

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

RSA INSURANCE GROUP LIMITED
(the "Company")

PROPOSED BY REGENT BIDCO LIMITED ("BIDCO") PURSUANT TO A POWER OF ATTORNEY GRANTED TO BIDCO BY THE SCHEME SHAREHOLDERS, AS DEFINED IN THE SCHEME OF ARRANGEMENT OF THE COMPANY UNDER PART 26 OF THE COMPANIES ACT 2006 WHICH BECAME EFFECTIVE ON 1 JUNE 2021 (THE "SCHEME")
IN ACCORDANCE WITH SECTION 292 OF THE COMPANIES ACT 2006

Notwithstanding any provision to the contrary contained in the articles of association of the Company, Bidco pursuant to a power of attorney granted to Bidco by the Scheme Shareholders, as defined in the Scheme, hereby (i) confirms that the Reorganisation (as defined below) has been presented to and discussed with the Prudential Regulation Authority; (ii) confirms that it will not bring a claim against the directors of the Company for breach of directors' duties as a result of the Reorganisation Actions (as defined below); and (iii) **RESOLVE BY WAY OF SPECIAL RESOLUTION** to exercise our overriding powers of management of the Company to hereby authorise and direct the Company to do as follows:

- (A) to authorise and direct any director of the Company to (i) enter into the transactions contemplated by the paper entitled "*Project Regent Structuring Plan: Tax and Accounting considerations*" dated 28 May 2021 contained in Appendix 1 (the "**Structure Plan**") (the "**Reorganisation**") (ii) sign or execute the relevant documents to carry out the Reorganisation referred to in the separation document list contained at Appendix 2 (the "**Reorganisation Document List**"), subject to such amendments as any director may consider necessary or desirable, and (iii) do all such things as are necessary or desirable to carry out the actions contemplated thereunder (the "**Reorganisation Actions**");
- (B) to hereby approve and ratify any and all actions and omissions of the directors and officers of the Company in connection with the Reorganisation Actions;

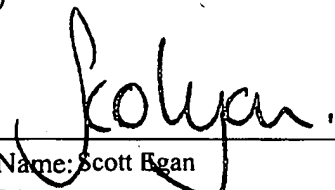


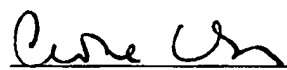
- (C) to authorise and direct any director(s) of the Company to sign and deliver a written shareholder resolution of Royal Insurance Holdings Limited ("RIHL") to authorise and direct RIHL to:
- (i) authorise and direct any director of RIHL to (i) enter into the transactions contemplated by the Structure Plan (ii) sign or execute the relevant documents to carry out the Reorganisation referred to in the Reorganisation Document List, subject to such amendments as any director may consider necessary or desirable, and (iii) do all such things as are necessary or desirable to carry out the Reorganisation Actions;
 - (ii) approve and ratify any and all actions and omissions of the directors and officers of RIHL in connection with the Reorganisation Actions;
 - (iii) authorise and direct Royal & Sun Alliance Insurance PLC ("RSAI") by way of written shareholder resolution to:
 - (a) authorise and direct any director of RSAI to (i) enter into the transactions contemplated by the Structure Plan (ii) sign or execute the relevant documents to carry out the Reorganisation referred to in the Reorganisation Document List, subject to such amendments as any director may consider necessary or desirable, and (iii) do all such things as are necessary or desirable to carry out the Reorganisation Actions;
 - (b) approve and ratify any and all actions and omissions of the directors and officers of RSAI in connection with the Reorganisation Actions;
 - (c) authorise and direct Royal International Insurance Holdings Limited ("RIIH") by way of written shareholder resolution to
 - (1) authorise and direct any director of RIIH to (i) enter into the transactions contemplated by the Structure Plan (ii) sign or execute the relevant documents to carry out the Reorganisation referred to in the Reorganisation Document List, subject to such amendments as any director may consider necessary or desirable, and (iii) do all such things as are necessary or desirable to carry out the Reorganisation Actions; and

- (2) approve and ratify any and all actions and omissions of the directors and officers of RIIH in connection with the Reorganisation Actions.

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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