied that any purchase will increase the earnings per share of the ordinary share capital in issue after the purchase and, accordingly, that the purchase is in the interests of Shareholders. The Directors will also give careful

consideration to gearing levels of the Company and its general financial position.

Recommendation

The Board believes that the proposed resolutions as set out in the Notice of AGM are in the best interests of the Company and the Shareholders as a whole and the Board recommends that the Shareholders vote in favour of the resolutions. Each Director who holds shares in the Company intends to vote in favour of the resolutions.

ACTION TO BE TAKEN

Shareholders

A Form of Proxy for use by Shareholders at the AGM or at any adjournment thereof is enclosed. Whether or not Shareholders propose to attend the AGM they are requested to complete, sign and return the Form of Proxy to Capita Asset Services, PXS 1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF, United Kingdom as soon as possible and in any event so as to be received no later than 11.00 am (3.00 pm (BST)) on 17 May 2016. The completion and return of the Form of Proxy will not preclude Shareholders from attending the AGM and voting in person should they wish to do so.

Depositary Interests Holders

Any Depositary Interests Holder wishing to instruct Capita IRG Trustees Limited to vote in respect of the holder's interest should use the enclosed Form of Direction. The completed Form of Direction must be returned to Capita Asset Services, PXS 1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF, United Kingdom so as to be received no later than 11.00 am (3.00 pm (BST)) on 16 May 2016. Depositary Interests Holders wishing to attend the meeting should contact the Depositary at Capita IRG Trustees Limited, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4ZF, United Kingdom or email to custodymgt@capita.co.uk in order to request a letter of representation by no later than 3.00 pm (BST) on 16 May 2016.

Yours faithfully

A handwritten signature in black ink, appearing to read 'Jeremy Pinchin', with a small circular mark above the 'i'.

Jeremy Pinchin
Company Secretary

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of Hiscox Ltd will be held at Elbow Beach Hotel, 60 South Shore Road, Paget PG 04, Bermuda and via video link at 1 Great St Helen's, London EC3A 6HX on 19 May 2016 at 11.00 am (3.00 pm (BST)) for the following purposes:

Ordinary resolutions:

1. To receive the accounts of the Company for the year ended 31 December 2015 together with the Directors' and auditors' reports thereon.
 2. To approve the Annual report on remuneration for 2015 as set out on pages 64 to 72 of the Report and Accounts of the Company for the year ended 31 December 2015.
 3. To re-appoint Lynn Carter as a Director.
 4. To re-appoint Robert Childs as a Director.
 5. To re-appoint Caroline Foulger as a Director.
 6. To re-appoint Ernst Jansen as a Director.
 7. To re-appoint Colin Keogh as a Director.
 8. To re-appoint Anne MacDonald as a Director.
 9. To re-appoint Bronislaw Masojada as a Director.
 10. To re-appoint Robert McMillan as a Director.
 11. To re-appoint Gunnar Stokholm as a Director.
 12. To re-appoint Richard Watson as a Director.
 13. To appoint PricewaterhouseCoopers Ltd as auditors of the Company, to hold office from the conclusion of this meeting until the next general meeting at which accounts are laid before the Company.
 14. To authorise the Audit Committee to determine the level of auditors' remuneration.
 15. To resolve that the Hiscox Ltd Performance Share Plan (the Plan) the principal terms of which are summarised in Appendix I to this Notice and the draft rules of which are produced to the meeting and initialled by the Chairman for the purposes of identification, be approved and the Directors be authorised to do all acts and things they consider necessary or expedient to implement and operate the Plan, and to establish further plans based on the Plan but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under such further plans are treated as counting against the limits on the use of shares in the Plan.
 16. To resolve that the Hiscox Ltd UK Sharesave Scheme and the Hiscox Ltd International Sharesave Scheme (together the Sharesave Schemes) the principal terms of which are summarised in Appendix II to this Notice and the draft rules of which are produced to the meeting and initialled by the Chairman for the purposes of identification, be approved and the Directors be authorised to do all acts and things they consider necessary or expedient to implement and operate the Sharesave Schemes, including making any changes to the rules of the Hiscox Ltd UK Sharesave Scheme they consider necessary or desirable to obtain tax-advantaged status for the Hiscox Ltd UK Sharesave Scheme under Schedule 3 to the Income Tax (Earnings and Pensions) Act 2003, and to establish further schemes based on the Sharesave Schemes but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under such further schemes are treated as counting against the limits on the use of shares in the Sharesave Schemes.
 17. To authorise the Directors, in accordance with Bye-Law 116 of the Company's Bye-Laws, to offer the holders of Ordinary Shares of, and Depositary Interests in, the Company, to the extent and in the manner determined by the Directors, the right to elect to receive new Ordinary Shares (credited as fully paid) or new Depositary Interests instead of cash, in respect of all (or some part to be determined by the Directors) of any dividend (unless the offer is to a Depositary Interest Holder acting on behalf of more than one beneficial holder (that is through a nominee depositary interest holding held in CREST) and therefore requiring the option to elect in respect of a lesser number of Depositary Interests) which are declared or paid in the period starting on the date of this resolution and ending on the earlier of 19 May 2019 or the beginning of the third AGM of the Company following the date of this resolution and the Directors shall be permitted to do all acts and things permitted to be done in Bye-Law 116 in connection herewith and for the avoidance of doubt the value of the new Ordinary Shares or new Depositary Interests shall be calculated in such manner and by reference to such period as the Directors may from time to time determine.
 18. Subject to the passing of Resolution 17, to authorise the Directors, in accordance with the Bye-Laws, to capitalise the appropriate nominal amounts of new Ordinary Shares and new Depositary Interests in the Company allotted under the scrip dividend alternative out of the sums standing to the credit of any reserve or account of the Company as the Directors may determine for allotment and distribution to and amongst the holders of Ordinary Shares and Depositary Interests on the basis determined in respect of such scrip dividend alternative.
 19. That:
 - a) in accordance with Bye-Law 5 of the Company's Bye-Laws:
 - i) the Directors be authorised to allot Relevant Securities up to an aggregate nominal amount of £6,180,760 and further
 - ii) the Directors be authorised to allot Relevant Securities up to an additional aggregate nominal amount of £6,180,760 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 1 July 2017, 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 19:
- i) 'Relevant Securities' has the meaning given to it in Bye-Law 5(c) of the Company's Bye-Laws; and
 - ii) 'Rights Issue' means an offer or issue of Equity Securities (as defined in Bye-Law 6(g) of the Company's Bye-Laws) in connection with an offer or issue 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

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problems under the laws of, or the requirements of any relevant regulatory body or stock exchange in, any territory or any matter whatsoever.

Special resolutions:

20. That:

- a) subject to the passing of Resolution 19 above, 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 (Resolution 19 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 Resolution 19 (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 the requirements 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 nominal amount not exceeding in aggregate £927,114;
- 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 1 July 2017, but not after the expiry of the authority conferred on 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 had not expired.

21. That 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 Ordinary Shares on such terms and in such manner as the Directors may determine provided that:

- a) the maximum number of Ordinary Shares that may be purchased under this authority is 28,526,586;
- b) the maximum price which may be paid for any Ordinary Share 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 105% of the average of the middle market of the prices shown in the quotations for the Ordinary Shares on the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which that 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. The minimum price which may be paid shall be the nominal value of that 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 1 July 2017, unless renewed before that time;
- d) the Company may make a contract or contracts to purchase 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 or contracts; 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 or have not yet been executed.

By order of the Board

Jeremy Pinchin

Company Secretary

14 April 2016

Notes

1. Every Shareholder has the right to appoint some other person(s) of their choice, who need not be a Shareholder, as his proxy to attend, speak and vote on their behalf at the Annual General Meeting. A member entitled to attend and vote at the Annual General Meeting may appoint one or more proxies (who need not be members of the Company) to attend, speak and vote on his or her behalf. A Shareholder may appoint more than one proxy in relation to the Annual General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that Shareholder. In order to be valid, any appointment of proxy (and the power of attorney or other authority, if any, under which it is signed or a notarially certified or office copy of such power or authority) must be undertaken in accordance with these notes and the notes set out on the accompanying Form of Proxy and returned in hard copy form by post, by courier or by hand, to the Company's registrars' UK agent, Capita Asset Services, PXS 1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF United Kingdom, not later than 48 hours before the time for holding the Annual General Meeting (or in the event that the Annual General Meeting is adjourned, 48 hours before the time of any adjourned meeting).
2. Return of the Form of Proxy will not preclude a member from attending the Meeting and voting in person.
3. In accordance with Bye-Law 41 of the Company's Bye-Laws, only those members entered on the Register of Members of the Company as at 2.00 pm (6.00 pm (BST)) on 17 May 2016 (or in the event that the Meeting is adjourned, 2.00 pm (6.00 pm (BST)) on the date two days before the date of any adjourned Meeting) as the holder of ordinary shares, their validly appointed proxies and validly appointed Depositary Proxies shall be entitled to attend or vote at the Meeting in respect of the number of ordinary shares registered in the member's name (or in the name of the Depositary as the case may be) at that time. Changes to entries on the Register of Members after 2.00 pm (6.00 pm (BST)) on 17 May 2016 (or in the event that the Meeting is adjourned, 2.00 pm (6.00 pm (BST)) on the date two days before the date of any adjourned meeting) shall be disregarded in determining the rights of any person to attend or vote at the meeting.
4. A Depositary Interest Holder who is a CREST member and who wishes to appoint, or to give instruction to, the Depositary through the CREST electronic proxy appointment service may do so by using the procedures described in the

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CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a 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 instruction, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is 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 issuer's agent (ID RA10) by 11.00 am (3.00 pm (BST)) on 16 May 2016 (or, if the meeting is adjourned, 72 hours before the time fixed for the adjourned meeting). For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the issuer'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 message. 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, 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 system 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.

5. As at 8 April 2016 (being the last practicable business day prior to the publication of this Notice) the Company's issued share capital is 292,789,047 ordinary shares carrying one vote each of which 7,523,190 are held in treasury. Therefore the total exercisable voting rights in the Company as at 8 April 2016 is 285,265,857.
6. Copies of the following documents are available for inspection at the Company's registered office and at the offices of Hiscox plc, 1 Great St Helen's, London EC3A 6HX, United Kingdom during normal business hours and will be available at the place of the Meeting from 10.45 am (2.45 pm BST) until its conclusion: (i) copies of the letters of appointment for Non Executive Directors; (ii) the existing Bye-Laws; and the draft rules of the Hiscox Ltd Performance Share Plan 2016, Hiscox Ltd UK Sharesave Scheme and the Hiscox Ltd International Sharesave Scheme.
7. If your address information is incorrect please ring the Registrar's helpline on 0871 664 0300* (from within the UK) or +44 20 8639 3399 (from outside the UK) to request a change of address form, email ssd@capitaregistrars.com or obtain a form at www.capitaregistrars.com/Shareholders/information/documents/CHANGEOFADDRESSbeckenham.pdf.
8. Depositary Interests Holders who do not lodge their voting instructions via CREST Electronic Proxy Appointment Service may submit a Form of Direction and the power of

attorney or other authority (if any) under which it is signed, or a notarially or otherwise certified copy of such power or authority, to Capita Asset Services, PXS 1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF United Kingdom not later than 72 hours before the time appointed for holding the meeting.

*Calls cost 12p per minute plus network extras. Lines open 8.30 am-5.30 pm Mon-Fri, except for UK bank holidays.

9. In accordance with the Company's Bye-Laws details of Colin Keogh who is being proposed for re-appointment as a Director for the first time are provided below:

Colin Keogh

- i. Colin Keogh (age 62) of Wessex House, 45 Reid Street, Hamilton HM 12, Bermuda
- ii. Director
- iii. Place of tax residence and domicile: UK

The particulars required to be included in the register of Directors and Officers are included here.

- iv. Interest in shares of Hiscox Ltd: 6,785
- v. No information was required to be disclosed that would be required pursuant to Listing Rule 9.6.13 in respect of this Director.

Appendix I

Summary of the Hiscox Ltd Performance Share Plan

1. **Introduction:** the Hiscox Ltd Performance Share Plan (the **Plan**) will replace the existing Performance Share Plan adopted in 2006 and will permit the grant by Hiscox Ltd (the **Company**) of conditional share awards and options (either with an exercise price or nil-cost) (together referred to as **Awards**) over ordinary shares in the Company. The Plan will be administered by the remuneration committee of the Board (the **Committee**).
2. **Eligibility:** all employees within the Company's Group (the **Group**), including Executive Directors, will be eligible to participate in the Plan. The Committee will determine which employees will be granted Awards and what type of Awards will be granted.
3. **Grant of Awards:** Awards will normally be granted within 42 days of the day following: (i) the announcement of the Company's results for any period; (ii) any general meeting of the Company; or (iii) the lifting of any restrictions on dealing in the Company's shares. Awards may also be granted at other times if the Committee determines that there are exceptional circumstances.

Following the vesting of an Award granted to a Director of the Company, some or all of the shares subject to the Award may be subject to a holding period, determined by the Committee at the time of grant, during which they may not be transferred, assigned or disposed of.
4. **Individual limit:** the maximum value of shares (as determined by the Committee) which may normally be subject to an Award granted to an employee in respect of any financial year will be 200% of the employee's annual basic salary.

This value may be exceeded if the employee commenced employment with the Group within the previous 12 months or the Committee thinks that there are special circumstances pertaining to the employee. It is intended that this flexibility would only be used in relatively limited circumstances (e.g. to facilitate a buy-out award on recruitment). In any event, any such awards to an Executive Director would need to be consistent with the terms of the Directors' Remuneration Policy adopted by the Company from time-to-time.
5. **Limit on the use of shares:** the use of shares which are newly issued or transferred from treasury under the Plan is limited to 10% of the issued share capital of the Company from time-to-time, taking into account shares issued or to be issued or transferred from treasury in satisfaction of awards granted over the previous ten-year period under any employee share plans adopted by the Company.
6. **Performance condition:** the vesting of Awards will normally be subject to the satisfaction of a performance condition. It is expected that initial Awards to Executive Directors shall be subject to ROE performance targets measured over a period of three years. The Committee will determine the extent to which Awards to other participants are subject to such performance conditions.

It is expected that where an Award is granted under the Plan to an Executive Director on recruitment to compensate for arrangements forfeited on joining the Company (i.e. a 'buy-out'), the Remuneration Committee will consider whether performance conditions should be applied to the Award taking into account the nature of the arrangements forfeited. The terms of any such Award to an Executive Director, would be limited by the recruitment policy set out within the Directors' Remuneration Policy approved by the Company's Shareholders from time-to-time.

A performance condition may be amended if circumstances or events are such that the Committee considers that it would be appropriate to do so. Any amended performance condition or other condition would be comparable and no less difficult to satisfy.
7. **Normal vesting:** Awards will normally vest, subject to the satisfaction of the applicable performance condition, on the third anniversary of their date of grant (the **Vesting Date**) or such other date as the Committee may determine, provided that the participant is still employed by the Group at that time and has not given or received notice to terminate their employment. Once an option has vested, it will normally remain exercisable until the tenth anniversary of its date of grant. The Committee may determine that a participant will receive a cash payment equal to the value of the shares that would have been received (less any exercise price payable) instead of shares or the net (after tax) number of shares following the vesting of a conditional share award or the exercise of an option.
8. **Payment on account of dividends:** following the vesting of a conditional share award or the exercise of an option, the Committee may determine that a participant may receive in respect of the vested shares further shares equal in value (so far as possible) to any dividends paid or payable between the date of grant of the Award and the date it vests. The Committee may also determine that a participant will receive in respect of a vested option, cash or further shares equal in value, so far as possible, to any dividends paid or payable on the shares between the date the option vested and the date the option is exercised.
9. **Reduction of shares subject to an Award (malus):** the Committee may reduce (including to zero) the number of shares subject to an Award granted to a Director of the Company following the grant of the Award but before vesting of the Award (or exercise of an option) in accordance with the Company's malus policy.
10. **Clawback:** the Committee may, in respect of an Award granted to a Director of the Company, at any time within a period determined at the date of grant of the Award, require the Director to repay any number of shares (or the equivalent cash amount) received in respect of the Award in accordance with the Company's clawback policy. Under the Company's current clawback policy, this provision can be applied for a period of up to two years following the performance assessment.
11. **Cessation of employment before the Vesting Date:** if a participant ceases to be employed within the Group before the Vesting Date of an Award because of injury, ill health or disability, or because of the sale of the participant's employing company or business out of the Group or for any other reason determined by the Committee, the participant's Award will vest on the normal Vesting Date or, at the discretion of the Committee, on an earlier date. The extent to which such an Award will vest will take into account the extent to which any performance conditions are satisfied and normally the period of time that has elapsed at the relevant date. In such circumstances, any vested options will remain exercisable for a period of six months after vesting. Unless the Committee determines otherwise, an Award held by a participant who dies will vest in full and the shares will be transferred to the participant's personal representatives as soon as practicable. If a participant ceases employment or gives or receives notice to terminate their employment before the Vesting Date in any other circumstances the participant's unvested Award(s) will lapse. If a participant ceases employment after the Vesting Date of an option, the option may be exercised for the period of six months (12 months in the case of death) following cessation and will then lapse.

Appendix I (continued)

Summary of the Hiscox Ltd Performance Share Plan

12. **Change of control or winding-up of the Company:** if there is a change of control or winding-up of the Company, Awards will normally vest at the time of the relevant event to extent that the performance condition has been satisfied, taking into account the circumstances of vesting and the impact of earlier vesting and normally pro rating to reflect the time that has elapsed between the date of grant and the relevant event. Any vested Options will be exercisable for a limited period following such event. The Committee may decide that Awards will not vest on a change of control but will, with the consent of the acquiring company, be exchanged for equivalent awards over shares in the acquiring or another company. In the event of a Company reorganisation or merger, where the shareholders of the acquiring company are substantially the same as the Company's shareholders immediately before the change of control, Awards will not vest but will be exchanged for equivalent rights.

13. **Other provisions:** Awards are not pensionable benefits and may not be transferred, assigned, charged or otherwise disposed of to any person (other than to a personal representative on the death of a participant). No consideration will be payable by participants on the grant of an Award.

The Committee may adjust the number and/or type of shares comprised in any Award and, if appropriate, the exercise price of an option, to take account of any variation in the share capital of the Company, demerger or special dividend so that the underlying economic value of the Award remains unchanged.

No Awards can be granted under the Plan more than ten years after it is adopted by the Company.

The Committee may amend the rules of the Plan, provided that no amendment to the advantage of participants or employees may be made to the provisions relating to who is eligible to participate in the Plan, the limit on the number of shares that can be issued or transferred from treasury under the Plan, the maximum entitlement for any one participant, the basis for determining a participant's entitlement to acquire shares and the terms on which they can be acquired or to the share capital variation adjustment provision, without the prior approval of the Shareholders of the Company in general meeting, unless the amendment is minor and made to benefit the administration of the Plan, or to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment.

The Committee may establish additional schedules of the Plan to operate the Plan outside the UK. A schedule may vary the rules of the Plan to take account of any securities, exchange control or taxation laws or regulations in an overseas jurisdiction. However, no schedule may increase the individual limit on the size of an Award and any shares made available under any schedules will count towards the overall limit on the number of shares which may be used under the Plan. The Committee may amend the form or structure of an award for an employee who transfers overseas and would otherwise suffer a tax disadvantage or faces restrictions arising from securities laws or exchange controls.

Appendix II

Summary of the Hiscox Ltd Sharesave Scheme

The Hiscox Ltd Sharesave Scheme (Sharesave) (comprising the UK tax advantaged Sharesave and the International Sharesave) will replace the existing Sharesave Scheme. The terms of the Sharesave are summarised below.

THE UK SHARESAVE

1. **General:** the UK Sharesave is an all-employee share option scheme under which eligible employees can acquire options over ordinary shares in the Company on a basis which is tax-favoured in the UK and at a discount (currently 20%) to the market value of the Shares at the date of grant. To exercise the options, participants must save out of contributions from their salary under a three- or five-year HMRC-approved savings contract. Savings contributions are subject to a statutory limit, currently £500 per month. The Sharesave will be administered by the Board which will determine whether and when the Sharesave will operate.
The Board will determine whether the shares required for the Sharesave will be newly issued, Treasury shares or market purchased. Benefits under the Sharesave are not pensionable, are personal to the participant and may not be transferred, assigned, charged or otherwise encumbered except that, on the death of a participant, an option may be transmitted to the participant's personal representatives.
2. **Invitations:** if the Board decides to operate the Sharesave, invitations must be sent to all eligible employees of each participating company and Directors of participating companies who are required to work a minimum of 25 hours per week. Employees are eligible provided they have been employed for any qualifying period (not exceeding five years) determined by the Board. The Board can also include any other employee or executive Director of a participating company. Invitations will normally be made within 42 days of an announcement of results, but may also be made if there is a change to relevant legislation or the introduction of a new savings contract.
3. **The savings contract:** to participate in the Sharesave, an eligible employee must enter into a savings contract of three or five years' duration and agree to make contributions of between £5 and £500 per month (or any other sum permitted by the legislation which confers tax-favoured status on the UK Sharesave from time to time).
4. **Grant of options:** employees who enter into savings contracts are each granted an option to acquire shares at the option price using the amount saved, including any bonus or interest payable under the related savings contract. Options must be granted within 30 days (or 42 days if the applications are scaled down) of the first day by reference to which the option price was set. A participant is not required to pay for the grant of an option.
5. **Limit on the use of shares:** the use of shares which are newly issued or transferred from treasury under the Sharesave is limited to 10% of the issued share capital of the Company from time-to-time, taking into account shares issued or to be issued or transferred from treasury over the previous ten-year period under all employee share plans adopted by the Company. For the purposes of the limit, no account will be taken of any shares where the right to acquire them was released or lapsed without being exercised.
6. **Exercise of options:** an option must normally be exercised (in whole or in part) within six months after the completion of the related savings contract, provided the participant remains a Director or employee of a participating company, and may only be exercised once. Shares must be issued or transferred to the participant within 30 days of the date of exercise.
An option may be exercised early if a participant ceases employment with the Company or a participating company due to death, retirement, injury, disability, redundancy, a relevant transfer under the Transfer of Undertaking (Protection of Employment) Regulations 2006 or the sale of the participant's employing company or part of a business out of the Company's Group. On death, an option may be exercised by the participant's personal representatives. Options may also be exercised early in the event of a voluntary winding-up of the Company. On cessation of employment for other reasons or if a participant ceases to pay contributions under the related savings contract, options will normally lapse. An option may only be exercised to the extent of the savings in the related savings contract at the date of exercise.
7. **Option price:** the option price will be determined by the Board but must not be less than the higher of:
 - a) 80% (or such other percentage permitted by the relevant legislation) of the average of the middle market quotations for a share taken from the daily official list of the London Stock Exchange for the five dealing days (or the middle market quotation for a share for the dealing day) immediately preceding the invitation date or the date specified in the invitation or 80% (or such other percentage permitted by the relevant legislation) of the market value at such other time in accordance with HMRC guidance in the UK; and
 - b) in the case of an option to subscribe for shares, the nominal value of a share.
8. **Change of control:** options may normally be exercised early if:
 - (a) any person obtains control of the Company as a result of a general offer to acquire shares;
 - (b) a person (or a group of persons acting in concert) becomes bound or entitled to acquire shares by serving a notice under sections 979-982 or 983-985 of the UK Companies Act 2006 (or equivalent legislation in Bermuda); or
 - (c) a scheme of arrangement in connection with the acquisition of shares is sanctioned. Options may be exercised up to 20 days before the relevant event or within six months of the event, or in the case of a section 979 notice served under the UK Companies Act 2006 (or equivalent legislation in Bermuda), until the expiry of the period during which a person is entitled or bound to acquire shares, after which time the options will lapse. Alternatively, with the consent of the acquiring company, options may be exchanged for equivalent rights to acquire shares in the acquiring company.

In the event of a Company reorganisation or merger, where the Shareholders of the acquiring company are substantially the same as the Company Shareholders immediately before the change of control, options will not be exercisable but will be exchanged for equivalent rights.

Appendix II (continued)

Summary of the Hiscox Ltd Sharesave Scheme

9. **Rights attaching to shares:** shares issued to satisfy awards under the Sharesave will rank equally in all respects with the shares in issue on the date of allotment but will not rank for any rights attaching to shares by reference to a record date preceding the date of allotment. Where shares are transferred on the exercise of an option, optionholders are entitled to all rights attaching to the shares by reference to a record date after the transfer date, but will not be entitled to rights before that date.
10. **Variation of capital:** if there is a variation in the equity share capital including a capitalisation or rights issue, sub-division, consolidation or reduction, the Board may adjust the number of shares subject to options and/or the option price, provided that the total option price (which must not exceed the expected proceeds of the related savings contract at the bonus date) and total market value of the shares under option must remain substantially the same.
11. **Amendments:** the Sharesave may at any time be amended by the Board in any respect. However, any amendments to the advantage of participants in relation to which employees and Directors may participate in the Sharesave; the limit on the number of shares which may be issued or transferred out of treasury; the maximum contribution for a participant; the basis for determining the option price; any rights attaching to options and the shares or the basis for determining a participant's entitlement on a variation of capital must be approved in advance by Company Shareholders in general meeting, unless the amendment is minor in nature and is made to benefit the administration of the Sharesave; to maintain its UK tax-advantaged status; to comply with or take account of the provisions of any proposed or existing legislation or any changes to that legislation; or, to obtain or maintain favourable tax, exchange control or regulatory treatment of the Company, any subsidiary or any present or future participant.
12. **Termination:** the Sharesave may be terminated by the Company at any time. No options may be granted under the Sharesave after the tenth anniversary of the date of its approval by Company Shareholders.

THE INTERNATIONAL SHARESAVE

The principal terms of the International Sharesave are the same as those of the UK Sharesave, save as set out below.

1. **General:** the International Sharesave will operate under the terms of the international plan rules which may be modified subject to amendments and provisions approved by the Board including jurisdiction-specific appendices. The International Sharesave will not operate as a UK tax-advantaged plan.
2. **Invitations:** if the Board resolves to operate the International Sharesave the Board, or the employer of any eligible employee with the consent of the Board, may invite eligible employees of a participating company and the Directors of any participating company who are required to work a minimum of 25 hours per week to apply for options. The Board may send or consent to the sending of invitations to eligible employees of participating companies in one jurisdiction but not to eligible employees of participating companies in other jurisdictions.

Invitations will normally be made within 42 days of an announcement of Company results, or within any other period the Board determines that is appropriate to grant options. The Board may apply different invitation periods to eligible employees of participating companies in different jurisdictions.
3. **Option price:** the Board will convert the option price offered under the UK Scheme into the relevant local currency and offer this, subject to rounding, to eligible employees under the International Sharesave.
4. **The savings contract:** the related savings contract entered in to by participants will be any savings plan or arrangement approved by the Board for the purposes of the International Sharesave.
5. **Satisfaction of options in cash:** if there are securities, exchange control or other restrictions in the country in which a participant is resident or employed that may restrict or prevent the transfer of shares to that participant, the Board may determine that a cash payment should be paid to the participant in substitution for the participant's right to receive shares.