

Company No. 00093792

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

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

**PROPOSED BY THE SOLE MEMBER OF THE COMPANY IN ACCORDANCE WITH
SECTIONS 292 TO 295 OF THE COMPANIES ACT 2006**

We, being the sole member of the Company entitled to attend and vote at general meetings of the Company, hereby resolve and agree that the following resolution is hereby passed as a written resolution pursuant to section 288 of the Companies Act 2006 and that such resolution shall take effect as an **ORDINARY RESOLUTION**.

WE RESOLVE THAT:

1. 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 subscriber for or to convert any security into shares in the Company up to an aggregate nominal amount of

£600,000,000

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.

For and on behalf of:

Royal Insurance Holdings Limited

Simon De Baat

as the sole shareholder

Date: 22 February 2023

THURSDAY



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02/03/2023

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COMPANIES HOUSE

NOTES REQUIRED TO COMPLY WITH SECTION 293(4) OF THE COMPANIES ACT 2006

1. Eligible members are the members who would have been entitled to vote on the resolution on the circulation date of the written resolution.
2. The circulation date of the written resolution is 22 February 2023 (the "**Circulation Date**").
3. The procedure for signifying agreement by an eligible member to the written resolution is as follows:
 - (A) A member signifies his agreement to the proposed written resolution when the company receives from him (or someone acting on his behalf) an authenticated document:
 - (i) identifying the resolution to which it relates; and
 - (ii) indicating his agreement to the resolution.
 - (B) The document must be sent to the company in hard copy form or in electronic form.
 - (C) A member's agreement to the written resolutions, once signified, may not be revoked.
 - (D) Written resolutions are passed when the required majority of eligible members have signified their agreement to them.
4. The period for agreeing to the written resolutions is the period of 28 days beginning with the Circulation Date (see section 297 of the Companies Act 2006).

AGREEMENT BY THE SOLE MEMBER TO THE WRITTEN RESOLUTIONS

We, being the sole member of the Company:

1. confirm that we have received a copy of the above written resolution in accordance with sections 292 to 295 of the Companies Act 2006; and
2. hereby resolve and agree that the above resolution is as a written resolution pursuant to section 288 of the Companies Act 2006 and that such resolution shall take effect as an ordinary resolution.

For and on behalf of:

Royal Insurance Holdings Limited

Simon De Baat

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Date: 22 February 2023