

Hiscox Ltd Notice of 2023 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 General Counsel and 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 8 May 2023 for a Form of Direction or 12.30 pm (local time) 4.30 pm (BST) on 9 May 2023 for a Form of Proxy.

Timetable of events

Latest time for receipt of a Form of Direction	12.30 pm (local time) 8 May 2023
Latest time for receipt of a Form of Proxy	12.30 pm (local time) 4.30 pm (BST) 9 May 2023
Annual General Meeting	12.30 pm (local time) 4.30 pm (BST) 11 May 2023

The Hiscox 2022 Report and Accounts is now available online at www.hiscoxgroup.com/investors/report-and-accounts-2022.

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')

21 March 2023

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, attendance and voting

The AGM will be held at Chesney House, 96 Pitts Bay Road, Pembroke HM 08, Bermuda on 11 May 2023 at 12.30 pm (local time). For convenience, Shareholders may view a webcast of the AGM and ask questions via a video link at the Group's London office, 22 Bishopsgate, London EC2N 4BQ on 11 May 2023 at 4.30 pm (BST). Note that the webcast is for informational purposes and Shareholders will not be able to vote at the AGM via the video link so should cast their votes in advance – see pages 5 to 6 for further details.

To the extent that we need to make changes to the arrangements described above, we will announce any changes as early as is possible before the date of the meeting. Shareholders should monitor the Company's website for any updates in relation to the AGM.

The Board recognises the opportunity that the AGM provides for shareholders to ask questions that they have relating to the Company. Therefore, the Board encourages shareholders to send their questions by email to investor.relations@hiscox.com in advance of the AGM and we will endeavour to respond to your questions before the proxy voting deadline. Responses to questions received will be posted on the Company's website.

Business of the AGM

The following business will be proposed at the AGM. The Board believes that all of the resolutions set out in this Notice are in the best interests of both Hiscox and its shareholders. Resolutions 1 to 18 inclusive will be proposed as ordinary resolutions and Resolutions 19 to 21 inclusive as special resolutions.

Resolution 1

Annual Report and Accounts

The Directors of the Company (the 'Directors') present the Annual Report and Accounts for the year ended 31 December 2022.

Resolution 2

Approval of the Directors' remuneration policy

The Directors seek approval of the remuneration policy which can be found on pages 132 to 143 of the 2022 Annual Report and Accounts. As the Company is incorporated under the laws of Bermuda, it is not subject to the requirements imposed on UK-incorporated companies to submit their remuneration policy to a binding vote of shareholders. Nonetheless, the Company is (on a voluntary basis) submitting a revised forward-looking remuneration policy which is intended to take effect immediately following the AGM on 11 May 2023. This is submitted to a vote of shareholders on an advisory basis as part of a regular

three-year renewal process. The current policy was approved by shareholders in May 2020.

The Remuneration Committee engaged with, and are grateful to, our shareholders for sharing their views which, together with the provisions of the UK Corporate Governance Code, have assisted the Committee in formulating the proposed new policy. As a result of the review, the Directors are proposing the following changes to the remuneration policy:

- reward the delivery of Hiscox's wider strategy by introducing a scorecard approach to the short- and long-term incentives, allowing inclusion of strategic non-financial metrics;
- simplify bonus deferral to a flat rate of 40% with amounts deferred into Hiscox shares and released three years following the end of the relevant performance year;
- Executive Directors will be expected to maintain an interest in Hiscox shares for two years after they step down from the Board at the level of the in-employment shareholding guideline (or the actual shareholding on stepping down, if lower);
- the circumstances that may trigger use of malus and clawback by the Remuneration Committee have been extended under the short and long-term incentive plans.

Resolution 3

Approval of the annual report on remuneration 2022

The Directors seek approval of the annual report on remuneration for the year ended 31 December 2022 which can be found on pages 112 to 121 of the 2022 Annual Report and Accounts. This vote is advisory and non-binding.

Resolution 4

Approval of the final dividend for the year ended 31 December 2022

The Directors seek approval for a final dividend of 24.0 cents per share as approved by the Board to be paid on 13 June 2023 to Shareholders on the register on 5 May 2023. 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 on 12 May 2022. Further details regarding the dividend alternative, including the procedure to be followed in order to make an election, are set out in the circular which was sent to shareholders in April 2022, a copy of which is available on the Company's website at www.hiscoxgroup.com. The deadline for making an election for the Scrip Dividend alternative so that it will apply is 22 May 2023. Shareholder and Depositary Interest Holders who have already elected for the scrip dividend alternate do not need to take further action.

Resolutions 5 to 15

Appointment and 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

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') continued

annual general meeting or it is the third annual general meeting following that at which he/she was last re-appointed. However, in accordance with the 2018 Corporate Governance Code (Governance Code) all the Directors will, being eligible, offer themselves for appointment or re-appointment at the AGM, as applicable.

As announced on 13 May 2022, Paul Cooper has joined the Board as Group Chief Financial Officer and is therefore standing for election for the first time.

As announced on 8 March 2023, Robert Childs has informed the Board of his intention to retire as Chairman and to step down from the Board during 2023. During his tenure, Robert has made an invaluable contribution to the success of the Group and the Board would like to sincerely thank him for his wise counsel and leadership. The Nominations and Governance Committee has initiated a process, led by the Senior Independent Director, Colin Keogh, to identify and appoint Robert's successor. Nevertheless, in light of Robert's continuation as Board Chair at the upcoming AGM, the Senior Independent Director chaired a meeting to consider the Chairman's tenure on the Board which was attended by the Non Executive Directors (without the Chairman being present) and it was concluded that the Board continues to highly value the Chairman's skills and experience, and that he demonstrates independence, constructive challenge and engagement in the Board as well as providing valuable guidance to Executive management. The Board is therefore satisfied that Robert continues to show the independence of character and judgement, as well as the necessary leadership and governance skills required to chair the Board effectively.

Biographical details of each Director and the reasons why their contribution is, and continues to be, important to the Company's long-term sustainable success can be found on pages 7 to 8 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 appointment or re-appointment of each Director at the AGM. Following a formal performance evaluation, the Chairman has confirmed in respect of all Directors offering themselves for appointment or re-appointment at the AGM that their performance continues to be effective and to demonstrate commitment to the role.

Resolution 16 and 17

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

Having assessed their independence, performance and effectiveness throughout the year, the Board proposes that PricewaterhouseCoopers Ltd. be re-appointed as auditors of the Company for the 2023 financial year and that the Audit Committee be authorised to negotiate and agree the audit fee for the 2023 financial year.

Resolution 18

To authorise the allotment of relevant securities

Authority was granted to the Directors at the annual general meeting held on 12 May 2022 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 £7,506,794 and an additional nominal

amount of £7,506,794 in connection with a Rights Issue for a period expiring at the conclusion of the next AGM. As at 17 March 2023, the Company's issued ordinary share capital amounted to £23,014,805 comprising 354,073,925 Ordinary Shares, of which the Company held 7,523,190 Ordinary Shares in treasury, representing 2.12% of the Company's issued ordinary share capital.

The Directors consider it appropriate to renew this authority at the forthcoming AGM to maintain the flexibility this authority provides. 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).

This authority is within the guidelines of the Share Capital Management Guidelines issued by the Investment Association in February 2023.

The proposed new authority will expire at the conclusion of the 2024 annual general meeting of the Company or, if earlier, on 1 July 2024. It is the current intention to renew this authority annually to maintain the flexibility this authority provides. The Directors have no present intention to allot shares other than in connection with employee share schemes and the scrip dividend alternative. If the Directors exercise the authority, they 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 (£7,508,599), or up to two-thirds (£15,017,198) 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 17 March 2023 (being the latest practicable date prior to publication of this circular).

Resolutions 19 and 20

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 or to sell treasury shares 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 2024, although it is the Directors' current intention to seek renewal of this authority annually to maintain the flexibility this authority provides.

The authorities set out in Resolutions 19 and 20 are within institutional shareholder guidance and in particular the Pre-Emption Group's Statement of Principles (the 'Pre-Emption Principles'). The Pre-Emption Principles were revised in November 2022 to allow the authority for an issue of shares for cash otherwise than in connection with a pre-emptive offer to include: (1) an authority up to 10% of a company's issued share capital for use on an unrestricted basis; and (2) an additional authority up to a further 10% of a company's issued share capital for use in connection with an acquisition or specified capital investment announced

contemporaneously with the issue, or that has taken place in the twelve month period preceding the announcement of the issue. In both cases, an additional authority of up to 2% may be sought for the purposes of making a follow-on offer as described in the Pre-Emption Principles.

Having considered the revised Pre-Emption Principles, the Directors consider it appropriate to seek a disapplication authority over 10% of the Company's issued share capital for use on an unrestricted basis as well as a further 10% for use in connection with an acquisition or specified capital investment.

Resolution 19 therefore authorises the Directors, pursuant to the authority given by Resolution 18 (the authority to allot resolution) to allot:

- a. equity securities for cash and to sell treasury shares up to a nominal amount representing two-thirds of the Company's issued share capital as at 17 March 2023 on an offer to existing Shareholders in connection with a Rights Issue, subject to any exclusions or such other arrangements as the Director may consider appropriate to resolve legal or practical problems which, for example, might arise with overseas Shareholders; and
- b. equity securities for cash and to sell treasury shares up to a nominal amount representing not more than 10% of the nominal value of the issued share capital of the Company as at 17 March 2023 otherwise than in connection with a pre-emptive offer to existing Shareholders.

In addition, Resolution 20 authorises the Directors to allot new shares for cash and to sell treasury shares up to a nominal amount representing not more than 10% of the nominal value of the issued share capital of the Company as at 17 March 2023 without those shares first being offered to existing Shareholders in proportion to their existing holdings, for the purposes of financing or refinancing a transaction as contemplated by the Pre-Emption Principles described above.

The Directors confirm that they intend to follow the shareholder protections contained in Part 2B of the Pre-Emption Principles in connection with any non-pre-emptive offering.

The Directors have no present intention of using the authorities set out in Resolutions 18, 19 or 20, however, they consider that it is in the best interests of the Company and its Shareholders generally that the Company have the authorities available so that the Board has the flexibility to issue securities at short notice, and without the need for a general meeting, should the Board determine that it is appropriate to do so, for example to finance business opportunities quickly and efficiently when they arise.

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 34,655,074 Ordinary Shares representing approximately 10% of the nominal amount of the issued ordinary capital of the Company (excluding shares held in treasury) on 17 March 2023. The resolution also sets out the maximum and minimum price which the Company may pay for those shares. Any shares purchased under this authority may be cancelled or held in treasury. It is the Directors' current intention to cancel any shares purchased.

The total number of shares over which an option under an employee share scheme exists as at 17 March 2023 (being the latest practicable date prior to the publication of this circular) is 2,575,858 representing 0.74% 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 annual general meeting if, for the purposes of Listing Rule 13.7.1(1) (f), the authority given by this resolution and that granted at the previous annual general meeting were aggregated and fully utilised, these shares would represent 19.57% 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 2024 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. Shareholders are strongly advised 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 9 May 2023.

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 8 May 2023. 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 9 May 2023.

Yours faithfully



Marc Wetherhill

Group General Counsel and Company Secretary

Hiscox Ltd Notice of 2023 Annual General Meeting

Notice is hereby given that the Annual General Meeting (AGM) of Hiscox Ltd will be held at the Chesney House, 96 Pitts Bay Road, Pembroke HM 08, Bermuda on 11 May 2023 at 12.30 pm (local time, 4.30 pm (BST)).

The business to be considered at the meeting is as follows.

Ordinary resolutions:

1. To receive the Annual Report and Accounts of the Company for the year ended 31 December 2022 together with the Directors' and auditor's reports therein.
2. To approve the Directors' remuneration policy as set out in pages 132 to 143 of the Report and Accounts of the Company for the year ended 31 December 2022.
3. To approve the annual report on remuneration as set out on pages 112 to 121 of the Report and Accounts of the Company for the year ended 31 December 2022.
4. That the final dividend of 24.0¢ per Ordinary Share for the year ended 31 December 2022 be approved payable on 13 June 2023 to holders of Ordinary Shares on the register of members on 5 May 2023.
5. To re-appoint Robert Childs as a Director.
6. To appoint Paul Cooper as a Director.
7. To re-appoint Donna DeMaio as a Director.
8. To re-appoint Michael Goodwin as a Director.
9. To re-appoint Thomas Huerlimann as a Director.
10. To re-appoint Hamayou Akbar Hussain as a Director.
11. To re-appoint Colin Keogh as a Director.
12. To re-appoint Anne MacDonald as a Director.
13. To re-appoint Constantinos Miranthis as a Director.
14. To re-appoint Joanne Musselle as a Director.
15. To re-appoint Lynn Pike as a Director.
16. 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.
17. To authorise the Audit Committee to negotiate and agree the audit fee for the 2023 financial year.
18. 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 £7,508,599 and further;
 - ii) the Directors be authorised to allot Relevant Securities up to an additional aggregate nominal amount of £7,508,599 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 2024, 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 18:

- 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:

19. That:
 - a) subject to the passing of Resolution 18 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 18 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 18 (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 £2,252,579;
 - b) such 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 2024, but not after the expiry of the authority conferred on the Directors by Bye-law 5 of the Company's Bye-laws; and
 - c) 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 Equity Securities or grant rights in pursuance of such offer or agreement as if it had not expired.

20. That subject to the passing of Resolution 18 above and in addition to any authority granted under Resolution 19, 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 18 above) as if Bye-law 6 of those Bye-laws did not apply to the allotment but this power shall be:
- limited to the allotment of Equity Securities or sale of Treasury Shares up to a nominal amount of £2,252,579;
 - used only for the purposes of financing (or refinancing, if the authority is to be used within twelve 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;
 - such authority to expire at the conclusion of the next annual general meeting of the Company, or if earlier on 1 July 2024 but not after the expiry of the authority conferred on the Directors by Bye-law 5 of the Company's Bye-laws; and
 - the Company may before this power expires make an offer or enter into agreements, which would, or might, require Equity Securities to be allotted after the authority expires and the Board may allot Equity Securities under any such offer or agreement as if the authority 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:
- the maximum number of Ordinary Shares that may be purchased under this authority is 34,655,073;
 - 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);
 - 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 2024, unless renewed before that time;
 - 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

- 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

Group General Counsel and Company Secretary

21 March 2023

Notes

- Every Shareholder has the right to appoint some other person(s), who need not be a Shareholder, as his/her proxy to attend, speak and vote on their behalf at the AGM. A Shareholder may appoint more than one proxy in relation to the AGM 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 AGM (or in the event that the AGM is adjourned, 48 hours before the time of any adjourned meeting).
- Return of the Form of Proxy will not preclude a Shareholder from attending the Meeting and voting in person.
- 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 9 May 2023 (or in the event that the Meeting is adjourned, 2.30 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 9 May 2023 (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.
- 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,

Hiscox Ltd Notice of 2023 Annual General Meeting (continued)

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 8 May 2023 (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/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 17 March 2023 (being the last practicable business day prior to the publication of this Notice) the Company's issued share capital is 354,073,925 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 17 March 2023 is 346,550,735.
Copies of the following documents are available for inspection by Shareholders at the Company's registered office during normal business hours and will be available at the place of the Meeting from 12.15 pm (local time) until its conclusion: (i) copies of the letters of appointment for Non Executive Directors; and (ii) the existing Bye-laws.
6. If your address information is incorrect, please telephone the registrar's helpline on +44 (0)333 207 5965* to request a change of address form, or obtain a form at www.shareview.co.uk.
7. 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

- △ Member of the Audit Committee
- Member of the Nominations and Governance Committee
- Member of the Remuneration Committee
- Member of the Risk Committee
- ▽ Member of the Investment Committee



Chair of Committee is highlighted in solid.

Robert Simon Childs

Non Executive Chairman (Aged 71)

Appointed Chairman: February 2013

Appointed to the Board: September 2006

Relevant skills, experience and contribution

- Extensive knowledge of Hiscox, having worked for the Group for over 30 years.
- Significant expertise in insurance cycle management, having worked through unprecedented large loss events such as 9/11 and Hurricanes Katrina, Rita and Wilma.

Robert joined Hiscox in 1986 and has held a number of senior roles across the Group, including Active Underwriter for Syndicate 33 and Group Chief Underwriting Officer, before becoming Non Executive Chairman in February 2013. Robert is also Chair of the Nominations and Governance Committee, the Investment Committee, and the Hiscox Syndicates Limited Board. He joined the Council of Lloyd's in 2012 and served as Deputy Chairman of Lloyd's from 2017 to 2020.

External board appointments

None.

Committees



Paul Cooper

Group Chief Financial Officer (Aged 50)

Appointed to the Board: May 2022

Relevant skills, experience and contribution

- Considerable experience of financial and commercial management within a complex regulatory and compliance environment.
- Qualified Chartered Accountant, with significant experience of both the retail and Lloyd's insurance markets.

Paul joined Hiscox in 2022 as Group Chief Financial Officer. With over 25 years of financial services experience, Paul has held a number of senior roles, including most recently Interim Group Chief Financial Officer at M&G Plc and Chief Financial Officer for The Prudential Assurance Company. Paul is a qualified Chartered Accountant, having trained with PwC, and sits on the board of a number of Hiscox subsidiary companies.

External board appointments

Association of British Insurers.

Committees



Colin Keogh

Senior Independent Director (Aged 69)

Appointed to the Board: November 2015

Relevant skills, experience and contribution

- Valuable financial services experience.
- Significant knowledge of how to run an international financial business.

Colin has spent his career in financial services, principally at Close Brothers Group plc where he worked for 24 years and served as CEO for seven years until 2009. Colin is Chair of the Hiscox Insurance Company Limited Board and also of the Remuneration Committee.

External board appointments

Ninety One Plc; Ninety One Ltd.

Committees



Aki Hussain

Group Chief Executive Officer (Aged 50)

Appointed to the Board: September 2016

Relevant skills, experience and contribution

- Considerable experience of providing strategic, financial and commercial management and in-depth knowledge of the regulatory and compliance environment.
- Significant experience of driving business change.

Aki joined Hiscox in 2016 as Group Chief Financial Officer and became Group Chief Executive Officer in 2022. Aki also sits on the Board of a number of Hiscox subsidiary companies. Prior to Hiscox, Aki held a number of senior roles across a range of sectors, including Chief Financial Officer of Prudential's UK and Europe business, and Finance Director for Lloyds Banking Group's consumer bank division. Aki is a Chartered Accountant, having trained with KPMG.

External board appointments

Visa Europe Limited.

Committees



Joanne Musselle

Group Chief Underwriting Officer (Aged 52)

Appointed to the Board: March 2020

Relevant skills, experience and contribution

- Considerable underwriting expertise, including experience of managing underwriting portfolios in our key markets.
- Significant knowledge of Hiscox, particularly Hiscox Retail, having worked for the Group for 20 years.

Joanne joined Hiscox in 2002 and has held a number of roles across the Group, including Head of UK Claims, Chief Underwriting Officer for Hiscox UK & Ireland, and Chief Underwriting Officer for Hiscox Retail. Joanne also sits on the Board of a number of Hiscox subsidiary companies. Prior to Hiscox, Joanne spent almost ten years working in a variety of actuarial, pricing and reserving roles at Axa and Aviva in both the UK and Asian markets.

External board appointments

Realty Insurances Ltd.

Committees



Donna DeMaio

Independent Non Executive Director (Aged 64)

Appointed to the Board: November 2021

Relevant skills, experience and contribution

- Extensive financial services experience, particularly in the USA.
- Proven expertise in overseeing global auditing activities.

Donna has over 35 years' financial services experience, gained across banking and insurance. She was AIG's General Insurance Global Chief Operating Officer and also served as their Global Chief Auditor. Donna was Chief Executive and Chair of the Board at United Guaranty, CEO and Chair of the Board at MetLife Bank and was a PwC Financial Services Partner. Donna serves on the board of Hiscox Insurance Company Inc. as a Non Executive Director and is Chair of the Audit Committee.

External board appointments

Azure; State Street Corporation.

Committees



Directors' biographies (continued)

- △ Member of the Audit Committee
- Member of the Nominations and Governance Committee
- Member of the Remuneration Committee
- Member of the Risk Committee
- ∇ Member of the Investment Committee



Chair of Committee is highlighted in solid.

Michael Goodwin

Independent Non Executive Director (Aged 64)
Appointed to the Board: November 2017

Relevant skills, experience and contribution

- Significant knowledge of the Asian insurance market.
- Deep understanding of risk management as a trained actuary.

Michael has over 25 years' experience in the insurance industry, having worked in Australia and the Asia Pacific region for QBE Insurance Group for over 20 years. Michael started his career as an actuary, is a Fellow of the Institute of Actuaries of Australia and served as Vice President of the General Insurance Association of Singapore between 2006 and 2012. Michael serves on the DirectAsia Board as a Non Executive Director.

External board appointments

Partner Reinsurance Asia Pte Ltd; Steadfast Distribution Services Pte Ltd; NCI Brokers (Asia) Pte Ltd; Galaxy Insurance Consultants Pte Ltd; Enya-Lea Pte Ltd; Werombi Pte Ltd.

Committees

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Anne MacDonald

Independent Non Executive Director (Aged 67)
Appointed to the Board: May 2015

Relevant skills, experience and contribution

- Extensive marketing expertise, particularly in the USA.
- Sizeable experience in developing well-known global brands.

Anne has served as Chief Marketing Officer at four Fortune 100 companies, and been in charge of some of the most recognised brands in the world, including Citigroup, Travelers, Macys and Pizza Hut. Anne serves as the Employee Liaison for Hiscox.

External board appointments

Boot Barn Holdings, Inc.; IGNITE National; Visiting Nurse & Hospice of Litchfield County.

Committees

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Lynn Pike

Independent Non Executive Director (Aged 66)
Appointed to the Board: May 2015

Relevant skills, experience and contribution

- Strong background in the US financial services sector.
- Significant knowledge of providing commercial solutions for small businesses, particularly in the USA.

Lynn worked in the US banking industry for nearly four decades, most recently as President of Capital One Bank. Before that, she was President of Bank of America's small business banking division, a multi-billion Dollar business with 110,000 clients and over 2,000 employees. Lynn serves on the Hiscox Insurance Company Inc. Board as a Non Executive Director and is Chair of the Risk Committee.

External board appointments

American Express Company (NYSE: AXP); American Express National Bank; Bankwork\$ Advisory; California State University Channel Islands Foundation.

Committees

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Thomas Huerlimann

Independent Non Executive Director (Aged 59)
Appointed to the Board: November 2017

Relevant skills, experience and contribution

- Considerable experience of leading a global business.
- Extensive knowledge of the European insurance market.

Thomas has 30 years' experience in banking, reinsurance and insurance. He was CEO Global Corporate at Zurich Insurance Group, a \$9 billion business working in over 200 countries. Prior to that, he held senior positions at Swiss Re Group and National Westminster Bank. Thomas serves on the Hiscox SA Board as a Non Executive Director.

External board appointments

Leadway Assurance Ltd, Nigeria.

Committees

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Constantinos Miranthis

Independent Non Executive Director (Aged 59)
Appointed to the Board: November 2017

Relevant skills, experience and contribution

- Deep understanding of Bermuda's (re)insurance industry.
- Senior leadership experience in the reinsurance sector.

Costas served as President and CEO of PartnerRe Ltd, one of the world's leading reinsurers, until 2015 and prior to that was a Principal of Tillinghast-Towers Perrin in London, where he led its European non-life practice. He is a Fellow of the UK Institute and Faculty of Actuaries and a resident of Bermuda. Costas serves on the Hiscox Insurance Company (Bermuda) Limited Board as a Non Executive Director.

External board appointments

Argus Group Holdings Limited; Pacific Life Re; Gatland Holdings Jersey Limited.

Committees

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