

HISCOX LTD (the "Company")
SCHEDULE OF MATTERS RESERVED FOR BOARD DETERMINATION

1. Matters reserved for Board determination

This following sets out the matters specifically reserved for determination by the Hiscox Ltd Board of Directors (the "Board"). Unless prohibited by statute or the Bye-Laws of the Company, the Board may delegate any of its duties to a Committee of the Board.

Corporate Strategy

The Board has responsibility for the overall leadership of the Group¹ and for setting its purpose, values and standards and shall do the following:

- a) assess the basis on which the Company generates and preserves value over the long term;
- b) approve the Group's strategic aims and objectives and determine the Group's overall strategic direction, business plans and budgets;
- c) assess and monitor culture throughout the Group, ensuring that this is aligned with the Company's purpose, values and strategy;
- d) approve any major change in the nature, scope or scale of the business of the Group, including any decision to cease to operate all or any material part of the Group's business and any major new business areas;
- e) have oversight of the Group's operations ensuring competent and prudent management, sound planning, maintenance of internal control systems, adequate accounting and other records and compliance with statutory and regulatory obligations; and
- f) consider any matter referred to it by the Group Chief Executive or Executive Management, including issues of significant expenditure and major projects. Projects up to a total cost of US\$5 million do not require formal Board approval in advance.

The Board will ensure that the annual report explains the Board's activities and action taken with regard to the alignment of policy, practices and behaviour throughout the Group to the Company's purpose, values and strategy.

Mergers and Acquisitions

The Board shall approve any significant mergers and acquisitions, including any divestments, within the Group. For the purpose of this paragraph significant means anything where the transaction value exceeds US\$5 million or where there is reputational risk.

Capital and debt

The Board shall:

- a) approve any changes to the capital and debt structure, including any capital raising or capital reduction including share buy backs, as well as any bonus issues or rights or other share issues (except under employee share plans);
- b) approve the borrowing and conditions of borrowing of money from any entity by any member of the Group in excess of US\$5 million;

¹ Means the Company and its direct and indirect subsidiaries.

- c) determine the sufficiency of capital in light of the Group's risk profile and business plans; and
- d) determine any changes to the Company's listing.

Investments

The Board shall, through the Investment Committee, determine the investment strategy for Group funds.

Dividend Policy

The Board shall determine the dividend policy and shall recommend, approve or declare as appropriate any dividend and the form of, and any options available in connection with, such dividend.

Share Schemes

The Board shall, upon the recommendation of the Remuneration Committee, approve the Company's share schemes, including option plans, Performance Share Plans and share save schemes.

Financial and other Reporting

The Board shall:

- a) upon the recommendation of the Audit Committee, approve the consolidated financial statements of the Company including the annual report and accounts and interim accounts;
- b) approve the directors' report, statement on internal control, corporate governance statement and directors' remuneration report to be included in the annual report and accounts; and
- c) upon the recommendation of the Audit Committee, approve any significant changes in accounting policies and practices.

Internal Control

The Board shall ensure that the Group has adequate and sound systems of internal control, risk management and reporting, and at least annually shall review the systems and controls in place including approving statements about the emerging and principal risks facing the Company, approving the going concern and viability statements, reviewing the Company's risk and control processes, and approving procedures for detection of fraud and prevention of bribery.

Communications

The Board shall consider and approve any circular, listing particulars or prospectus issued by the Company and any resolutions to be put forward at a general meeting. The Board shall also approve any announcement relating to the interim and final results, as well as any trading update or any other significant announcement to be made on behalf of the Group.

Board Membership and other appointments

The Board shall:

- a) approve changes to the size, structure and composition of, and appointments to, the Board, on the recommendation of the Nominations and Governance Committee;
- b) approve the appointment of the Senior Independent Director;
- c) approve the Terms of Reference of Board Committees and any material changes thereto;
- d) approve the appointment of members and chair of each Committee of the Board, on the recommendation of the Nominations and Governance Committee, or any removal thereof;

- e) set the Board Diversity, Equity & Inclusion Policy, on the recommendation of the Nominations and Governance Committee, and monitor its implementation;
- f) determine the continuation in office of any Director including the termination or suspension of service of an Executive Director as an employee subject to applicable law and their service contract.

Corporate Governance arrangements

The Board shall:

- a) review the Group's overall corporate governance arrangements;
- b) approve the appointment or removal of the Company Secretary;
- c) ensure there is a formal and rigorous annual evaluation of its own performance and that of its Committees, the Chair of the Board and individual Directors;
- d) determine the independence of Non-Executive Directors, in accordance with the UK Corporate Governance Code²; and
- e) authorise any director's conflicts of interest where permitted by the Company's Bye-Laws and ensure that the influence of third parties does not compromise or override independent judgement.

Other

The Board shall approve the appointment, reappointment or removal of the external auditor, on the recommendation of the Audit Committee, to be put to shareholders for approval in general meeting.

2. Engagement with Stakeholders and Other Matters

The Board shall:

- a) ensure effective engagement with and consider the views and interests of the Company's key stakeholders in Board discussions and decision-making;
- b) determine and consider the most appropriate method for engagement with the workforce as required by the UK Corporate Governance Code;
- c) review reports arising from concerns raised with it by the workforce and arrange for proportionate and independent investigation of any such matters and follow-up action; and
- d) approve any political donations, material litigation, Group policies, changes to the Group's pension scheme, or any other decisions likely to have a material impact on the Group and these Reserved Matters.

The Chair should attend the AGM to answer any shareholder questions on the Board's activities.

3. Delegation to Management

All matters not hereby specifically reserved for the Board or delegated to a Committee of the Board, unless prohibited by statute or the Bye-Laws of the Company, are delegated to the Group Chief

² Means the UK Corporate Governance Code published from time to time by the Financial Reporting Council and as adopted by the FCA into the Listing Rules.

Executive or subsidiary Boards of insurance carriers where appropriate. The Group Chief Executive may further sub-delegate authority where appropriate. Irrespective of delegation, any matter with the potential to have a material impact on the reputation of the Company must be brought to the attention of the Board.

4. Constitution and meetings of the Board

- a) *Chair* - The Chair shall set the agenda for meetings of the Board.
- b) *Location of meetings* - Meetings shall typically be held in Bermuda or another location subject to the discretion of the Group Company Secretary. Meetings shall not be held in the UK or the USA.
- c) *Board Packs*³ - The Secretary shall ensure that the Board receives information and papers in a timely manner to enable full and proper consideration to be given to the issues.
- d) *Meetings held by electronic means* - Any Director may participate in a meeting of the Committee by way of telephone, computer or any other electronic means of communication provided that each person participating in the meeting is able to hear and speak. A person participating in this way is deemed to be present in person although their actual location shall be noted in the minutes and is counted in a quorum and entitled to vote. However, no Director shall participate in any meeting while located in the UK or USA. The meeting is deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chair of the meeting is located.

All other matters relating to Board Meeting are detailed in the Company's Bye-Laws. If these provisions conflict with the Bye-Laws, the Bye-Laws shall prevail.

5. Amendment of Matters Reserved for Board Determination

These Matters Reserved for Board Determination may be amended by the Board.

³ Means the meeting agenda, together with such other documents as the Chair may from time to time determine.