



Helios Underwriting plc

(Registered in England and Wales with registered no: 05892671)
("The Company")

Registered Office
40 Gracechurch Street
London EC3V 0BT

3 June 2016

Notice of Annual General Meeting 2016

Dear Shareholder

I am pleased to invite you to our forthcoming Annual General Meeting ("AGM" or "the Meeting") which will be held in the Boardroom at the Bishopsgate Institute, 230 Bishopsgate, London EC2M 4QH on Tuesday 28 June 2016 at 11.30am. I hope you will be able to join us.

The resolutions proposed for consideration at the AGM ("the Proposed Resolutions") are set out on the next page of this Notice of Annual General Meeting ("the Notice"). There are also detailed explanatory notes about the Proposed Resolutions and explanation of your rights to attend and vote at the AGM or to appoint a proxy, as well as summary information about the Company's Scrip Dividend Scheme and how to participate.

Recommendation

The Board considers that all the Proposed Resolutions are in the best interests of the Company and its members and are most likely to promote the success of the Company for the benefit of its members as a whole. The Board unanimously recommends that you vote in favour of all the Proposed Resolutions, as those Directors who hold shares intend to do in respect of their own beneficial holdings.

Form of proxy

If you do not intend to be present at the Meeting, please complete, sign and return the form of proxy as soon as possible in accordance with the instructions given in this Notice and on the form of proxy.

Scrip Dividend Mandate Form

Pursuant to the Company's Scrip Dividend Scheme, and subject to approval of Resolutions 3 and 4 set out in this Notice and you being a Shareholder at the Record Date, you are hereby offered the opportunity to elect to receive the final dividend declared in respect of the year ended 31 December 2015 of 1.5p per share together with the special dividend for 2015 of 3.5p per share in the form of New Shares rather than in cash.

The Directors believe that the Scrip Dividend Scheme is advantageous to Shareholders as it enables you to increase your shareholding in the Company in a simple manner without paying dealing costs or stamp duty. The Scrip Dividend Scheme is also advantageous to the Company, and therefore to its Shareholders in general, since cash that would otherwise be paid out in dividends is retained within the business.

However, your decision about whether you wish to participate in the Scrip Dividend Scheme will depend upon your own individual circumstances. Summary information about the scheme, which you will need to consider, is set out in the explanatory notes and the full Terms and Conditions are available on the Company's website, "www.huwplc.com". You must also bear in mind that the price of the Company's Ordinary Shares fluctuates and can therefore go up as well as down.

If you wish to receive your dividends in the form of New Shares and you hold your shares in certificated form, you should complete the enclosed Scrip Dividend Mandate Form, following the instructions on the form and in the Election and Mandate section of this Notice. If your shares are held within CREST, you will need to follow the instructions and ensure the election is made using the prescribed CREST procedure.

If you wish to receive your dividends in cash you need take no action and your dividend will be paid in cash on 6 July 2016. Similarly, if you submitted a Scrip Dividend Mandate Form last year, your election will remain in effect and you need take no further action now.

Yours faithfully

Sir Michael Oliver
Non-executive Chairman

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the contents of this document or the action you should take, you should immediately seek your own personal financial advice from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser. Nothing contained in this document constitutes legal or tax advice by the Company.

If you have sold or transferred your shares in the Company, please forward this Notice of Annual General Meeting and any documents and forms received with it at once to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. If you have sold part of your holding, please consult the stockbroker, bank or other agent through whom the sale was effected. However, such documents should not be forwarded or transmitted in or into or from any other jurisdiction where such act would constitute a violation of the relevant laws of such jurisdiction, including but not limited to the United States of America, Canada, Japan, Australia or the Republic of Ireland or their respective territories or possessions.

Helios Underwriting plc

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Notice is hereby given that the Annual General Meeting ("AGM") of Helios Underwriting plc ("the Company") will be held in the Boardroom at the Bishopsgate Institute, 230 Bishopsgate, London EC2M 4QH on Tuesday 28 June 2016 at 11.30am ("the Meeting") for the purposes of considering and, if thought fit, passing the following resolutions, Resolutions 1 to 7 (inclusive) as ordinary resolutions and Resolution 8 as a special resolution:

Ordinary resolutions

1. THAT the annual accounts for the year ended 31 December 2015, which include the reports of the Directors and auditors, be received and adopted.
2. THAT payment of a final dividend of 1.5p per Ordinary Share be approved in respect of the year ended 31 December 2015, such dividend to be paid on 6 July 2016 to holders of Ordinary Shares registered at close of business on 10 June 2016.
3. THAT payment of a special dividend of 3.5p per Ordinary Share be approved in respect of the year ended 31 December 2015, such dividend to be paid on 6 July 2016 to holders of Ordinary Shares registered at close of business on 10 June 2016.
4. THAT Arthur Manners, who retires pursuant to Article 65.2 of the Company's Articles of Association and who, being eligible, offers himself for re-election as a Director, be reappointed.
5. THAT Michael Cunningham, who retires pursuant to Article 68 of the Company's Articles of Association and who, being eligible, offers himself for re-election as a Director, be reappointed.
6. THAT PKF Littlejohn LLP ("PKF Littlejohn") be reappointed as auditors of the Company until the date of the next AGM of the Company.
7. THAT the Directors be authorised to determine the remuneration of PKF Littlejohn as auditors.

Special resolution

8. THAT in substitution for all existing powers the Directors be generally and unconditionally authorised pursuant to Section 701 of the Act to make market purchases (within the meaning of Section 693(4) of the Act) of Ordinary Shares of the Company provided that:
 - (a) the maximum aggregate number of Ordinary Shares that may be purchased is 1,049,535;
 - (b) the minimum price (excluding expenses) which may be paid for each Ordinary Share is £0.10 (being the nominal value);
 - (c) the maximum price (excluding expenses) which may be paid for each Ordinary Share is the higher of:
 - (i) 105% of the average market value of an Ordinary Share in the Company for the five business days prior to the day the purchase is made; and
 - (ii) the value of an Ordinary Share calculated on the basis of the higher of the price quoted for:
 - (A) the last independent trade of; and
 - (B) the highest current independent bid for,any number of the Company's Ordinary Shares on the trading venue where the purchase is carried out; and
 - (d) the authority conferred by this resolution shall expire on conclusion of the next Annual General Meeting of the Company or 30 June 2017 (whichever is sooner) save that the Company may, before the expiry of the authority granted by this resolution, enter into a contract to purchase Ordinary Shares which will or may be executed wholly or partly after the expiry of such authority.

By Order of the Board

Martha Bruce
Company Secretary
Helios Underwriting plc
3 June 2016

Registered Office
40 Gracechurch Street
London EC3V 0BT

Proposed Resolutions

There are seven items of ordinary business and one item of special business which will be put to the shareholders as follows:

Ordinary business

Annual accounts and the reports of the Directors and auditors (“Resolution 1”)

It is a requirement for shareholders to be asked to receive and adopt the Company’s annual accounts, a copy of which is enclosed for the year ended 31 December 2015 (“the Accounts”) and which include the reports of the Directors and auditors.

Dividend payments (“Resolution 2” and “Resolution 3”)

The Board is pleased to recommend to shareholders a final dividend for 2015 of 1.5p per share together with a special dividend of 3.5p per share to shareholders of record on 10 June 2016. These dividends amount to an aggregate payment of £0.05 and, being a final dividend, need to be approved by shareholders before payment. In accordance with the Company’s Scrip Dividend Scheme (detailed below), shareholders are being offered the option to receive New Shares as an alternative to cash in respect of this dividend.

Reappointment of Director (“Resolution 4”)

Pursuant to Article 65.2 of the Company’s Articles of Association, any Director appointed during the year will step down and can offer themselves for re-election. In this respect Arthur Manners is seeking re-election at the Meeting. The Board of Directors considers Arthur Manners’ performance to be fully effective and that he demonstrates the commitment and behaviours expected of a Director. Accordingly, the Board is pleased to recommend the reappointment of Arthur Manners as a Director to shareholders.

Reappointment of Directors (“Resolution 5”)

Pursuant to Article 68 of the Company’s Articles of Association, at each AGM one third of the Directors (or, if their number is not three or a multiple of three, the nearest number to but not exceeding one third) will step down and can offer themselves for re-election. This year Michael Cunningham is seeking re-election at the Meeting. The Board of Directors considers Michael Cunningham’s performance to be fully effective and that he demonstrates the commitment and behaviours expected of a Director. Accordingly, the Board is pleased to recommend the reappointment of Michael Cunningham as a Director to shareholders.

Reappointment and remuneration of auditors (“Resolution 6” and “Resolution 7”)

The Company is required to appoint auditors at each AGM at which Accounts are laid before the shareholders. Accordingly, you will be asked to reappoint PKF Littlejohn LLP (“PKF Littlejohn”) as auditors of the Company and to authorise the Directors to determine their remuneration until the next AGM.

Special business

Company authority for market purchase of own shares (“Resolution 8”)

You will be asked to authorise the Company to purchase its own shares up to a limit of 1,049,535 Ordinary Shares, representing approximately 10% of the Company’s issued share capital. The amount and duration of the authority proposed in Resolution 8 are in accordance with voting guidelines.

Rights to attend meeting and appoint a proxy

Entitlement to attend and vote

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members registered on the Company’s register of members at:
 - » 6.00pm on Friday 24 June 2016; or
 - » if this Meeting is adjourned, at 6.00pm on the day two days prior to the adjourned meeting,shall be entitled to attend and vote at the Meeting.

Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the Meeting.

Appointment of proxies

2. If you are a member of the Company at the time set out in Note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Meeting and you should have received a form of proxy with this Notice of Annual General Meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the form of proxy.
3. A proxy does not need to be a member of the Company but must attend the Meeting to represent you. Details of how to appoint the Chairman of the Meeting or another person as your proxy using the form of proxy are set out in the notes to the form of proxy. If you wish your proxy to speak on your behalf at the Meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them. Appointing a proxy does not preclude you from attending and voting at the Meeting should you subsequently decide to do so.
4. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.
5. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. In the event of a conflict between a blank form of proxy and a form of proxy which states the number of shares to which it applies, the specific form of proxy shall be counted first, regardless of whether it was sent or received before or after the blank form of proxy, and any remaining shares in respect of which you are the registered holder will be apportioned to the blank form of proxy. You may not appoint more than one proxy to exercise rights attached to any one share.
6. To appoint more than one proxy you may photocopy the proxy form. Please indicate the proxy’s name and the number of shares in relation to which they are authorised to act as your proxy (which in aggregate should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given by ticking the box where indicated. To be valid, all proxy forms should be signed and returned to Neville Registrars together in the same envelope.

Appointment of proxies (continued)

7. In the case of a member which is a company, your form of proxy must be executed under its common seal or be signed on its behalf by a duly authorised officer of the company or an attorney for the company.
8. 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.
9. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.

Appointment of proxy using hard copy form of proxy

10. The notes to the form of proxy explain how to direct your proxy to vote on each resolution or withhold their vote.
11. To appoint a proxy using the form of proxy, the form must be:
 - » completed and signed;
 - » sent or delivered to Neville Registrars at 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 this Meeting.
12. In the case of a member which is a company, the 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.
13. Any power of attorney or any other authority under which the form of proxy is signed (or a duly certified copy of such power or authority) must be included with the form of proxy.

Appointment of proxies through CREST

14. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the Meeting and any adjournment(s) thereof by utilising the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting 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.
15. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message ("a CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's ("EUI") specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent (Neville Registrars, CREST ID 7RA11) by no later than 48 hours (excluding non-working days) before the time of this Meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

16. CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. 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(s), 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 service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
17. 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.

Other

Statement of capital and voting rights

18. As at 2 June 2016 (being the last business day prior to the publication of this notice), the Company's issued share capital consists of 10,495,350 Ordinary Shares, carrying one vote each. Therefore, the total voting rights in the Company as at 2 June 2016 are 10,495,350.

Documents on display

19. Copies of the following documents will be available for inspection during normal business hours at the registered office of the Company on any weekday (Saturday and public holidays excluded) from 3 June 2016 until the time of the Meeting and for at least 15 minutes prior to the Meeting and during the Meeting:
 - » copies of the letters of appointment for the Non-executive Directors of the Company;
 - » a copy of the Executive Directors' service contracts;
 - » the Company's Articles of Association; and
 - » the terms and conditions of the Scrip Dividend Scheme.

Communication

20. You may not use any electronic address provided either:
 - » in this Notice of Annual General Meeting; or
 - » any related documents (including the Chairman's letter and form of proxy), to communicate with the Company for any purposes other than those expressly stated.

Key information about Entitlement, the Scrip Dividend Timetable and how to make a Scrip Dividend election is set out below. The full Terms and Conditions of the Company's Scrip Dividend Scheme are available on the Company's website, "www.huwplc.com".

Entitlement

Subject to you electing to join the Scrip Dividend Scheme for the final and special dividends being declared for the year ended 31 December 2015 and your instruction being received by 29 June 2016 (detailed in the Timetable below) your entitlement to New Shares will be calculated by multiplying the number of Ordinary Shares you hold at the Record Date, in this case being 10 June 2016, by the amount of dividend declared per share and dividing it by the "Relevant Value" per share. The Relevant Value is the average of the closing middle market quotations for the Company's Ordinary Shares on the London Stock Exchange as derived from the London Stock Exchange Daily Official List, for the day on which the Ordinary Shares are first quoted "ex-dividend", in this case 9 June 2016, and the four subsequent dealing days.

No fraction of a New Share will be allotted and calculation of entitlement to New Shares will always be rounded down to the nearest whole share. Any residual cash balance remaining when your entitlement to the Scrip Dividend is calculated, which will be less than the Relevant Value needed to issue another New Share, will be retained for use by the Company.

Timetable

The timetable for offering the Scrip Dividend for the final and special dividends for the year ended 31 December 2015 is as follows:

31 May 2016	Announcing Results and the Scrip Dividend offer
9 June 2016	Ordinary Shares quoted ex-dividend
10 June 2016	Record Date
17 June 2016	Relevant Value for the Scrip Dividend New Shares announced
29 June 2016	Final date for receipt of Scrip Dividend Mandate Election Forms and CREST Dividend Election Input Messages
6 July 2016	Payment of cash dividend and posting of tax vouchers
6 July 2016	Allotment of New Shares to Certificated and CREST Shareholders and admission for trading

Election and Mandate

Shareholders who hold their Ordinary Shares in the Company in certificated form ("Certificated Shareholders") can join the Scrip Dividend Scheme now by completing the enclosed Scrip Dividend Mandate form and sending it to Neville Registrars at Neville House, 18 Laurel Lane, Halesowen B63 3DA. A Scrip Dividend Mandate form may be submitted in relation to all or part of a Shareholder's shareholding and will apply for all future dividends for which a Scrip Dividend is offered, unless the instruction is cancelled as set out in the Terms and Conditions on the Company's website, "www.huwplc.com".

Shareholders who hold their Ordinary Shares in uncertificated form within CREST ("CREST Shareholders") can only elect to receive dividends in the form of New Shares by use of the prescribed CREST Dividend Election Input Message procedure ("the CREST procedure"). If you are a CREST Shareholder, you should consult your CREST sponsor who will be able to take appropriate action on your behalf and make the election using the prescribed CREST procedure. No other method of election will be permitted for CREST Shareholders, other than in special circumstances, and any Scrip Dividend Mandate Election Forms or other forms of instruction received from CREST holders will not be accepted.

CREST Shareholders may elect to be paid pursuant to the Scrip Dividend Scheme for a specific dividend or for all future dividends for which a Scrip Dividend is offered. Where the CREST Shareholder's election is for a specific dividend, a separate CREST Dividend Election Input Message is required for every subsequent dividend declared; otherwise, subsequent dividends will be paid in cash.

If you intend to elect to join the Scrip Dividend Scheme for the final and special dividends being declared in respect of the year ended 31 December 2015, your Scrip Dividend Mandate form or CREST Dividend Election Input Message must be received by Neville Registrars on or before 5pm on 29 June 2016.

The tax consequences of electing to receive New Shares in place of a cash dividend will depend on your individual circumstances. If you are not sure how you will be affected from a tax perspective, you should seek your own personal financial advice from your tax adviser, stockbroker, bank manager, solicitor, accountant or other independent financial adviser.

If you wish to continue to receive dividends in cash in the usual way you need take no further action and should not complete or return a Scrip Dividend Mandate form.