

# FORM OF DIRECTION HISCOX LTD - THE ISSUER COMPANY

Form of Direction for completion by holders of Depositary interests representing shares on a one for one basis in the Issuer Company in respect of the Annual General Meeting to be held at the Fairmont Hamilton Princess Hotel, 76 Pitts Bay Road, Pembroke HM 08, Bermuda at 10.00 am and via video link at 1 Great St Helen's, London EC3A 6HX on Wednesday 30 May 2012 (2.00 pm BST).

# FORM OF DIRECTION HISCOX LTD - THE ISSUER COMPANY

PLEASE COMPLETE IN BLOCK CAPITALS

I/We  of

being a holder of Depositary Interests representing shares in the Issuer Company hereby appoint Capita IRG Trustees Limited as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the Issuer Company to be held at 10.00 am (2.00 pm (BST)) on Wednesday 30 May 2012 (and at any adjournment thereof) as directed by an 'X' in the spaces below.

## RESOLUTIONS

Please mark 'X' to indicate how you wish to vote

	For	Against	Vote withheld
1. To receive the Annual Report and Accounts for the year ended 31 December 2011	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To approve the 2011 remuneration report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To declare a final dividend of 11.9 pence per Ordinary Share	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-appoint Robert Hiscox as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-appoint Bronislaw Masojada as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-appoint Robert Childs as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To re-appoint Stuart Bridges as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To re-appoint Richard Gillingwater as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To re-appoint Daniel Healy as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. To re-appoint Ernst Jansen as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. To re-appoint Dr James King as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. To re-appoint Robert McMillan as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. To re-appoint Andrea Rosen as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. To re-appoint Gunnar Stokholm as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15. To re-appoint KPMG as auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16. To authorise the Directors to set the auditors' remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
17. To authorise the Directors to allot shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
18. To increase the authorised share capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
19. To dis-apply pre-emption rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
20. To authorise the Company to purchase its own shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

## Notes

- To be effective, this Form of Direction and the power of attorney or other authority (if any) under which it is signed, or a notarially or otherwise certified copy of such power or authority, must be deposited at Capita Registrars, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU United Kingdom not later than 72 hours before the time appointed for holding the meeting. Alternatively, depositary interest holders can lodge their voting instructions via CREST Electronic Proxy Appointment Service.
- Any alterations made to this Form of Direction should be initialled.
- Please indicate how you wish your votes to be cast by placing an 'X' in the box provided. On receipt of this form duly signed, you will be deemed to have authorised Capita IRG Trustees Limited to vote, or to abstain from voting, as they think fit.
- In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders. For this purpose seniority is determined by the order in which the names stand in the Register of Depositary interests in respect of the joint holding.

Signature  Date

In the case of a corporation this Form of Direction should be given under its Common Seal or under the hand of an officer or attorney duly authorised in writing.

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Business Reply  
Licence Number  
RSBH-UXKS-LRBC



PXS  
34 Beckenham Road  
Beckenham  
BR3 4TU