

NOTICE OF AVAILABILITY

The Notice of General Meeting and Circular to which this Form of Proxy relates are available on the Company's website at huwplc.com

NOTES TO THE FORM OF PROXY

- 1 As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes and the notes to the accompanying Notice of General Meeting
- 2 Appointment of a proxy does not preclude you from attending the General Meeting and voting in person. If you have appointed a proxy and attend the General Meeting in person, your proxy appointment will automatically be terminated.
- 3 A proxy does not need to be a member of the Company. If you wish to appoint a proxy other than the Chairman, strike out the words "the Chairman of the Meeting" and insert in the space provided the name of your proxy. If you sign and return this proxy form with no name inserted in the box, the Chairman of the Meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the General Meeting and are aware of your voting intentions.
- 4 If you wish your proxy to cast your votes for or against a resolution you may insert an "X" in the appropriate box. If you do not wish your proxy to vote on any particular resolution, you may insert an "X" in the "Withheld" box. A vote "Withheld" is not a vote in law and will not be counted in the calculation of votes "For" and "Against" a resolution. If you do not indicate how your proxy is to vote, you will be deemed to have authorised your proxy to vote or to withhold your vote as your proxy thinks fit. Your proxy will also be entitled to vote at his or her discretion on any other resolution properly put to the General Meeting.
- 5 To appoint a proxy using this form, the form must be:
 - completed and signed;
 - sent or delivered to Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, B63 3DA; and
 - received by Neville Registrars no later than 48 hours (excluding non-working days) before the time of the General Meeting.
- 6 In the case of a member which is a company, this proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
- 7 Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
- 8 In the case of joint holders, the signature of any one holder will be sufficient but the names of all the joint holders should be stated. The vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders. Seniority will be determined by the order in which the names appear in the register of members in respect of the joint holding.
- 9 If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
- 10 CREST members who wish to appoint or instruct a proxy or proxies by using the CREST electronic appointment service may do so by using the procedures described in the CREST Manual. Please see the notes to the accompanying Notice of General Meeting for further information on proxy appointment through CREST.

Please complete and return this Form of Proxy to the Registrar at the address shown overleaf. If you wish to use an envelope, please address it to 'FREEPOST NEVILLE'. If it is posted outside the United Kingdom, please return it in an envelope using the address shown overleaf and pay the appropriate postage charge.

Helios Underwriting PLC

(Incorporated and Registered in England and Wales with registered number 05892671)

FORM OF PROXY

I/We _____ being (a) member(s) of the Company and entitled to vote at the General Meeting, hereby appoint

(Please only complete if appointing someone other than the Chairman of the Meeting)

or failing him/her, the Chairman of the Meeting as my/our proxy, to attend, speak and vote for me/us and on my/our behalf at the General Meeting of the Company, to be held on 27 October 2016 at the offices of Holman Fenwick Willan LLP, Friary Court, 65 Crutched Friars, London, EC3N 2AE at 11:00 a.m. and at any adjournment thereof.

Resolutions (*Special Resolutions)

	FOR	AGAINST	WITHHELD
1 Authority to allot shares for the purposes of the Open Offer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 To authorise the Directors to allot shares in the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3* To disapply pre-emption rights in respect of the Open Offer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4* To disapply pre-emption rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5* To disapply pre-emption rights in connection with a future acquisition or other capital investment	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If you are planning to attend the General Meeting please tick the following box :

Mark this box with an "X" if you are appointing more than one proxy :
Signed

Leave blank to authorise your proxy to act in relation to your full entitlement or enter the number of shares in relation to which your proxy is authorised to vote :

Date:

D

D

-

M

M

-

Y

Y



>123-0



Helios Underwriting PLC

Attendance Card

The General Meeting will start at 11:00 a.m. and is being held on 27 October 2016 at the offices of Holman Fenwick Willan LLP, Friary Court, 65 Crutched Friars, London, EC3N 2AE.

If you plan to attend the General Meeting, please bring this card with you to ensure you gain entry as quickly as possible.

Please present this card at the registration desk. It will be used to show that you have the right to attend, speak and vote at the General Meeting.

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Name
Address 1
Address 2
Address 3
Address 4
Address 5
Address 6

NEVILLE
REGISTRARS



Business Reply Plus
Licence Number
RSTY-SAKX-RZSL



NR 1

Neville Registrars Limited
Neville House
18 Laurel Lane
Halesowen
B63 3DA