

Hiscox Ltd Notice of 2019 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 Services 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 Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, United Kingdom to be received no later than 12.30 pm (local time) 4.30 pm (BST) on 13 May 2019 for a Form of Direction or 12.30 pm (local time) 4.30 pm (BST) on 14 May 2019 for a Form of Proxy.

Timetable of events

Latest time for receipt of a Form of Direction	12.30 pm (local time) (4.30 pm (BST)) 13 May 2019
Latest time for receipt of a Form of Proxy	12.30 pm (local time) 4.30 pm (BST) 14 May 2019
Annual General Meeting	12.30 pm (local time) (4.30 pm (BST)) 16 May 2019

The Hiscox 2018 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:

Equiniti Limited
Aspect House
Spencer Road
Lancing
West Sussex BN99 6DA

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 Equiniti Limited in respect of Ordinary Shares ('Depositary Interests Holders').

11 April 2019

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 16 May 2019 at 12.30 pm (local time). For convenience Shareholders may attend the AGM via a video link at the Group's London office, 1 Great St Helen's, London EC3A 6HX on 16 May 2019 at 4.30 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') seek approval for the Annual Report and Accounts for the year ended 31 December 2018.

Resolution 2

Approval of the Annual report on remuneration 2018

The Directors seek approval of the annual report on remuneration for the year ended 31 December 2018 which can be found on pages 72 to 83 of the Report and Accounts. This vote is advisory and non-binding.

Resolution 3

Approval of the final dividend

The Directors seek approval for a final dividend of 28.6 cents per share as approved by the Board and to be paid on 12 June 2019 to Shareholders on the register on 10 May 2019. The dividend is to be paid in cash in respect of each Ordinary Share and Depositary Interest, other than those Ordinary Shares and Depositary Interests in respect of which a valid election has been made in relation to the scrip dividend alternative approved at the Annual General Meeting held in 2017. Further details regarding the dividend alternative, including the procedure to be followed in order to make an election, will be contained in a circular to be sent to Shareholders on 7 May 2019. A copy of the circular will also be posted on the Company's website at www.hiscoxgroup.com/investors/dividend-information/dividend-history-calculator. The deadline for making an election for the scrip dividend alternative so that it will apply is 20 May 2019. Shareholders and Depositary Interest Holders who have already elected for the scrip dividend alternative do not need to take further action.

Resolutions 4 to 14

Re-appointment of Directors

The Bye-Laws require that a Director shall retire from office if he/she has been appointed by the Board since the previous AGM or it is the third AGM following that at which he/she was last re-appointed. However, in accordance with the UK Corporate Governance Code, the Directors will,

being eligible, offer themselves for re-appointment at the AGM. Having served nine years on the Board, Robert McMillian will not seek re-appointment at the 2019 Annual General Meeting and will retire from the Board immediately following the AGM.

Biographical details of each Director can be found on pages 6 and 7 of this Notice. 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. Following a formal external 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.

At the time of the AGM, Caroline Foulger will have served on the Board for more than six years. The Chairman undertook a more rigorous performance evaluation, taking into account the need for progressive refreshing of the Board and was satisfied that she continues to make a significant contribution to the Company.

Resolution 15 and 16

Approval of the Auditors' re-appointment and setting of their remuneration

The Board proposes that PricewaterhouseCoopers Ltd. be re-appointed as auditors of the Company for the 2019 financial year and that the Audit Committee be authorised to negotiate and agree the audit fee for the 2019 financial year.

Resolution 17

To authorise the allotment of relevant securities

Authority was granted to the Directors at the Annual General Meeting held on 17 May 2018 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 £6,218,258 and an additional nominal amount of £6,218,258 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 2019.

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 2020 Annual General Meeting of the Company or, if earlier, on 1 July 2020. 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 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 (£6,235,441 33.33%), or up to two thirds (£12,470,882 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 5 April 2019 (being the latest practicable date prior to publication of this circular). As at 5 April 2019, the Company's issued ordinary share capital amounted to £19,197,202 comprising 295,341,574 Ordinary Shares, of which the Company held 7,523,190 Ordinary Shares in treasury, representing 2.61% of the Company's issued ordinary share capital as at 5 April 2019.

Resolution 18

To dis-apply pre-emption rights

Resolution 19 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 2020, although it is the Directors' current intention to seek renewal of this authority annually.

The £935,409 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 5 April 2019 (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 19

To dis-apply pre-emption rights on an additional 5% of share capital

Resolution 19 is proposed as a special resolution to allow the Company to further increase the disapplication of pre-emption rights on an additional 5% of issued ordinary share capital £935,409 to be used for an 'acquisition' or specified 'capital investment' in line with the Pre-Emption's Group Statement of Principles.

Resolution 20

To authorise the Company to purchase its own Ordinary Shares

Resolution 20 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 28,781,838 Ordinary Shares representing approximately 10% of the nominal amount of the issued ordinary capital of the Company (excluding shares held in treasury) on 5 April 2019. The resolution also sets out the maximum and minimum price which the Company may pay for those shares. 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 5 April 2019 (being the latest practicable date prior to the publication of this circular) is 9,209,991 representing 3.20% 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 4.0% 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 2020 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 Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, United Kingdom, as soon as possible and in any event so as to be received no later than 12.30 pm (local time) 4.30 pm (BST) on 14 May 2019. 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 Equiniti 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 Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, United Kingdom so as to be received no later than 12.30 pm (local time) 4.30 pm (BST) on 13 May 2019. Depositary Interests Holders wishing to attend the meeting should contact Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, United Kingdom, or email: proxyvotes@equiniti.com, in order to request a letter of representation by no later than 12.30 pm (local time) 4.30 pm (BST) on 13 May 2019.

Yours faithfully



Marc Wetherhill
Company Secretary

Hiscox Ltd Notice of 2019 Annual General Meeting

Notice is hereby given that the Annual General Meeting of Hiscox Ltd will be held at the Elbow Beach Hotel, 60 South Shore Road, Paget PG 04, Bermuda on 16 May 2019 at 12.30 pm (local time, 4.30 pm (BST)). For convenience, Shareholders may attend the AGM via a video link at the Group's London office, 1 Great St Helen's, London EC3A 6HX. The business to be considered at the meeting is as follows.

Ordinary resolutions:

1. To approve the Annual Report and Accounts of the Company for the year ended 31 December 2018 together with the Directors' and auditor's reports therein.
2. To approve the annual report on remuneration as set out on pages 72 to 83 of the Report and Accounts of the Company for the year ended 31 December 2018.
3. That the final dividend approved by the Directors of 28.6 cents per Ordinary Share for the year ended 31 December 2018 be approved payable on 12 June 2019, to holders of Ordinary Shares on the register of members on 10 May 2019.
4. To re-appoint Robert Childs as a Director.
5. To re-appoint Caroline Foulger as a Director.
6. To re-appoint Michael Goodwin as a Director.
7. To re-appoint Thomas Hürlimann as a Director.
8. To re-appoint Hamayou Akbar Hussain as a Director.
9. To re-appoint Colin Keogh as a Director.
10. To re-appoint Anne MacDonald as a Director.
11. To re-appoint Bronislaw Masojada as a Director.
12. To re-appoint Constantinos Miranthis as a Director.
13. To re-appoint Lynn Pike as a Director.
14. To re-appoint Richard Watson as a Director.
15. To re-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.
16. To authorise the Audit Committee to negotiate and agree the audit fee for the 2019 financial year.
17. 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 £6,235,441 and further
 - ii) the Directors be authorised to allot Relevant Securities up to an additional aggregate nominal amount of £6,235,441 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 2020, 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 17:

- 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 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:

18. That:
 - a) subject to the passing of Resolution 17 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 17 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 17 (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 £935,409;
 - 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 2020, 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.

19. That if Resolution 17 is passed, the Board be authorised in addition to any authority granted under Resolution 18 to allot equity securities for cash under the authority given by that resolution and/or to sell Ordinary Shares held by the Company as treasury shares for cash as if Bye-Law 6 of those Bye-Laws did not apply such authority to be:

- a) limited to the allotment of Equity Securities or sale of Treasury Shares up to a nominal amount of £935,409;
- b. used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction a transaction which the Board of the Company determines to be an acquisition or rather capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice;
- c. such authority to expire at the end of the next AGM, or if earlier on 1 July 2020 but not after the expiry of the authority conferred on the Directors by Bye-Law 5 of the Company's Bye-Laws;
- d. all previous authorities under Bye-Law 7 of the Company's Bye-Laws shall cease to have effect; and
- e. the Company may before this power expires make an offer or enter into agreements, which would, or might, require Equity Securities to be allotted (and Treasury Shares to be sold) after the authority expires and the Board may allot Equity Securities (and sell Treasury Shares) under any such offer or agreement as if the authority had not expired.

20. 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 28,781,838;
- 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 amount equal to the higher of the price of the last independent trade of an Ordinary Share and the highest current independent bid for an Ordinary Share on the trading venue where the purchase is carried out. 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 2020, 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

Marc Wetherhill
Company Secretary
11 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/her proxy to attend, speak and vote on their behalf at the Annual General Meeting. 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, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, 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 Shareholder from attending the Meeting and voting in person.
3. In accordance with Bye-Law 41 of the Company's Bye-Laws, only those Shareholders 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, 3.30 pm (local time) (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 Shareholder's name (or in the name of the Depositary as the case may be) at that time. Changes to entries on the Register of Shareholders 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 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 7RA01) by 12.30 pm (local time) (4.30 pm (BST)) on 13 May 2019 (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

Hiscox Ltd Notice of 2019 Annual General Meeting (continued)

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/her 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 5 April 2019 (being the last practicable business day prior to the publication of this Notice) the Company's issued share capital is 295,341,574 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 5 April 2019 is 287,818,384.
6. Copies of the following documents are available for inspection by Shareholders 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 12.15 pm (local time, 4.15 pm BST) until its conclusion:
(i) copies of the letters of appointment for Non Executive Directors; and (ii) the existing Bye-Laws.
7. If your address information is incorrect, please telephone the registrar's helpline on 0333 207 5965 (from within the UK) or +44 (0)121 415 0269 (from outside the UK)* to request a change of address form, or obtain a form at www.shareview.co.uk.
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 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.

*Lines open 8.30 am-5.30 pm (BST) Mon-Fri, except for bank holidays in England and Wales.

Directors' biographies

Robert Simon Childs
Non Executive Chairman

Joined Hiscox Ltd Board: 13 September 2006

Career and experience

Robert Childs joined Hiscox in 1986 and has over 30 years' experience in the insurance industry. Most recently he was the Group's Chief Underwriting Officer and Executive Director from 1998 until February 2013 when he was appointed Non Executive Chairman.

External appointments

- Council of Lloyds
 - Lloyds, Deputy Chairman
-

Committees

- Chairman of the Nominations and Governance Committee
-

Hamayou Akbar Hussain
Chief Financial Officer

Joined Hiscox Ltd Board: 12 September 2016

Career and experience

Aki Hussain joined Hiscox in 2016 from Prudential plc, where he spent seven years; latterly as Chief Financial Officer of Prudential UK and Europe. Prior to his time with Prudential, Aki held a number of senior roles in the financial services, telecoms and media sectors. He was Finance Director for the consumer bank division at Lloyds Banking Group until 2009, before which he was Finance Director for the consumer division of ntl (now Virgin Media). Aki is a Chartered Accountant.

Caroline Foulger
Independent Non Executive Director

Joined Hiscox Ltd Board: 1 January 2013

Career and experience

Caroline Foulger has 25 years' experience in public accounting and retired from a partnership at PwC at the end of 2012. Caroline led PwC's insurance and reinsurance practice in Bermuda. Caroline is a Fellow of the Institute of Chartered Accountants in England and Wales, a member of the Institute of Certified Public Accountants of Bermuda and a member of the Institute of Directors.

External appointments

- Bank of Butterfield, Non Executive Director
 - Oakley Capital Investments Limited, Director
 - Catalina, Director, Chair of Audit Committee, Chair of Conflicts Committee
 - Generation Life Ltd
 - General Two Ltd
-

Committees

- Chairman of the Audit Committee
 - Remuneration Committee
 - Nominations and Governance Committee
-

Bronislaw Edmund Masojada
Chief Executive

Joined Hiscox Ltd Board: 11 October 2006

Career and experience

Bronek Masojada joined Hiscox in 1993 as Group Managing Director and has over 30 years' experience in the insurance industry. He became Chief Executive in 2000 and Executive Director in 2006. Prior to joining Hiscox he was employed by McKinsey & Company from 1989 until 1993. He was a Non Executive Director of Ins-sure Holdings Limited from 2002 to 2006, is a past president of The Insurance Institute of London and a Past Master of the Worshipful Company of Insurers.

External appointments

- Association of British Insurers, board member
 - Pool Reinsurance Company Limited, Director
 - Policy Placement Ltd, Chairman
 - Worshipful Company of Insurers, court member
 - Alderman of the Billingsgate Ward, City of London
-

Richard Colin Watson
Chief Underwriting Officer

Joined Hiscox Ltd Board: 16 May 2013

Career and experience

Richard Watson joined Hiscox in 1986 and has over 30 years' experience in the insurance industry. He was appointed Chief Underwriting officer for the Group in 2012. Prior to this he served as Chief Executive officer for Hiscox USA from 2009 to 2012 and in various other positions including Managing Director of Hiscox Global Markets and Underwriter of Syndicate 33 from 2006 to 2009.

Michael Goodwin
Independent Non Executive Director

Joined Hiscox Ltd Board: 16 November 2017

Career and experience

Michael has over 25 years' experience in the insurance industry having worked for QBE Insurance between 1992 and 2012. He held a number of roles for QBE in the Australian and Asia Pacific markets and was Chief Executive Officer of QBE Asia Pacific from 2007 to 2012. Michael is a Fellow of the Institute of Actuaries of Australia.

External appointments

- Partner Reinsurance Asia Pte Ltd
 - Steadfast Distribution Services Pte Ltd – Broker Services
 - NCI Brokers (Asia) Pte Ltd – Trade Credit Broker
 - Galaxy Insurance Consultants Pte Ltd – Insurance Broker
-

Committees

- Audit Committee
 - Remuneration Committee
 - Nominations and Governance Committee
-

Directors' biographies (continued)

Thomas Hürlimann
Independent Non Executive Director

Joined Hiscox Ltd Board: 16 November 2017

Career and experience

Thomas has 29 years' experience in banking, reinsurance and insurance, most recently as CEO Global Corporate at Zurich Insurance Group. Before that he worked at Swiss Re and started his career with National Westminster Bank. Thomas holds an MBA from IMD.

External appointments

- WiseKey, Non Executive Director
 - Drake Star Partners, Senior Advisory
-

Committees

- Audit Committee
 - Remuneration Committee
 - Nominations and Governance Committee
-

Anne MacDonald
Independent Non Executive Director

Joined Hiscox Ltd Board: 20 May 2015

Career and experience

Anne has many years' experience in marketing and has held the position of Chief Marketing Officer at four different Fortune 100 companies including Citigroup, Travelers, Macy's and PepsiCo. She was formerly a Director of NASDAQ-listed Rentrak Corporation, stepping down from the Board on completion of its merger with comScore, Inc. Anne has an MBA from Bath University.

External appointments

- Boot Barn Holdings Inc, Director, member of Audit Committee and Nominating Committee
 - Private company advisory boards
 - ZeoTap, mobile data analytics company
 - Tuckerman & Co., e-commerce shirting company
 - Chops Snacks, premium beef jerky company
 - Foundations and non-profits
 - Bath University, Member of American Board
 - Schumacher Center for New Economics, board member
 - IGNITE, board member
-

Committees

- Audit Committee
 - Remuneration Committee
 - Nominations and Governance Committee
-

Colin Keogh
Independent Non Executive Director

Joined Hiscox Ltd Board: 19 November 2015

Career and experience

Colin has spent his career in financial services, principally at Close Brothers Group plc, where he worked for 24 years and was Chief Executive Officer from 2002 until 2009. He was a Non Executive Director at Virgin Money plc from 2010 until 2018.

External appointments

- M&G Group Limited, Non Executive Director
 - Premium Credit Limited, Chairman
-

Committees

- Audit Committee
 - Remuneration Committee
 - Nominations and Governance Committee
-

Constantinos Miranthis
Independent Non Executive Director

Joined Hiscox Ltd Board: 16 November 2017

Career and experience

Costas has over 30 year experience in the insurance industry and was formerly President and CEO of PartnerRe Ltd until 2015. Prior to joining PartnerRe in 2002 he was a Principal of Tillinghast-Towers. He is also a past Chair of the European Reinsurance Association Board. He is a Fellow of the Institute and Faculty of Actuaries and a member of the American Academy of Actuaries.

Committees

- Audit Committee
 - Remuneration Committee
 - Nominations and Governance Committee
-

Lynn Pike
Independent Non Executive Director

Joined Hiscox Ltd Board: 20 May 2015

Career and experience

Lynn has 38 years' experience in the banking industry, most recently as President of Capital One Bank. Prior to joining Capital One, Lynn was President of Bank of America's small business banking division, a \$2.1 billion revenue business, with oversight of 110,000 business clients and 2,000 employees.

External appointments

- Private Board of American Express National Bank, board member
 - California State University Channel Islands Foundation Board, board member
 - Bankwork\$ Advisory Board
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Committees

- Audit Committee
 - Remuneration Committee
 - Nominations and Governance Committee
-