

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 resolutions which have been proposed as special resolutions:

SPECIAL RESOLUTION

1. **THAT** the existing share capital of the Company be reduced from £2,219,952,884.25 divided into 8,879,811,537 Class A shares of £0.25 each to £89,952,884.25 divided into 359,811,537 Class A shares of £0.25 each, by cancelling and extinguishing 2,130,000,000 Class A shares of £0.25 each in the capital of the Company which are registered in the name of Royal Insurance Holdings Limited and that the amount of such reduction be and is hereby credited to the reserves of the Company.
2. **THAT** the share premium account of the Company be reduced from £2,954,000,000 to £1,854,000,000 and the amount by which the share premium account is so reduced be credited to the reserves of the Company.

[remainder of page left intentionally blank]



Signed



Name: Jonathan Cope

For and on behalf of Royal Insurance Holdings Limited

Date: 15 June 2021

NOTES:

1. The circulation date of these resolutions is 15 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.