

Annual General Meeting 27 June 2018

Please complete and return this Form of Proxy to Neville Registrars Limited using the pre-paid envelope if you are within the UK.

I/Webeing (a) member(s) of Helios Underwriting plc hereby appoint the Chairman of the Meeting or (see Note 3)

as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting ("AGM") of the Company to be held at 12.00p.m. on 27 June 2018 and at every adjournment thereof.

RESOLUTIONS

Ordinary resolutions

1. THAT the waiver by the Panel on Takeover and Mergers of any requirement under Rule 9 of the City Code on Takeover and Mergers for the Concert Party to make a general offer to the shareholders of the Company as a result of market purchases by the Company be approved.

2. THAT the annual accounts for the year ended 31 December 2017, which include the reports of the Company's Directors and auditors, be received and adopted.

3. THAT payment of a final dividend of 1.5p be approved.

4. THAT Jeremy Evans be reappointed as a Director.

5. THAT Edward Fitzalan-Howard be reappointed as a Director.

6. THAT PKF Littlejohn LLP be reappointed as auditors of the Company.

7. THAT the Directors be authorised to determine the auditors' remuneration.

8. THAT the Directors be authorised to allot shares.

For	Against	Vote withheld
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Special resolutions

9. THAT shareholders' rights of pre-emption be waived in respect of allotments of securities for cash representing approximately 5% of the Company's issued share capital.

10. THAT shareholders' rights of pre-emption be waived for the purpose of financing an acquisition or other specified capital investment in respect of allotments of securities for cash.

11. THAT the Company be authorised to make market purchases of its own shares.

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Notes

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 in the accompanying Notice of AGM.

2. Appointment of a proxy does not preclude you from attending the AGM and voting in person. If you have appointed a proxy and attend the AGM 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 or" and insert in the space provided the name of your proxy. If you sign and return this Form of Proxy 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 AGM 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 "Vote 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 AGM.

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 Limited no later than 48 hours before the time of the AGM (or any adjournment thereof).

6. In the case of a member which is a company, this Form of Proxy 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 Form of Proxy is signed (or a duly certified copy of such power or authority) must be included with the Form of Proxy.

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 Annual General Meeting for further information on proxy appointment through CREST.

11. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members entered in the Company's register of members at 6.00 p.m. on 25 June 2018 shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their names at that time. Changes in the Company's register of members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.

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:

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If you are planning to attend the AGM, please tick the following box:

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