

**Return of Allotment of Shares**Company Name: **RSA Insurance Group Limited**Company Number: **02339826**Received for filing in Electronic Format on the: **01/06/2021**

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Shares Allotted (including bonus shares)Date or period during which
shares are allottedFrom
01/06/2021To
01/06/2021**Class of Shares: ORDINARY**Currency: **GBP**Number allotted **1495682**Nominal value of each share **1**Amount paid: **4.32**Amount unpaid: **0**

No shares allotted other than for cash

Statement of Capital (Share Capital)

Class of Shares:	£1	Number allotted	125000000
	PREFERENCE	Aggregate nominal value:	125000000
Currency:	GBP		
Prescribed particulars			

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:- INCOME THE 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 A 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 CONVENING THE RELEVANT 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.

Class of Shares:	ORDINARY	Number allotted	1048152902
Currency:	GBP	Aggregate nominal value:	1048152902

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.

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	1173152902
		Total aggregate nominal value:	1173152902
		Total aggregate amount unpaid:	0

Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Administrator, Administrative Receiver, Receiver, Receiver Manager, CIC Manager.