

Proxy Form

Annual General Meeting of RSA Insurance Group plc
to be held on Monday, 14 May 2012



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Voting ID	Task ID	Shareholder Reference No.

We encourage you to submit your proxy instruction online – log on to www.sharevote.co.uk and enter the reference numbers above.

I/We being a member/members of RSA Insurance Group plc (the Company) HEREBY APPOINT the Chairman of the meeting or failing him:

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No. of shares

as my/our proxy to exercise all or any of my/our rights to attend, speak and vote for me/us in respect of my/our entitlement* and on my/our behalf at the Annual General Meeting ("AGM") of the Company to be held on Monday, 14 May 2012 at 11.00am and at any adjournment of that meeting. The proxy will vote as indicated (or, if no indication is given as to how the proxy should vote on any particular matter, the proxy will exercise his discretion as to whether, and if so how, he votes) on the under-mentioned resolutions or on any other business which may properly come before the meeting.

Please tick here if this proxy appointment is one of multiple appointments being made by the same shareholder (see explanatory notes overleaf)

Resolutions	For	Against	Vote Withheld	Resolutions	For	Against	Vote Withheld
1. To receive the 2011 Annual Report and Accounts	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13. To re-elect Johanna Waterous as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To declare a final dividend	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14. To re-appoint Deloitte LLP as the auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To approve the Directors' Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15. To determine the auditor's remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-elect John Napier as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	16. To authorise the Company and its subsidiaries to make political donations and to incur political expenditure	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-elect Simon Lee as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	17. To permit the Directors to allot further shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To elect Adrian Brown as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	18. To relax the restrictions which normally apply when ordinary shares are issued for cash	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To re-elect Edward Lea as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	19. To give authority for the Company to buy back up to 10% of issued ordinary shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To elect Alastair Barbour as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	20. To approve the notice period for general meetings	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To elect Jos Streppel as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
10. To re-elect Noël Harwerth as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
11. To re-elect Malcolm Le May as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
12. To re-elect John Maxwell as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

Dated		0059-065-S		Signature	
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Please mark this box if signing on behalf of the shareholder under a power of attorney or as a receiver or other representative. To be valid the proxy must be accompanied by the power of attorney (if any) under which it is signed, or a notarially certified copy, or a copy of such power certified in accordance with the Powers of Attorney Act 1971.

Shareholder Communication Election Form

Shareholder Reference No.

Set out below are three options for receiving RSA Insurance Group plc communications in the future:

Option 1 – To receive notifications by email, please register your details at www.shareview.co.uk.

0059-066-S

Option 2 – Continue to receive paper documentation by post

Full Annual Report and Accounts

Summary Financial Statements

Option 3 – Receive communications via our website – if you no longer require paper documents, you do not need to take any further action. You will be able to view any of RSA's shareholder documents at www.rsagroup.com following publication. You will receive a notification by post from RSA when shareholder documents become available.

Please note that if you do not detach and return this form or register online before 7 May 2012, you will be deemed to have chosen Option 3. You can at any time change your decision regarding how you wish to receive shareholder documents by writing to Equiniti at Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA.

Notes

1. RSA reserves the right to send printed documents to shareholders, for example where overseas securities laws do not permit electronic communications or in other circumstances where RSA considers that electronic delivery may not be appropriate.
2. Electronic documents may be made available in PDF format. To view PDF documents, you need Adobe Acrobat Reader software installed on your computer. This programme is available free of charge on the Adobe website at www.adobe.com.

Attendance Card

Attendance Card for RSA Insurance Group plc AGM

The 2012 AGM of RSA Insurance Group plc is to be held at The Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London SW1P 3EE (map overleaf), on Monday, 14 May 2012 at 11.00am.



The above named person (or, in the case of joint holders, any one of them) may attend the AGM and any adjournment thereof.

If it is your intention to attend the meeting, please sign the attendance card below and bring it with you to the meeting, where it should be handed in upon registration. Please note that the AGM is a private meeting for members, proxies and any other duly authorised representatives. Non-members are not entitled as a right to admission to the meeting.

Signature

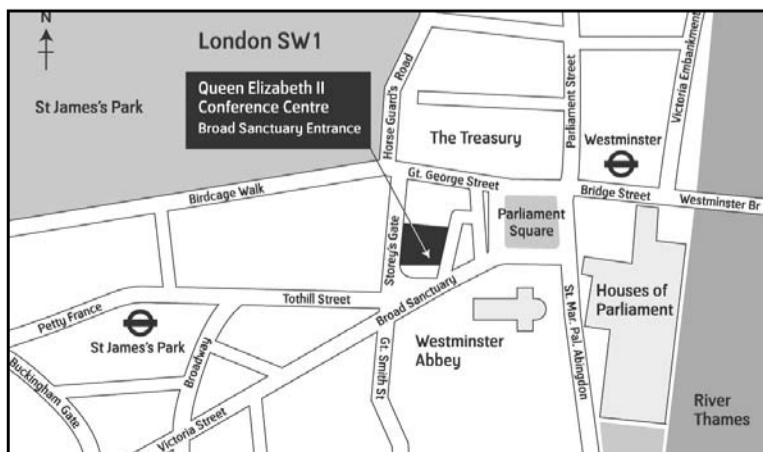
Proxy Form: Explanatory Notes

1. To be valid, electronic proxy appointments or written proxy appointments using this paper form (together with any authority under which they are signed) must be completed and sent to reach the Company's registrars not later than 11.00am on Thursday, 10 May 2012 being two working days before the time appointed for the meeting. Non-working days have not been included in calculating this deadline in accordance with the Company's Articles of Association (Article 70(C)). A reply paid envelope is enclosed for your use.
2. You may appoint one or more proxies of your choice. If you wish to appoint as your proxy someone other than the Chairman, you must delete the reference to the Chairman of the meeting and insert the name of your chosen proxy in the first box on the form. The proxy must attend the meeting in person to represent the member. A proxy need not be a member of the Company. Any amendment to the proxy must be initialled by the signatory. If the proxy is being appointed in relation to part of your holding only, please enter in the box next to the proxy's name the number of shares in relation to which they are authorised to act as your proxy. If this box is left blank, they will be authorised in respect of your full voting entitlement.
3. To appoint more than one proxy, (an) additional Proxy Form(s) may be obtained by contacting the registrars' shareholder helpline on 0871 384 2048 (mobile phone or overseas callers should use +44 (0)121 415 7064), or you may photocopy this form. Calls to this number cost 8p per minute from a BT landline, other providers' costs may vary. Lines are open 8.30am to 5.30pm, Monday to Friday. Please indicate in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. No proxy may be authorised to exercise votes which any other proxy has been authorised to exercise. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
4. Please indicate with an X either under the column 'For' or the column 'Against' how you wish your proxy to vote. If you wish your proxy to abstain from voting you should indicate with an X under the 'Vote Withheld' column. Selecting 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' or 'Against' a resolution.
5. Unless instructed otherwise, the proxy may also vote or abstain from voting as he/she thinks fit on any other business that may properly come before the meeting (including amendments to resolutions).
6. This form must be signed and dated by the shareholder or his/her attorney duly authorised in writing. In the case of a corporation, this form may be executed by the signature(s) of a duly authorised officer or attorney. In the case of joint holders only one need sign. The vote of the senior joint holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company.
7. Completion and return of this form will not prevent a shareholder from attending the meeting and voting in person should the shareholder so wish. Please return the Proxy Form to Equiniti, Aspect House, Spencer Road, Lancing BN99 6GR in the reply paid envelope provided. Please allow seven days for delivery.
8. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual (available via www.euroclear.com/CREST). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s) who will be able to take the appropriate action on their behalf.
9. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA19) by 11.00am on Thursday, 10 May 2012. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

The Queen Elizabeth II Conference Centre Broad Sanctuary, Westminster, London SW1P 3EE

Doors to the meeting will open at 10.30am. Tea and coffee will be served before the meeting starts.



Please use the Broad Sanctuary entrance.

The nearest Underground station is Westminster. The closest rail connections are London Charing Cross, London Waterloo and London Victoria.