

Company No.: 02339826

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTIONS IN WRITING

of

RSA INSURANCE GROUP LIMITED (the "Company")

We, being eligible members representing more than 75 per cent. of the total voting rights of eligible members who at the circulation date of this resolution would have been entitled to vote on the 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:

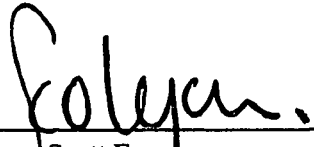
SPECIAL RESOLUTION

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.

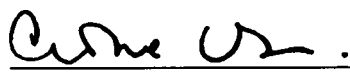
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Signed for and on behalf of)
REGENT BIDCO LIMITED)
as attorney for and on behalf of)
the Scheme Shareholders)
(as defined in the Scheme Document)
of the Company dated 16 December 2020))



Name: Scott Egan
Director



Name: Charlotte Jones
Director

Date: 1 June 2021

ANNEX 1
Amended Articles of Association

Notes:

1. The circulation date of these resolutions is 1 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.