

Hiscox Ltd Notice of 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 Service 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 ordinary shares of 5p each in the capital of Hiscox Ltd ('Ordinary Shares'), please forward this document (together with the accompanying Form of Proxy or Form of Direction) 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 Proxy or a Form of Direction which should be completed and returned in accordance with the instructions thereon. To be valid, the appropriate form should be sent to Capita Registrars, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU United Kingdom to be received no later than 10.00am (2.00pm (BST)) on 5 June 2011 for a Form of Direction or 10.00am (2.00pm (BST)) 6 June 2011 for a Form of Proxy.

Timetable of events

Latest time for receipt of a Form of Direction	10.00am (2.00pm (BST)) 5 June 2011
Latest time for receipt of a Form of Proxy	10.00am (2.00pm (BST)) 6 June 2011
Annual General Meeting	10.00am (2.00pm (BST)) 8 June 2011

The Hiscox 2010 Report and Accounts is now available online at www.hiscox.com

If you are a shareholder of Hiscox Ltd and wish to receive paper copies of shareholder documents by post, please write to:

FREEPOST RLYX-GZTU-KRRG
Capita Registrars
Shareholder Administration Support
34 Beckenham Road
Beckenham
Kent BR3 9ZA

A copy of this Notice can be found at www.hiscox.com

To holders of Ordinary Shares ('Shareholders') and for information only to holders of depositary interests issued by Capita IRG Trustees Limited in respect of Ordinary Shares ('Depositary Interests', and holders of Depositary Interests 'Depositary Interest Holders').

14 March 2011

Dear Shareholder

I am writing on behalf of the Board to provide an explanation of the business to be considered at the forthcoming 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 PG04, Bermuda on 8 June 2011 at 10.00am. For the convenience of our European Shareholders, they may attend the AGM via a video link at the Group's London office, 1 Great St Helen's, London EC3A 6HX at 2.00pm (BST) on 8 June 2011.

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') present to Shareholders the annual Report and Accounts for the year ended 31 December 2010.

Resolution 2

Approval of the Directors' remuneration report.

The Directors seek approval of this remuneration report which can be found on pages 37 to 45 of the Report and Accounts.

Resolution 3

Approval of the final dividend.

A final dividend can only be paid after it has been approved by Shareholders. The dividend cannot exceed the amount recommended by the Directors. 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, subject to the passing of Resolutions 4 and 5, to receive new Ordinary Shares or new Depositary Interests instead of the cash dividend. Please also refer to the notes for Resolutions 4 and 5 in relation to the proposed scrip dividend alternative.

Resolutions 4 and 5

Approval of a scrip dividend alternative.

The Directors are proposing that the Company introduce an optional scrip dividend alternative to commence with the proposed 2010 final dividend payable on 21 June 2011. The scrip dividend alternative is subject to Shareholder approval. It will give Shareholders and Depositary Interest Holders the right to elect to receive new Ordinary Shares (credited as fully paid) or new Depositary Interests in the capital of the Company instead of future cash dividends. Shareholders and Depositary Interest Holders who elect to take new Ordinary Shares or new Depositary Interests in the Company under the scrip dividend alternative will increase their holding or interest in the Company in a simple manner without incurring any dealing costs. It is envisaged that the Company will suspend indefinitely the Company's Dividend Access Plan, which has been offered in recent years, if the scrip dividend alternative is approved by Shareholders.

The number of new Ordinary Shares and new Depositary Interests that Shareholders and Depositary Interest Holders will receive for each dividend will depend on the amount of the cash dividend, the number of Ordinary Shares or Depositary Interests (as the case may be) held, the scrip reference share price to be used in calculating Shareholders' and Depositary Interest Holders' entitlements and, for Shareholders only, any residual cash balance brought forward from the last scrip dividend. The scrip reference share price will be equal to the average middle market quotation for a fully paid share of the Company (adjusted if necessary) as shown

on the London Stock Exchange Daily Official List or as established from such other source as the Directors consider appropriate for the five business days immediately preceding or following the announcement of the cash dividend to which the scrip dividend alternative relates, as the Directors may decide. Details of how the scrip dividend alternative will operate in respect of the proposed 2010 final dividend and future dividends, as well as the terms and conditions of the scrip dividend alternative, are enclosed.

In accordance with the Bye-Laws, approval is also sought to capitalise sums standing to the credit of the reserves of the Company. This would enable the Directors to apply such sums in paying up in full the nominal amounts of new Ordinary Shares and new Depositary Interests allotted to Shareholders pursuant to elections under the scrip dividend alternative.

Resolutions 6 to 16

Election and re-election of Directors.

The Bye-Laws require that a Director shall retire from office if he has been appointed by the Board since the previous Annual General Meeting or if it is the third Annual General Meeting following that at which he was elected or last re-elected. However, in accordance with the new provision contained in the UK Corporate Governance Code, all of the Directors will resign at the AGM and, being eligible, will offer themselves for election or re-election. Biographical details of each Director, can be found at pages 32 to 33 of the Report and Accounts. 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 election or re-election of each Director at the AGM. Richard Gillingwater and Robert McMillan joined the Board as Non Executive Directors in December 2010. The Board believes that Richard Gillingwater should be elected because he brings considerable experience in the financial services industry and as a Non Executive Director. The Board believes that Robert McMillan should be elected because he has extensive knowledge of insurance having been a Senior Executive of Progressive Insurance Corporation. Additionally, and in accordance with the UK Corporate Governance Code, the Chairman has confirmed in respect of all of the Non Executive Directors offering themselves for re-election at the AGM that, following formal performance evaluation, their performance continues to be effective and to demonstrate commitment to the role.

Resolutions 17 and 18

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

The Board proposes that KPMG be re-appointed as auditors of the Company and that the Board be authorised to determine the level of the auditors' remuneration.

Resolution 19

To authorise the grant of options and awards under the French schedules to the Hiscox Ltd International Sharesave Scheme and the Hiscox Ltd Performance Share Plan until 12 December 2016.

Resolution 19 will be proposed to give the Directors, or a duly authorised committee of Directors, authority to grant options under the French schedule ('Schedule 1') to the Hiscox Ltd International Sharesave Scheme (the 'Scheme') and awards under the French schedule ('Schedule 4') to the Hiscox Ltd Performance Share Plan (the 'Plan'), in each case until 12 December 2016, which is the expiry date of both the Scheme and the Plan.

Schedule 1 provides for the grant of options ('Options') to employees in France which benefit from a favourable tax and social security regime. The Options are subject to the same terms as those granted under the main part of the Scheme, except where otherwise required in order to comply with the French legislation relating to tax qualifying plans. Any shares made

available under Schedule 1 will count against the relevant limits on individual and overall participation in the Plan.

Schedule 4 provides for the grant of awards ('Awards') to employees in France which benefit from a favourable tax and social security regime. The Company has not granted any Awards under Schedule 4, but wishes to have the flexibility to do so. Awards would be subject to the same terms as those granted under the main part of the Plan, except where otherwise required in order to comply with the French legislation relating to tax qualifying plans. Any shares made available under Schedule 4 will count against the relevant limits on individual and overall participation in the Plan.

Under the rules of the Scheme and the Plan, the Directors or a duly authorised committee of Directors have the authority to grant Options and Awards. However, the Company has been advised that, following a recent ruling by the French tax authorities, for Options and Awards to fall within the scope of the relevant French tax and social security regime Shareholders must approve the grant of such Options and Awards for a specific period of time. As the Company wishes to continue to grant Options which benefit from the French tax and social security regime, and wishes to be able to grant Awards which benefit from the French tax and social security regime, it is proposed that Shareholders authorise the grant of Options and Awards until 12 December 2016, which is the expiry date of both the Scheme and the Plan.

Resolution 20

To authorise the allotment of relevant securities.

Authority was granted to the Directors at the Annual General Meeting held in 2010 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 £6,187,832 and an additional nominal amount of £6,187,832 in connection with a Rights Issue for a period expiring at the conclusion of the Annual General Meeting to be held in 2011 or, if earlier, on 1 July 2011.

The Directors consider it appropriate to renew this authority at the forthcoming Annual General Meeting. In accordance with the institutional guidelines issued by the Association of British Insurers ('ABI'), 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 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 share capital (in each case excluding any shares held in treasury).

The proposed new authority will expire at the conclusion of the 2012 Annual General Meeting of the Company or, if earlier, on 1 July 2012. It is the current intention to renew this authority annually. The Directors have no present intention of exercising this authority (other than in relation to employee share schemes). However, if they do exercise the authority, the Directors intend to follow emerging best practice as regards its use, as recommended by the ABI.

The nominal amount of securities to which the new authority will relate represents approximately one third, or up to two thirds in the case of a fully pre-emptive Rights Issue only, of the Company's issued share capital (excluding any shares held in treasury) as at 28 February 2011 (being the latest practicable date prior to publication of this circular). As at 28 February 2011, the Company's issued share capital amounted to £19,041,228 comprising 340,824,575 Ordinary Shares. As at the date of this Notice the Company held 25,142,874 shares in treasury, representing approximately 6.6% of the Company's issued share capital as at 28 February 2011.

Resolution 21

To dis-apply pre-emption rights.

Resolution 21 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 2012, although it is the Directors' current intention to seek renewal of this authority annually.

The £952,061 maximum nominal amount of equity securities to

which this authority relates represents approximately 5% of the nominal amount of the issued share capital of the Company as at 28 February 2011 (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 share capital of the Company for cash, on a non pre-emptive basis, in any rolling three-year period without prior consultation with shareholders and the Investment Committee of the ABI and the National Association of Pension Funds.

Resolution 22

To authorise the Company to purchase its own Ordinary Shares.

Resolution 22 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 38,082,457 Ordinary Shares representing approximately 10% of the nominal amount of the issued capital of the Company on 28 February 2011. 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 28 February 2011 (being the latest practicable date prior to the publication of this circular) is 16,993,014 representing 4.46% of the Company's issued share capital at that date. If the authority to be given by this resolution was fully utilised and all Ordinary Shares cancelled, these shares would represent 4.96% of the Company's issued share capital 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 2012, in accordance with 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 will vote in favour of the resolutions, with the exception of the resolution which relates to his re-election as Director.

ACTION TO BE TAKEN

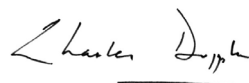
Shareholders

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 Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, United Kingdom as soon as possible and in any event so as to be received no later than 10.00am (2.00pm (BST)) on 6 June 2011. 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 Interest Holders

Any Depositary Interest Holder wishing to instruct Capita IRG Trustees 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 Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, United Kingdom so as to be received no later than 10.00am (2.00pm (BST)) on 5 June 2011.

Yours faithfully



Charles Dupplin
Company Secretary

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of Hiscox Ltd will be held at Elbow Beach Hotel, 60 South Shore Road, Paget PG04, Bermuda and via video link at 1 Great St Helen's, London EC3A 6HX on 8 June 2011 at 10.00am (2.00pm (BST)) for the following purposes:

Ordinary resolutions:

1. To receive the accounts of the Company for the year ended 31 December 2010 together with the Directors' and auditors' reports thereon.
2. To approve the Directors' remuneration report for the year ended 31 December 2010.
3. That the final dividend recommended by the Directors of 11.5 pence per Ordinary Share, for the year ended 31 December 2010 be declared payable on 21 June 2011, to holders of Ordinary Shares on the register of members on 13 May 2011.
4. To authorise the Directors, in accordance with the Bye-Laws, to offer the holders of Ordinary Shares of, and Depositary Interests in, the Company, to the extent and in the manner determined by the Directors, the right to receive new Ordinary Shares (credited as fully paid) or new Depositary Interests instead of cash, in respect of all of any dividend (unless the offer is to a Depositary Interest Holder acting on behalf of more than one beneficial holder (that is through a nominee depositary interest holding held in CREST) and therefore requiring the option to elect in respect of a lesser number of Depositary Interests) which can be declared or paid in the period prior to the conclusion of the Annual General Meeting to be held in 2015.
5. Subject to the passing of Resolution 4, to authorise the Directors, in accordance with the Bye-Laws, to capitalise the appropriate nominal amounts of new Ordinary Shares and new Depositary Interests in the Company allotted under the scrip dividend alternative out of the sums standing to the credit of any reserve or account of the Company.
6. To re-appoint Robert Hiscox as a Director.
7. To re-appoint Bronislaw Masojada as a Director.
8. To re-appoint Robert Childs as a Director.
9. To re-appoint Stuart Bridges as a Director.
10. To appoint Richard Gillingwater as a Director.
11. To re-appoint Daniel Healy as a Director.
12. To re-appoint Ernst Jansen as a Director.
13. To re-appoint Dr James King as a Director.
14. To appoint Robert McMillan as a Director.
15. To re-appoint Andrea Rosen as a Director.
16. To re-appoint Gunnar Stokholm as a Director.
17. To re-appoint KPMG as auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next general meeting of the Company at which accounts are laid.
18. To authorise the Directors to determine the level of auditors' remuneration.
19. That the Directors or a duly authorised committee of the Directors be and are hereby authorised to grant options and awards over ordinary shares in the Company under the French schedules to the Scheme and the Plan until 12 December 2016, which is the expiry date of both the Scheme and the Plan.
20. That:
 - a) in accordance with Bye-Law 5(b) of the Company's Bye-Laws:
 - i) the Directors be authorised to allot Relevant Securities up to an aggregate nominal amount of £6,347,076; and further
 - ii) the Directors be authorised to allot Relevant Securities up to an additional aggregate nominal amount of £6,347,076 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 2012, 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 19:

- 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)(i) of the Company's Bye-Laws) in connection with an offer or issue to or in favour of holders on the Register of Shares 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:

21. That:

- a) Subject to the passing of Resolution 20 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 20 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 of Equity Securities (but in the case of the authority granted under Resolution 20(a) (ii) by way of a Rights Issue only) to or in favour of holders of Ordinary Shares on the Register of Shares 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 £952,061;
- 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 2012, 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.

22. 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 38,082,457;
 - the maximum price (exclusive of expenses payable by the Company in connection with the purchase) which may be paid for any Ordinary Share purchased under this authority 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 the amount stipulated by Article 5(1) of the Buy-back and Stabilisation Regulation 2003 and subject to the minimum price. 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 2012, 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 Ordinary Shares in pursuance of any such contract; and
 - all existing authorities for the Company to make market purchases of Ordinary 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 not yet been executed.

By order of the Board

Charles Dupplin
Company Secretary
14 March 2011

Notes

- Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder as his proxy to attend, speak and vote on their behalf at the meeting. A member entitled to attend and vote at the Annual General Meeting (the 'Meeting') may appoint one or more proxies (who need not be a member of the Company) to attend, speak and vote on his or her behalf. 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, Capita Registrars, Proxy Department, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU United Kingdom, to be received not later than 48 hours before the time for holding the Meeting (or in the event that the Meeting is adjourned, 48 hours before the time of any adjourned Meeting).
- Return of the Form of Proxy will not preclude a member from attending the Meeting and voting in person.
- In accordance with Bye-Law 41 of the Company's Bye-Laws, only those members entered on the register of members of the Company as at 2.00pm (6.00pm (BST)) on 6 June 2011 (or in the event that the Meeting is adjourned, 2.00pm (6.00pm (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 Depository Proxies shall be entitled to attend or vote at the Meeting in respect of the number of shares registered in their name (or the Depository as the case may be) at that time. Changes to entries on the register of members after 2.00pm (6.00pm (BST)) on 6 June 2011 (or in the event that the Meeting is adjourned, 2.00pm (6.00pm (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 Depository Interest Holder who is a CREST member and who wishes to appoint, or to give instruction to, the Depository through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual (available via www.euroclear.com/CREST). 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 (available via www.euroclear.com/CREST). 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 RA10) by 2.00pm (6.00pm (BST)) on 6 June 2011. 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 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.

- As at 28 February 2011 (being the last practicable business day prior to the publication of this Notice) the Company's issued share capital is 405,967,449 carrying one vote each of which 25,142,874 are held in treasury. Therefore total voting rights in the Company as at 28 February 2011 is 380,824,575.
- Copies of the following documents will be available for inspection 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 until the date of the Meeting and at the place of the Meeting from 9.45am (1.45pm BST) until its conclusion: (i) copies of the letters of appointment for Non-Executive Directors; (ii) the existing Bye-Laws; and (iii) copies of the rules of the Hiscox Ltd International Sharesave Scheme (incorporating the French schedule) and the Hiscox Ltd Performance Share Plan (incorporating the French schedule).
- If your address information is incorrect please ring the Registrar's helpline on 0871 664 0300* (from within the UK) or +44 20 8639 3399 (from outside UK) to request a change of address form, email ssd@capitaregistrars.com or obtain a form at www.capitaregistrars.com/shareholders/information/documents/CHANGEOFADDRESS-beckenham.pdf.

*Calls cost 10p per minute plus network extras. Lines open 8.30am-5.30pm Mon-Fri.

