

CS01

Confirmation statement



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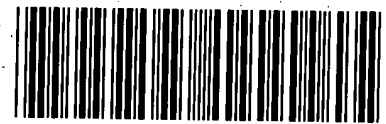
Go online to file this information
www.gov.uk/companieshouse

A fee may be payable with this form
Please see 'How to pay' on the last page.

☒ **What this form is for**
You may use this form to confirm that the company has filed up to date. You must file a confirmation statement at least once every year.

☒ **What this form is NOT for**
You cannot use this form to report changes to the company details of changes to the company people with significant control (PSC), registered office address or single alternative inspection address (SAIL) information

MONDAY



A06 10/10/2022 #38
COMPANIES HOUSE

Before you start

You can check your company details for free on our online service:

<https://beta.companieshouse.gov.uk>

Change to your company information

If you need to make any changes to:

- **Part 1** Principal business activities or standard industrial classification (SIC)
- **Part 2** Statement of capital
- **Part 3** Trading status of shares and exemption from keeping a register of people with significant control (PSC)
- **Part 4** Shareholder information

Use the additional parts of this form to do this.

Other changes

If you need to make any changes to:

- registered office address
- single alternative inspection address (SAIL) and company records
- officer appointments
- information about people with significant control

You must do this separately before or at the same time as this confirmation statement.

1 Company details

Company number 2 3 3 9 8 2 6
Company name in full RSA Insurance Group Limited

→ **Filling in this form**
Please complete in typescript or in bold black capitals.

2 Confirmation date

Please give the confirmation statement date. You must deliver this form within 14 days of this date. Please check your company records for the date of your confirmation period.

Confirmation date 1 d 2 d 5 m 0 m 9 y 2 y 0 y 2 y 2

① **Check when your confirmation statement is due**
To check your confirmation statement date:
<https://beta.companieshouse.gov.uk>

You can make a statement at any time during the confirmation period. This will change your next confirmation date.

3 Confirmation statement

I confirm that all information required to be delivered by the company pursuant to section 853A(1)(a) of the Companies Act 2006 in relation to the confirmation period ending on the confirmation date above either has been delivered or is being delivered with this statement.

Signature

Signature

X L. Jassouf X

This form may be signed by:
Director ②, Secretary, Person authorised ③, Charity commission receiver and manager, CIC manager, Judicial factor.

② **Societas Europaea**
If the form is being filed on behalf of a Societas Europaea (SE) please delete 'director' and insert details of which organ of the SE the person signing has membership.

③ **Person authorised**
Under either section 270 or 274 of the Companies Act 2006.

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**Presenter information**

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name	Group Secretariat									
Company name	Group Secretariat - RSA									
	Insurance Group Limited									
Address	17th Floor									
	20 Fenchurch Street									
Post town	London									
County/Region	England									
Postcode	E	C	3	M		3	A	U		
Country	England									
DX										
Telephone	0207 111 7250									

**Checklist**

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ The company name and number match the information held on the public Register.
- ☐ You have checked the company information that we hold.
- ☐ You have shown any relevant changes made to your information on the additional parts to this form or filed the appropriate form before or at the same time as this confirmation statement.
- ☐ You have signed the form.
- ☐ You have enclosed the correct fee if appropriate.

**How to pay**

You must include a £40 fee with the first Confirmation Statement you file each year. Further Confirmation Statements made in the same year don't require a fee.

Make cheques or postal orders payable to 'Companies House.'

**Important information**

All information on this form will appear on the public record.

**Where to send**

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

For companies registered in England and Wales:
The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ.
DX 33050 Cardiff.

For companies registered in Scotland:
The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post).

For companies registered in Northern Ireland:
The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG.
DX 481 N.R. Belfast 1.

**Further information**

For further information, please see the guidance notes on the website at www.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.gov.uk/companieshouse

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Part 2

Statement of capital change

Complete this part in full if there has been any change to your share capital or prescribed particulars since the last statement of capital was delivered.

☒ This part must be sent at the same time as your confirmation statement.

☐ Not required for companies without share capital.

For further information, please refer to our guidance at www.gov.uk/companieshouse

You must complete both sections B1 and B2.

B1

Share capital

Complete the table(s) below to show the issued share capital.

Complete a separate table for each currency (if appropriate). For example, add pound sterling in 'Currency table A' and Euros in 'Currency table B'.

Continuation pages
Use a statement of capital continuation page if necessary.

Currency Complete a separate table for each currency	Class of shares E.g. Ordinary/Preference etc.	Number of shares	Aggregate nominal value (£, €, \$, etc) Number of shares issued multiplied by nominal value	Total aggregate amount unpaid, if any (£, €, \$, etc) Including both the nominal value and any share premium
Currency table A				
GBP	£1 Preference	125,000,000	£125,000,000.00	
GBP	Ordinary	1,563,286,973	£1,563,286,973.00	
Totals		1,688,286,973	£1,688,286,973.00	£0.00

Currency table B				
Totals				

Currency table C				
Totals				

Totals (including continuation pages)	Total number of shares	Total aggregate nominal value ①	Total aggregate amount unpaid ①
	1,688,286,973	£1,688,286,973.00	£0.00

① Please list total aggregate values in different currencies separately. For example: £100 + €100 + \$10 etc.

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B2

Prescribed particulars

Please give the prescribed particulars of rights attached to each class of share shown in the 'share capital' tables in Section B1.

Class of share	£1 Preference
Prescribed particulars	See attached schedule
Class of share	Ordinary
Prescribed particulars	The shares have attached to them full voting, dividend and capital distribution (including on winding up) rights; they do not confer any rights of redemption.
Class of share	
Prescribed particulars	

Prescribed particulars of rights attached to shares

The particulars are:

- particulars of any voting rights, including rights that arise only in certain circumstances;
- particulars of any rights, as respects dividends, to participate in a distribution;
- particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.

A separate table must be used for each class of share.

Please use a prescribed particulars continuation page if necessary.

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B2

Prescribed particulars

	Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in Section B1.	<p>① Prescribed particulars of rights attached to shares</p> <p>The particulars are:</p> <ul style="list-style-type: none"> a. particulars of any voting rights, including rights that arise only in certain circumstances; b. particulars of any rights, as respects dividends, to participate in a distribution; c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder. <p>A separate table must be used for each class of share.</p>
Class of share	£1 Preference	
Prescribed particulars ①	<p>The Preference Shares shall rank pari passu with each other but otherwise shall have the rights and be subject to the limitations and restrictions set out in this Article 4 as well as such further rights, limitations and restrictions (not being inconsistent with those set out in this Article 4) as may be determined by the Directors prior to allotment:-IncomeThe holders of the Preference Shares shall be entitled, in priority to any payment of dividend to the holders of any other class of shares, a cumulative (or, if the Directors so determine prior to allotment thereof, non-cumulative) preferential dividend payable at such rate (which may be fixed, variable or floating or to be determined by as specified procedure, mechanism or formula) and on such date or dates and on such other terms and conditions as may be determined by the Directors prior to allotment thereof .Capital(i) On a return of capital on a winding-up, the holders of the Preference Shares shall be entitled to receive an amount per Preference Share equal to the nominal amount of a Preference Share together with (a) such premium (if any) as may be determined by the Directors (or by a procedure, mechanism or formula determined by the Directors) prior to the allotment thereof and (b) all arrears and accruals (if any) of the dividend payable thereon, whether or not such dividend has been earned or has become due and payable, to be calculated up to and including the day of the commencement of the winding-up.(ii) On a return of capital (otherwise than on a winding-up or on a redemption or purchase by the Company of shares of any class), the holders of the Preference Shares shall be entitled to receive an amount per Preference Share equal to the nominal amount of a Preference Share together with (a) such premium (if any) as may be determined by the Directors (or by a procedure, mechanism or formula determined by the Directors) prior to the allotment thereof and (b) all arrears and accruals (if any) of the dividend payable thereon, whether or not such dividend has been earned or has become due and payable, to be calculated up to and including the day of the return of capital.(iii) The Preference Shares shall rank on a winding-up in priority to all other shares of the Company from time to time in issue.Voting and General Meetings(i) The holders of the Preference Shares shall have the right to vote at a General Meeting of the Company only:- (A) if and when , at the date of the notice convening such meeting, the preferential dividend on such shares for the dividend payment period immediately prior to the issue of the notice.</p>	

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B2

Prescribed particulars

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in Section B1.

Class of share

£1 Preference (Continued)

Prescribed particulars
1

convening therelevant meeting is in arrears or if any arrears or deficiency of dividend in respect of any preceding dividend payment period has not been paid in full; or (8) if a resolution is to be proposed abrogating, varying or modifying any of the rights or privileges of the holders of the Preference Shares or for the winding-up of the Company or for the reduction of capital of the Company (otherwise than on a redemption or purchase of shares), in which case they shall only be entitled to vote on such resolution; or (C) in such other circumstances, and upon and subject to such terms, as the Directors may determine prior to the allotment of such Preference Shares. (ii) Whenever the holders of the Preference Shares are entitled to vote at a General Meeting of the Company every holder shall have one vote in respect of each complete £1 in nominal amount of Preference Shares registered in the name of such holder or such other entitlement to vote as may be determined by the Directors prior to allotment. Purchase (i) Subject to the Statutes, the Company may at any time purchase any Preference Shares upon such terms as the Directors shall determine.

1 Prescribed particulars of rights attached to shares

The particulars are:

- a. particulars of any voting rights, including rights that arise only in certain circumstances;
- b. particulars of any rights, as respects dividends, to participate in a distribution;
- c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.

A separate table must be used for each class of share.

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Part 4

Shareholder information change

Only use this Part to tell us of a change to shareholder information since the company last delivered this information.

☒ If completed this Part must be sent at the same time as your confirmation statement.

☒ Not required for companies without share capital or DTR5 companies.

For further information, please refer to our guidance at www.gov.uk/companieshouse.

D1

Shareholder information for a non-traded company

How is the list of shareholders enclosed. Please tick the appropriate box below:

☒ The list of shareholders is enclosed on paper.

☐ The list of shareholders is enclosed in another format.

Further shareholders

Please use a Shareholder information (for a non-traded company) continuation page if necessary.

Show any information that has changed for each person.

Please list the company shareholders in alphabetical order. Joint shareholders should be listed consecutively.

Shareholder's Name (Address not required)	Class of share	Shares held at confirmation date	Shares transferred (if appropriate)	
		Number of shares	Number of shares	Date of registration of transfer
See attached schedule	£1 Preference	125,000,000		/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /

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D1

Shareholder information for a non-traded company

Show any information that has changed for each person.

Please list the company shareholders in alphabetical order. Joint shareholders should be listed consecutively.

Shareholder's Name (Address not required)	Class of share	Shares held at confirmation date	Shares transferred (if appropriate)	
		Number of shares	Number of shares	Date of registration of transfer
Alberta Limited	Ordinary	1,563,286,973		/ /
Regent Bidco Limited	Ordinary	0	1,563,286,973	20 / 09 / 2022
				/ /
				/ /
				/ /
				/ /
				/ /
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