

FORM OF DIRECTION

HISCOX LTD – THE ISSUER COMPANY

Form of Direction for completion by Depositary Interests Holders representing shares on a one for one basis in the Issuer Company in respect of the Annual General Meeting to be held at Elbow Beach Hotel, 60 South Shore Road, Paget PG 04, Bermuda at 12.30 pm and via video link at 1 Great St Helen's, London EC3A 6HX at 4.30 pm BST on Thursday 18 May 2017.

FORM OF DIRECTION

HISCOX LTD – THE ISSUER COMPANY

PLEASE COMPLETE IN BLOCK CAPITALS

I/We of being a holder of Depositary Interests representing shares in the Issuer Company hereby appoint Capita IRG Trustees Limited (the 'Depositary') as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the Issuer Company to be held at 12.30 am (4.30 pm (BST)) on Thursday 18 May 2017 (and at any adjournment thereof) as directed by an 'X' in the spaces below.

RESOLUTIONS

Please mark 'X' to indicate how you wish to vote

	For	Against	Vote withheld
1. To receive the Report and Accounts for the year ended 31 December 2016	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To approve the 2016 Directors' remuneration policy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To approve the 2016 Annual report on remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To declare a final dividend of 19 pence per Ordinary Share	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-appoint Lynn Carter as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-appoint Robert Childs as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To re-appoint Caroline Foulger as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To re-appoint Hamayou Akbar Hussain as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To re-appoint Ernst Jansen as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. To re-appoint Colin Keogh as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. To re-appoint Anne MacDonald as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. To re-appoint Bronislaw Masojada as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. To re-appoint Robert McMillan as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. To re-appoint Gunnar Stokholm as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15. To re-appoint Richard Watson as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16. To appoint PricewaterhouseCoopers Ltd as auditors of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
17. To authorise the Audit Committee to set the auditors' remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
18. To authorise the Directors to allot shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
19. To dis-apply pre-emption rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
20. To authorise the Company to purchase its own shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Notes

- To be effective, this 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, must be deposited at 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. Alternatively, Depositary Interest holders can lodge their voting instructions via CREST Electronic Proxy Appointment Service.
- Any alterations made to this Form of Direction should be initialled.
- Please indicate how you wish your votes to be cast by placing an 'X' in the box provided. On receipt of this form duly signed, you will be deemed to have authorised the Depositary to vote, or to abstain from voting, as per your instruction. If no voting instruction is indicated, you will be deemed to have instructed the Depositary to abstain from voting on the specified resolution.
- The Depositary will appoint the Chairman of the meeting as its proxy to cast your votes. The Chairman may also vote or abstain from voting as he or she thinks fit on any other business (including amendments to resolutions) which may properly come before the meeting.
- The 'Vote Withheld' option is to enable you to abstain on any particular resolution. Such a vote is not a vote in law and will not be counted in the votes 'For' or 'Against' a resolution.
- 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 or by email to custodymgt@capita.co.uk in order to request a letter of representation by no later than 4.30 pm (BST) on 15 May 2017.

Signature Date

In the case of a corporation this Form of Direction should be given under its Common Seal or under the hand of an officer or attorney duly authorised in writing.

Business Reply Plus
Licence Number
RLUB-TBUX-EGUC
|||||



PXS 1
34 Beckenham Road
Beckenham
BR3 4ZF