

Company No.: 00093792

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTION IN WRITING

of

ROYAL & SUN ALLIANCE INSURANCE LIMITED (the "Company")

We, being the sole member of the Company at the circulation date of this resolution, **RESOLVE**, in accordance with Chapter 2, Part 13 of the Companies Act 2006 to pass the following resolution which has been proposed as an ordinary resolution:

THAT, the directors be generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £250,000,000 such authorities to expire on the date which is five years from the date of the passing of this resolution but so that the Company may make offers and enter into agreements before the authority expires which would, or might, require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after the authority expires and the directors may allot shares or grant such rights under any such offer or agreement as if the authority had not expired.

[remainder of page left intentionally blank]



Signed _____



Print name:

JONATHAN COPE

For and on behalf of Royal Insurance Holdings Limited

Date: 24 June 2021

NOTES:

1. The circulation date of this resolution is 24 June 2021. This resolution has been sent to eligible members who would have been entitled to vote on the resolution on this date. Only such eligible members (or persons duly authorised on their behalf) should sign this resolution.
2. An eligible member can signify his/her or its agreement to the resolutions by signing the resolutions and by either delivering a copy of the signed resolutions to Jonathan Cope by hand or by e mail to [REDACTED] An eligible member can also signify his/her or its agreement to the resolutions by sending an e mail from his/her or its e mail address held by the company for such purposes to Jonathan Cope at [REDACTED] identifying the resolutions and indicating his/her agreement to such resolutions.
3. These resolutions must be passed within 28 days of the date hereof. If these resolutions are not passed by such date they will lapse. The agreement of a member to these resolutions is ineffective if signified after this date.
4. A copy of these resolutions has been sent to the auditors.

Company No.: 00093792

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTIONS IN WRITING

of

ROYAL & SUN ALLIANCE INSURANCE LIMITED (the "Company")

We, being the sole member of the Company at the circulation date of this resolution, **RESOLVE**, in accordance with Chapter 2, Part 13 of the Companies Act 2006 to pass the following resolution which has been proposed as a special resolution:

SPECIAL RESOLUTION

THAT the articles of association attached at Annex 1 to this resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association pursuant to an application submitted by the Company to the Prudential Regulation Authority (the "**PRA**") for supervisory approval for the use of ancillary own funds in the Company's capital structure in the form of unpaid and uncalled ordinary share capital callable on demand.

[remainder of page left intentionally blank]

NOTES:

1. The circulation date of these resolutions is 24 June 2021. These resolutions have been sent to eligible members who would have been entitled to vote on the resolutions on this date. Only such eligible members (or persons duly authorised on their behalf) should sign these resolutions.
2. An eligible member can signify his/her or its agreement to the resolutions by signing the resolutions and by either delivering a copy of the signed resolutions to Jonathan Cope by hand or by e mail to [REDACTED]. An eligible member can also signify his/her or its agreement to the resolutions by sending an e mail from his/her or its e mail address held by the company for such purposes to Jonathan Cope at [REDACTED] identifying the resolutions and indicating his/her agreement to such resolutions.
3. These resolutions must be passed within 28 days of the date hereof. If these resolutions are not passed by such date they will lapse. The agreement of a member to these resolutions is ineffective if signified after this date.
4. A copy of these resolutions has been sent to the auditors.

Signed _____



Name: Jonathan Cope
For and on behalf of Royal Insurance Holdings Limited

Date: 24 June 2021

ANNEX 1

Revised Articles of Association