

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 members of the Company representing not less than 75% of the total voting rights 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.

[remainder of page left intentionally blank]

NOTES:

1. The circulation date of these resolutions is 2 February 2022. 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 [REDACTED]
[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 [REDACTED]
[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 Jonathan Cope

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

Date: 2 February 2022

Signed Frédéric Cotnoir

Name: Frédéric Cotnoir
For and on behalf of Intact Financial Corporation

Date: 2 February 2022

Signed Intact

Name: Louis Marcotte
For and on behalf of Intact Financial Corporation

Date: 2 February 2022