

# FORM OF DIRECTION HISCOX LTD

Form of Direction for completion by Depositary Interests Holders representing shares on a one-for-one basis in Hiscox Ltd in respect of the Annual General Meeting to be held at Chesney House, 96 Pitts Bay Road, Pembroke HM 08, Bermuda at 12.30 pm (local time) on Thursday, 14 May 2020.

## FORM OF DIRECTION HISCOX LTD – ANNUAL GENERAL MEETING

PLEASE COMPLETE IN BLOCK CAPITALS

I/We  of

being a holder of Depositary Interests representing shares in Hiscox Ltd hereby instruct Wealth Nominees Limited (the 'Depositary') to vote for me/us and on my/our behalf at the Annual General Meeting of Hiscox Ltd to be held at 12.30 pm (local time) on Thursday, 14 May 2020 (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 Annual Report and Accounts for the year ended 31 December 2019	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To approve the Executive Directors' remuneration policy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To approve the annual report on remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-appoint Robert Childs as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-appoint Caroline Foulger as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-appoint Michael Goodwin as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To re-appoint Thomas Hürlimann 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 Colin Keogh as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. To re-appoint Anne MacDonald as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. To re-appoint Bronislaw Masojada as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. To re-appoint Constantinos Miranthis as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. To re-appoint Joanne Musselle as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. To re-appoint Lynn Pike as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15. To re-appoint PricewaterhouseCoopers Ltd as auditors of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16. To authorise the Audit Committee to set the auditors' remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
17. To authorise the amendment to the Hiscox Ltd Performance Share Plan	<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 dis-apply pre-emption rights on an additional 5% of shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
21. To authorise the Company to purchase its own shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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.

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## NOTES

1. 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 Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, 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.
2. Any alterations made to this Form of Direction should be initialled.
3. 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.
4. 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.
5. 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.
6. Depositary Interests Holders wishing to attend the meeting should contact Wealth Nominees Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, United Kingdom, or by email to [proxyvotes@equiniti.com](mailto:proxyvotes@equiniti.com), in order to request a letter of representation by no later than 4.30 pm (BST) on 11 May 2020.