

**Return of Allotment of Shares**Company Name: **Royal & Sun Alliance Insurance plc**Company Number: **00093792**Received for filing in Electronic Format on the: **15/10/2014**

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Shares Allotted (including bonus shares)

Date or period during which shares are allotted	From	To
	10/10/2014	10/10/2014

Class of Shares:	CLASS A	Number allotted	348720211
	ORDINARY	Nominal value of each share	0.25
Currency:	GBP	Amount paid:	3.48720211E8
		Amount unpaid:	0.0

No shares allotted other than for cash

Statement of Capital (Share Capital)

Class of Shares:	CLASS	Number allotted	4511091326
	A	Aggregate nominal value:	1127772831.5
	ORDINARY	Amount paid per share	0.84
Currency:	GBP	Amount unpaid per share	0

Prescribed particulars

EACH MEMBER HOLDING AN ORDINARY SHARE SHALL I) BE ENTITLED TO VOTE ON ALL MATTERS AT A GENERAL MEETING OF THE COMPANY; II) BE ENTITLED TO RECEIVE DIVIDEND PAYMENTS IN ACCORDANCE WITH THE NUMBER OF SHARES HELD; AND III) HAVE THE RIGHT TO PARTICIPATE IN ANY DISTRIBUTION OF CAPITAL OF THE COMPANY INCLUDING ON A WINDING UP OF THE COMPANY.

Class of Shares:	CLASS	Number allotted	348720211
	A	Aggregate nominal value:	87180052.75
	ORDINARY	Amount paid per share	1.1333
Currency:	GBP	Amount unpaid per share	0

Prescribed particulars

EACH MEMBER HOLDING AN ORDINARY SHARE SHALL I) BE ENTITLED TO VOTE ON ALL MATTERS AT A GENERAL MEETING OF THE COMPANY; II) BE ENTITLED TO RECEIVE DIVIDEND PAYMENTS IN ACCORDANCE WITH THE NUMBER OF SHARES HELD; AND III) HAVE THE RIGHT TO PARTICIPATE IN ANY DISTRIBUTION OF CAPITAL OF THE COMPANY INCLUDING ON A WINDING UP OF THE COMPANY.

Class of Shares:	CLASS	Number allotted	1
	B	Aggregate nominal value:	1
	ORDINARY	Amount paid per share	1
Currency:	USD	Amount unpaid per share	0

Prescribed particulars

(A) THE CLASS "B" SHARE SHALL CARRY NO RIGHT TO DIVIDEND. (B) THE CLASS "B" SHARE SHALL CARRY NO VOTING RIGHTS. (C) TO ENABLE THE HOLDER OF THE CLASS B SHARE TO PARTICIPATE IN ANY INCREASE IN THE STERLING VALUE OF THE COMPANY'S OVERSEAS INVESTMENTS MADE IN US DOLLARS OR US DOLLAR RELATED CURRENCIES,

THE CLASS B SHARE SHALL CARRY A RIGHT ON WINDING-UP OF THE COMPANY TO A DISTRIBUTION IN PRIORITY TO THE CLASS A SHARES EQUIVALENT TO THE EXCHANGE RATE GAIN, PAYABLE IN STERLING OR US DOLLARS AT THE HOLDER'S OPITON, SUCH RIGHT TO RANK PARRI PASSU WITH THE RIGHT OF ANY OTHER CLASS "B" SHARE OR SHARES FOR THE TIME BEING IN ISSUE IF AN ORDINARY RESOLUTION OF THE COMPANY TO THAT EFFECT SHALL HAVE BEEN PASSED PRIOR TO SUCH ISSUE.

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	4859811537
		Total aggregate nominal value:	1214952884.25
Currency:	USD	Total number of shares:	1
		Total aggregate nominal value:	1

Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Administrator, Administrative Receiver, Receiver, Receiver Manager, CIC Manager.