

# Hiscox Ltd Notice of Extraordinary General Meeting

Notice is hereby given that an Extraordinary 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 16 May 2019 at 12.45 pm (local time, 4.45 pm (BST)), or as soon as possible after the Annual General Meeting convened for that day concludes, for the following purposes:

## Ordinary resolutions:

1. To authorise the Directors, in accordance with and for the purpose of 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 respect of any financial period of the Company commencing on or after 1 January 2019 in the period starting on the date of this resolution and ending at the conclusion of the AGM of the Company to be held in 2022 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.
2. Subject to the passing of Resolution 1, 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.

By order of the Board

**Marc Wetherhill**

Company Secretary  
30 April 2019

## 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 Extraordinary General Meeting. A member entitled to attend and vote at the Extraordinary 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 Extraordinary 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, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, United Kingdom, not later than 48 hours before the time for holding the Extraordinary General Meeting (or in the event that the Extraordinary 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 6.30 pm (BST) on 14 May 2019 (or in the event that the Meeting is adjourned, 6.30 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 6.30 pm (BST) on 14 May 2019 (or in the event that the Meeting is adjourned, 6.30 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 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