

NOTICE OF AVAILABILITY

The Notice of Annual General Meeting to which this Proxy Form relates and the Report and Accounts 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 Annual General Meeting.
- 2 Appointment of a proxy does not preclude you from attending the Annual General Meeting and voting in person. If you have appointed a proxy and attend the Annual 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, 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 or your proxy fails to attend the meeting, 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 Annual General Meeting and are aware of your voting intentions.
- 4 If you wish your proxy to cast your votes for or against the resolution you may insert an "X" in the appropriate box. If you do not wish your proxy to vote on the 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 Annual 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, Steelpark Road, Halesowen, B62 8HD; and
 - received by Neville Registrars no later than 48 hours (excluding non-working days) before the time of the Annual General Meeting (or any adjournment thereof).
- 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 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 26 June 2019 shall be entitled to attend, speak 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, speak and vote at the meeting.

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 Annual 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 Annual General Meeting of the Company, to be held on 28 June 2019 in the Boardroom at Bishopsgate Institute, 230 Bishopsgate, London, EC2M 4QH at 12 noon and at any adjournment thereof.

Resolutions (*Special Resolutions)

	FOR	AGAINST	WITHHELD		FOR	AGAINST	WITHHELD
1 To receive and adopt the annual accounts for the year ended 31 December 2018, which include the reports of the Directors and auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8 To authorise the Directors to allot shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 To approve payment of a final dividend of 1.5 pence per share	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9* To disapply pre-emption rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 To approve payment of a special dividend of 1.5 pence per share	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10* To disapply pre-emption rights in respect of a specified capital investment	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 To re-elect Michael Cunningham as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
5 To re-elect Arthur Manners as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
6 To reappoint PKF Littlejohn LLP as auditors of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
7 To authorise the Directors to determine the auditors remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

If you are planning to attend the Annual 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:

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