



Company Number 00093792

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

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

PROPOSED BY THE SOLE MEMBER OF THE COMPANY

SPECIAL RESOLUTION

THAT:

Notwithstanding any provision to the contrary contained in the articles of association of the Company, we, being the sole member of the Company, hereby **RESOLVE BY WAY OF SPECIAL RESOLUTION** to exercise our overriding powers of management of the Company to hereby authorise and direct the Company to do as follows:

- (A) to authorise and direct any director of the Company to (i) enter into the transactions contemplated by the paper entitled "*Project Regent Structuring Plan: Tax and Accounting considerations*" dated 28 May 2021 contained in Appendix 1 (the "**Structure Plan**") (the "**Reorganisation**") (ii) sign or execute the relevant documents to carry out the Reorganisation referred to in the separation document list contained at Appendix 2 (the "**Reorganisation Document List**"), subject to such amendments as any director may consider necessary or desirable, and (iii) do all such things as are necessary or desirable to carry out the actions contemplated thereunder (the "**Reorganisation Actions**");
- (B) to hereby approve and ratify any and all actions and omissions of the directors and officers of the Company in connection with the Reorganisation Actions;
- (C) authorise and direct Royal International Insurance Holdings Limited ("**RIIH**") by way of written shareholder resolution to
 - (i) authorise and direct any director of RIIH to (i) enter into the transactions contemplated by the Structure Plan (ii) sign or execute the relevant documents to carry out the Reorganisation referred to in the Reorganisation Document List, subject to such amendments as any director may consider necessary or desirable,

and (iii) do all such things as are necessary or desirable to carry out the Reorganisation Actions; and

- (ii) approve and ratify any and all actions and omissions of the directors and officers of RIIH in connection with the Reorganisation Actions.

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Signed _____



Print name: Jonathan Cope

For and on behalf of Royal Insurance Holdings Limited

Date: 1 June 2021