



Notice of the 2015 Annual General Meeting

Friday, 8 May 2015 at 11.00am
200 Aldersgate, St. Paul's,
London EC1A 4HD

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should seek your own advice from your independent financial adviser authorised under the Financial Services and Markets Act 2000. If you have sold or otherwise transferred all of your shares in RSA Insurance Group plc, please pass this Notice of the 2015 Annual General Meeting together with the accompanying documents to the purchaser or transferee, or to the stockbroker or other agent through whom the sale or transfer was effected, so they can pass these documents to the person who now holds the shares.

Date: 12 March 2015

Dear Shareholder

2015 ANNUAL GENERAL MEETING

I am pleased to invite you to the Annual General Meeting ('AGM') of RSA Insurance Group plc (the 'Company') which will be held at 200 Aldersgate, St Paul's, London EC1A 4HD on Friday, 8 May 2015 at 11.00am. The formal Notice of AGM is set out on pages 3 to 4 of this document (the 'Notice') together with Explanatory Notes to the Resolutions on pages 5 to 6 and Shareholders Notes on pages 7 to 9.

I encourage you to attend the AGM – it is your opportunity to meet the Board and to ask questions about the Company. If you are unable to attend the AGM but would like to exercise your right to vote on the resolutions contained within this Notice, please complete a proxy form and return it to our registrars, Equiniti, as soon as possible, to arrive no later than 11.00am on Wednesday, 6 May 2015. Alternatively, register your proxy appointment electronically by visiting Equiniti's website (www.sharevote.co.uk). Further instructions relating to the proxy form can be found on page 8 of this Notice.

BOARD CHANGES

In accordance with the 2012 UK Corporate Governance Code, all Directors will again stand for election or re-election, as relevant at the AGM, with the exception that Richard Houghton will step down as a director on 7 May 2015, and will not therefore seek re-election, but will continue in his role until a leaving date is agreed. I would like to recognise his contribution to the Group over the past 3 years. Since the last AGM, we have also appointed a new Non-Executive Director to the Board, Enrico Cucchiani, who was appointed on 1 December 2014. Mr Cucchiani has over 35 years global executive and non-executive experience across financial services including banking and insurance and a number of blue chip brands. He spent over 15 years at Allianz in a variety of international roles, including Head of Global P&C and Head of Europe and South America. Mr Cucchiani will stand for election at the forthcoming AGM and his biographical details, together with the other Directors' biographies, can be found on pages 50 to 51 of the 2014 Annual Report and Accounts.

The Directors believe that the Board continues to maintain an appropriate balance of knowledge, experience and skills and that all the Non-Executive Directors are independent in character and judgement. Following the annual Board evaluation, the Board is satisfied that each of the Directors continues to be effective and to demonstrate commitment to the role.

FINAL DIVIDEND FOR 2014

Shareholders are being asked to approve a final dividend of 2p per ordinary share for the year ended 31 December 2014. If shareholders approve the recommended final dividend, this will be paid on 15 May 2015 to all ordinary shareholders who were on the register of members on 6 March 2015.

The RSA scrip dividend scheme will not apply to the 2014 final dividend. You will, however, find enclosed a copy of the latest terms and conditions for the scrip dividend scheme, which will apply should this be re-introduced in future.

RECOMMENDATION

Your Board considers that the resolutions to be put to the AGM are in the best interests of the Company and its shareholders as a whole and unanimously recommends that you vote in favour of them. The Directors intend to vote in favour of these resolutions in respect of their own shareholdings.

Yours faithfully

A handwritten signature in black ink, appearing to read 'Martin Scicluna'.

Martin Scicluna,
Chairman

Notice of the 2015 Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of RSA Insurance Group plc will be held at 200 Aldersgate, St Paul's, London EC1A 4HD on Friday, 8 May 2015 at 11:00am.

Shareholders will be asked to consider and if thought fit, to pass the resolutions below. Resolutions 16 to 18 will be proposed as special resolutions. All other resolutions will be proposed as ordinary resolutions.

1. To receive the Company's Annual Report and Accounts for the financial year ended 31 December 2014, together with the reports of the Directors and Auditor on the Accounts
2. To declare a final dividend of 2 pence per ordinary share payable on 15 May 2015 to shareholders on the register at the close of business on 6 March 2015
3. To approve the Directors' Remuneration Report contained within the Company's Annual Report and Accounts for the year ended 31 December 2014
4. To re-elect Martin Scicluna as a Director
5. To re-elect Stephen Hester as a Director
6. To re-elect Alastair Barbour as a Director
7. To re-elect Kath Cates as a Director
8. To elect Enrico Cucchiani as a Director
9. To re-elect Hugh Mitchell as a Director
10. To re-elect Joseph Streppel as a Director
11. To re-elect Johanna Waterous as a Director
12. To re-appoint KPMG LLP as the Company's Auditor until the conclusion of the next Annual General Meeting of the Company at which accounts are laid before the meeting
13. To authorise the Directors to determine the Auditor's remuneration
14. To resolve that in accordance with sections 366 and 367 of the Companies Act 2006, the Company and all companies that are its subsidiaries at any time during the period for which this resolution is effective (the 'Group') be and hereby are authorised in aggregate to:
 - a) make political donations to political parties and/or independent election candidates not exceeding £100,000 in total;
 - b) make political donations to political organisations other than political parties, not exceeding £100,000 in total; and
 - c) incur political expenditure not exceeding £100,000 in total,

(as such terms are defined in sections 363 to 365 of the Companies Act 2006) provided that the aggregate amount of any such donations and expenditure shall not exceed £100,000 during the period beginning with the date of passing this resolution and expiring at the conclusion of the next AGM of the Company or until the close of business on 30 June 2016, whichever is earlier.
15. To resolve that the Directors of the Company be and hereby are authorised generally and without condition, in accordance with section 551 of the Companies Act 2006, to exercise all powers of the Company to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company:
 - a) up to a nominal amount of £338,568,511 (such amount to be reduced by the nominal amount allotted or granted under paragraph (b) below in excess of such sum); and
 - b) comprising equity securities (as defined in section 560(1) of the Companies Act 2006) up to a nominal amount of £677,137,022 (such amount to be reduced by any allotments or grants made under paragraph (a) above) in connection with an offer by way of a rights issue:
 - i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - ii) to holders of other equity securities or as required by the rights of those securities as the Directors otherwise consider necessary;

and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or the requirement of any regulatory body or stock exchange or any other matter; and
 - c) comprising preference shares up to a nominal amount of £175,000,000,

such authorities to apply until the conclusion of the next AGM of the Company or, until the close of business on 30 June 2016 whichever is earlier but, in each case, during this period the Company may make offers and enter into agreements which would, or might, require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after the authority expires and the Directors may allot shares or grant rights to subscribe for or convert securities into shares under any such offer or agreement as if the authority had not expired.

EXPLANATORY NOTES TO THE RESOLUTIONS

16. To resolve that if Resolution 15 is passed, the Directors of the Company be and hereby are given power to allot equity securities (as defined in section 560(1) Companies Act 2006) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such power to be limited:

- a) to the allotment of equity securities and sale of treasury shares for cash in connection with an offer of, or invitation to apply for, equity securities (but in the case of the authority granted under paragraph (b) of Resolution 15, by way of a rights issue only):
 - i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - ii) to holders of other equity securities, as required by the rights of those securities or as the Directors otherwise consider necessary;

and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or the requirements of any regulatory body or stock exchange or any other matter; and

- b) in the case of the authority granted under paragraph (a) of Resolution 15 and/or in the case of any sale of treasury shares for cash, to the allotment (otherwise than under paragraph (a) above) of equity securities up to a nominal amount of £50,785,276; such power to apply until the conclusion of the next AGM of the Company (or, if earlier, until the close of business on 30 June 2016) but, in each case, during this period the Company may make offers and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the power expires and the Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not expired.

17. To resolve that the Company be and is hereby authorised for the purposes of section 701 of the Companies Act 2006 generally and without conditions to make one or more market purchases (as defined in section 693(4) of the Companies Act 2006) of its ordinary shares provided that:

- a) the Company may not purchase more than 101,570,553 of its ordinary shares;
- b) the Company may not pay less than the nominal value (currently £1.00) for each ordinary share purchased; and
- c) the Company may not pay more per ordinary share than the higher of:
 - i) an amount equal to 5% over the average of the middle market quotation of its ordinary shares, based on the London Stock Exchange's Daily Official List for the five business days before the day on which the Company agrees to buy the shares; and
 - ii) an amount equal to the higher of the price of the last independent trade of any of its ordinary shares and the highest current independent bid for any of its ordinary shares as derived from the London Stock Exchange Trading System.

This authority will expire at the conclusion of the next AGM of the Company or the close of business on 30 June 2016, whichever is the earlier. However, the Company may enter into a contract to purchase ordinary shares which will or may be completed or executed fully or partly after this authority expires and the Company may purchase ordinary shares pursuant to any such contract as if the power had not expired.

18. To resolve that a general meeting, other than an AGM, may be called on not less than 14 clear days' notice.

By order of the Board



Derek Walsh
Group General Counsel and Group
Company Secretary

12 March 2015

Registered Office:
20 Fenchurch Street,
London EC3M 3AU
Registered in England and Wales
No. 2339826

Explanatory notes to the resolutions

RESOLUTION 3

Under section 439 CA2006, the Company is required to ask shareholders to vote on the Directors' Remuneration Report contained in the Annual Report and Accounts for the financial year ended 31 December 2014. The vote is advisory.

RESOLUTIONS 4 TO 11 – ELECTION OF DIRECTORS

The Directors believe that the Board continues to maintain an appropriate balance of knowledge and skills and that all the Non-Executive Directors are independent in character and judgement. In accordance with the UK Corporate Governance Code, all Directors will stand for re-election or election, as relevant, at the AGM this year with the exception that Richard Houghton will step down as a director on 7 May 2015, and will not therefore seek re-election.

Following an evaluation process, the Chairman is satisfied that each of the Directors standing for election and re-election continue to be effective and have demonstrated their commitment to the role. Shareholders are therefore asked to approve their re-election and the election of Enrico Cucchiani as Directors at the AGM.

Biographical details of all the Directors are set out on pages 50 to 51 of the Company's 2014 Annual Report and Accounts. In addition, current biographical details for each Director are maintained on www.rsagroup.com.

RESOLUTIONS 12 AND 13 – AUDITOR RE-APPOINTMENT AND REMUNERATION

The Company is required to appoint an auditor at each general meeting at which accounts are laid before shareholders. The auditor is usually appointed from the conclusion of an AGM until the conclusion of the following year's AGM. KPMG have indicated their willingness to continue in office as auditor of the Company and, accordingly, Resolution 12 re-appoints KPMG as auditor of the Company. Resolution 13 proposes that the Directors be authorised to determine the remuneration of the auditor. In practice, the Group Audit Committee will consider and approve the audit fees on behalf of the Board.

RESOLUTION 14 – POLITICAL DONATIONS

This resolution renews the authority for the Group to make donations to political parties, independent election candidates and political organisations and to incur political expenditure.

The Group's policy currently prohibits any donations to political parties within the ordinary meaning of those words and the Directors have no intention of using this authority for that purpose and did not use it in 2014. It is possible that normal business activities such as funding seminars and other functions to which politicians are invited, supporting certain bodies involved in policy review and law reform as well as certain charitable donations may be regarded as political in nature.

Accordingly, the Directors have decided to continue to seek shareholder authority for political donations and political expenditure in case any of our normal activities are caught by the legislation. As permitted by Part 14 CA2006, the resolution covers any political donations made, or political expenditure incurred, by any subsidiaries of the Company. The CA2006 covers three categories: political parties and independent election candidates, political organisations and political expenditure. The Directors have decided to retain the cap of £100,000 per category provided that authorised political donations or political expenditure do not exceed in aggregate £100,000. The authority will expire at the conclusion of the next AGM or 30 June 2016 (whichever is earlier) and the Directors expect to seek to renew this authority at each AGM.

RESOLUTION 15 – AUTHORITY TO ALLOT SHARES

This resolution renews the authority given to the Directors' at our last AGM to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company in accordance with section 551 CA2006:

a) up to an aggregate nominal amount equal to £338,568,511 (representing ordinary shares and approximately one-third of the issued ordinary share capital

of the Company assuming no issue of shares prior to that time)

b) comprising equity securities (as defined in section 560(1) CA2006) up to an aggregate nominal amount of £677,137,022 (representing ordinary shares which (in accordance with guidance issued by the Investment Association (which has assumed responsibility for guidance previously issued by the Association of British Insurers), represents approximately two-thirds of the issued share capital of the Company (as reduced by the nominal amount of any shares issued under paragraph (a) of this resolution)) in connection with an offer by way of a rights issue:

- i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
- ii) to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary;

and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or the requirements of any regulatory body or stock exchange or any other matter; and

c) comprising preference shares up to an aggregate nominal amount of £175,000,000.

Allotments made under the authorisation in paragraph (b) of Resolution 15 would be limited to allotments by way of a rights issue only (subject to the right of the Directors to impose necessary or appropriate limitations to deal with, for example, fractional entitlements and regulatory matters).

**EXPLANATORY NOTES TO THE RESOLUTIONS
SHAREHOLDER NOTES**

The figures provided under paragraphs (a) and (b) are in respect of the Company's share capital as at 3 March 2015 (being the latest practicable date prior to the publication of this Notice). The authorities apply until the conclusion of the next AGM of the Company or, until the close of business on 30 June 2016, whichever is earlier but, in each case, during this period the Company may make offers and enter into agreements which would, or might, require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after the authority expires and the Directors may allot shares or grant rights to subscribe for or convert securities into shares under any such offer or agreement as if the authority had not expired.

RESOLUTION 16 – TO RELAX THE RESTRICTIONS WHICH NORMALLY APPLY WHEN ORDINARY SHARES ARE ISSUED FOR CASH

This Resolution (which will be proposed as a special resolution and requires approval of at least 75% of the votes cast at the AGM) renews the authority that was given at our last AGM. Unless they are given appropriate authority, Directors may allot new equity shares for cash (excluding shares issued under employees' share schemes) only if they have first been offered to existing shareholders in proportion to their holdings.

There may, however, be occasions when, in order to act in the best interests of the Company, the Directors will need the flexibility to finance business opportunities as they arise by the issue of small quantities of shares for cash in circumstances such as the acquisition of a new Company or business.

This authority would be limited to allotments or sales in connection with pre-emptive offers and to holders of other equity securities if required by the rights of those shares or as the Directors otherwise consider necessary, or otherwise up to an aggregate nominal amount of £50,785,276. This represents approximately 5% of the issued ordinary share capital of the Company as at 3 March 2015 (being the latest practicable date prior to the publication of this AGM notice). In respect of this aggregate nominal amount, the Directors confirm their intention to follow the provisions of the Pre-emption Group's Statement of Principles (the 'Principles') regarding cumulative usage of authorities within a rolling three-year period, where the Principles provide that usage in excess of 7.5% should not take place without prior consultation with shareholders.

This authority will automatically expire at the conclusion of the next AGM of the Company or the close of business on 30 June 2016, whichever is earlier.

RESOLUTION 17 – SHARE BUY BACK

This Resolution renews the authority that was given at our last AGM. It allows the Company to buy back up to 101,570,553 of its issued ordinary shares on the stock market. This equals 10% of the Company's issued ordinary shares on 3 March 2015 (being the latest practicable date prior to publication of this Notice). You will see that the Resolution sets out the lowest and highest prices that the Company can pay for the shares. Any shares which would be bought back may either be cancelled or held in treasury.

The Board is committed to managing the Company's capital effectively. Buying back the Company's ordinary shares is one of the options it keeps under review. The Company will only buy back its ordinary shares if the Directors think it is in the best interests of the Company, and of its shareholders generally, and to do so could be expected to result in an increase in earnings per share.

The total number of options and awards to subscribe for equity shares outstanding at 3 March 2015 (which is being the latest practicable date prior to the publication of this Notice) is approximately 21.1 million. This represents approximately 2.08% of the Company's current ordinary issued share capital. If the Company bought back the maximum number of shares permitted pursuant to the existing authority given at our last AGM and the authority now being sought by this Resolution and all such shares were cancelled, the total number of options outstanding would represent approximately 2.51% of the Company's ordinary issued share capital. There are currently no outstanding warrants to subscribe for equity shares in the Company and no shares are held in treasury.

This authority will automatically expire at the conclusion of the next AGM of the Company or the close of business on 30 June 2016, whichever is earlier.

RESOLUTION 18 – NOTICE PERIOD FOR GENERAL MEETINGS

This Resolution renews the authority that was given at our last AGM. The notice period required by the CA2006 for general meetings of the Company is 21 clear days unless shareholders approve a shorter notice period, which cannot be less than 14 clear days. AGMs must always be held on at least 21 clear days' notice. The authority granted by this Resolution, if passed, will be effective until the Company's next AGM when it is intended that a similar resolution will be proposed.

Shareholder notes

1. ENTITLEMENT TO VOTE

To be entitled to attend and vote at the AGM, shareholders must be registered on the register of members of the Company at 6.00pm on Wednesday, 6 May 2015 (or, in the event of any adjournment, on the date which is two days before the time of the adjourned meeting excluding any non-working days). Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the AGM.

2. PROXIES

Members are entitled to appoint a Proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. A shareholder may appoint more than one Proxy in relation to the AGM provided that each Proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A Proxy Form which must be used to make such appointment and gives Proxy instructions accompanies this document. Please read the instructions on the Proxy Form to ensure the valid appointment of your Proxy or Proxies. If you do not have a Proxy Form and believe that you should have one, or if you require additional forms, please contact the Company's registrar, Equiniti on 0871 384 2048* (overseas callers should use +44 (0)121 415 7064). You can only appoint a Proxy using the procedures set out in the Proxy instructions.

To be valid any Proxy Form or other instrument appointing a Proxy must be received by post or (during normal business hours only) by hand at the Company's registrar, Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, United Kingdom or at www.sharevote.co.uk, in each case no later than 11.00am on Wednesday, 6 May 2015. The return of a completed Proxy Form, other such instrument or any CREST Proxy instruction (as described in Note 5) will not prevent a shareholder attending the AGM and voting in person if he/she wishes to do so.

Holders of the Company's American Depository Shares evidenced by American Depository Receipts (ADRs) may exercise their votes through the Depository, JP Morgan Chase Bank N.A. who can be contacted at JP Morgan Chase Bank N.A., 4 New York Plaza, Floor 12, New York, NY1004. Attention Depository Receipts Group.

3. NOMINATED PERSONS

Any person to whom this Notice is sent who is a person nominated under section 146 CA2006 to enjoy information rights (a 'Nominated Person') may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a Proxy for the AGM. If a Nominated Person has no such Proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights. The statement of the rights of shareholders in relation to the appointment of Proxies in Note 2 above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the Company. Nominated Persons are reminded that they should contact the registered holder of their shares (and not the Company) on matters relating to their investments in the Company.

4. VOTING AT MEETING

As at previous AGMs, voting on each Resolution will be conducted by way of a poll. This allows the votes of both shareholders who have lodged Proxies and shareholders who attend the meeting to be taken into account. All the votes of those present will be counted and added to those received by Proxy. If you have already voted by Proxy you can still vote on the day at the AGM. This vote will replace any vote previously lodged. On arrival at the AGM, shareholders will be required to register their attendance. Shareholders are requested to bring their attendance card which is attached to the Proxy Form.

The voting results will be released to the London Stock Exchange and published on our website as soon as practicably possible following the meeting.

5. ELECTRONIC PROXY VOTING THROUGH CREST

CREST members who wish to appoint a Proxy or Proxies through the CREST electronic Proxy appointment service may do so for the meeting and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting 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.

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 (available via www.euroclear.com). 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 the latest time(s) for receipt of Proxy appointments specified in Notes 2 and 3 above. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp 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.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited does not make available special

procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) takes(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings (www.euroclear.com).

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 (as amended).

6. ELECTRONIC PROXY VOTING THROUGH THE INTERNET

We encourage you to register the appointment of a Proxy or Proxies electronically by logging on to the website www.sharevote.co.uk. You will need your Voting ID, Task ID and Shareholder Reference Number printed on your personalised Proxy Form. Full details of the procedure are given on the website. If you wish to appoint more than one Proxy please contact Equiniti on 0871 384 2048* for assistance. Overseas callers should use +44 (0)121 415 7064. Alternatively, if you have registered for a Shareview portfolio, log on to your portfolio at www.shareview.co.uk and click on the link to vote. The Proxy appointment and instructions must be received by Equiniti no later than 11.00am on Wednesday, 6 May 2015. You can also indicate your intention to attend the AGM on the Shareview website. Please note that any electronic communication that is found to contain a computer virus will not be accepted. The use of the internet service in connection with the AGM is governed by Equiniti's conditions of use set out on their website which may be read by logging on to www.sharevote.co.uk and entering the Voting ID, Task ID and Shareholder Reference Number printed on your personalised Proxy Form.

7. CORPORATE REPRESENTATIVES

Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.

8. MEMBERS' RIGHT TO HAVE A MATTER OF BUSINESS DEALT WITH AT THE MEETING

A member or members meeting the qualification criteria set out in sections 338 and 338A CA2006, may, subject to conditions, require the Company to (i) give notice of a resolution which may properly be moved and is intended to be moved at the meeting, and (ii) include in the business to be dealt with at the meeting a matter (other than a proposed resolution) which may properly be included in the business (a matter of business).

The conditions are that:

- The matter of business must not be defamatory of any person, frivolous or vexatious.
- The request:
 - a) may be in hard copy form or in electronic form (see Notes to your Proxy Form);
 - b) must identify the matter of business by either setting it out in full or, if supporting a statement sent by another member, clearly identify the matter of business which is being supported;
 - c) must be accompanied by a statement setting out the grounds for the request;
 - d) must be authenticated by the person or persons making it (see note 5); and
 - e) must be received by the Company no later than six weeks before the Meeting to which the requests relate.

9. PUBLICATION OF WEBSITE STATEMENT

Pursuant to section 527 CA2006 members meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to:

- a) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the AGM; or
- b) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 CA2006.

The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 CA2006. Where the Company is required to place a statement on a website under section 527 CA2006, it must forward the statement to the Company's auditor no

later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under section 527 CA2006 to publish on a website.

10. TOTAL VOTING RIGHTS

As at 3 March 2015 (being the latest practicable date prior to the publication of this Notice), the Company's issued share capital consists of 1,015,705,534 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 3 March 2015 are 1,015,705,534.

11. RIGHT TO ASK QUESTIONS AT THE AGM

Any member attending the meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if:

- a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
- b) the answer has already been given on a website in the form of an answer to a question; or
- c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

Details on how to ask questions at the AGM are shown on page 9 of this document. If you are unable to attend the AGM, but have a specific question you would like to ask, please write to the Chairman at the registered office address. Alternatively, you may send the Chairman an email via the Company's website at www.rsagroup.com/agm2015.

A copy of this Notice, and other information required by section 311A CA2006, can be found at www.rsagroup.com/agm2015.

12. DOCUMENTS AVAILABLE FOR INSPECTION

The following documents will be available for inspection at the office of RSA Insurance Group plc, 20 Fenchurch Street, London EC3M 3AU from the date of dispatch of the Notice convening the meeting until the close of the meeting and at 200 Aldersgate, St Paul's, London EC1A 4HD for at least 15 minutes prior to and during the meeting:

- Copies of the Executive Directors' service contracts;
- Copies of the Directors' Deeds of Indemnity;
- Copies of letters of appointment of the Non-Executive Directors; and
- Copies of the Company's Articles of Association.

13. SPECIAL REQUIREMENTS

The Company is committed to providing a quality service to all its shareholders. Please let us know if, for example, you would like documentation to be provided to you in a special format. We will do our best to meet your requirements. You can also write to Equiniti or telephone them on their Shareholder Helpline. Equiniti also provide a service for those shareholders who have a text phone facility. Contact details for Equiniti are provided in Note 14 below.

14. SHAREHOLDER INFORMATION

Registrar

The Company has appointed Equiniti as its registrar to manage the shareholder register, ensuring that all information held about the Company's shareholders is kept up to date, and to pay dividends.

Registrar's address: Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA

Shareholder Helpline 0871 384 2048*.

Overseas shareholders should call +44 (0)121 415 7064. Lines are open from 8.30am to 5.30pm, Monday to Friday. Shareholders with a text phone facility should use 0871 384 2255*. Overseas shareholders with a text phone facility should use +44 (0)121 415 7028.

If you have any queries, please call Equiniti on the numbers provided above. Alternatively, you can write to Equiniti using the address above.

* Calls to this number are charged at 8p per minute plus network extras.



INFORMATION ONLINE

There is now a range of shareholder information online at www.shareview.co.uk. Shareholders can check holdings, find practical help on transferring shares or updating details, and register their email address to receive shareholder information and the 2014 Annual Report and Accounts electronically. Shareholders can also register the appointment of a Proxy (see Note 6 above).

Note: Shareholders may not use any electronic address provided in either this Notice or any related documents (including the Proxy Form) to communicate with the Company for any purposes other than those expressly stated. Shareholders may not use any telephone number set out in this document for the purpose of lodging instructions for the 2015 AGM. Similarly, the Company's website may not be used to send documents or instructions for the 2015 AGM.

HOW TO GET TO THE ANNUAL GENERAL MEETING:

200 Aldersgate St Paul's London EC1A 4HD. The closest underground stations are St Paul's and Barbican. The closest rail connections are Moorgate and Farringdon.

WHEN YOU ARRIVE

Doors to the meeting will open at 10.30am. When you arrive at the meeting, you will be directed to the registration desk to register your attendance. Please bring your attendance card with you to the meeting. This will help us to admit you into the meeting as quickly as possible. For your safety there will be security checks at the venue. Please avoid bringing large bags or briefcases. We do not allow cameras or recording equipment into the meeting.

HOW TO ASK QUESTIONS AT THE AGM

We welcome shareholder questions. Please register your question at the registration desk prior to the start of the meeting. As this is a shareholders' meeting, we ask you to please restrict your questions to shareholder matters. If your question concerns a policy matter, representatives from our business will be available at the policyholder help desk to deal with your questions.

ASSISTANCE FOR SHAREHOLDERS WITH DISABILITIES

We have made arrangements to help shareholders with disabilities. This includes an induction loop which will be installed at the meeting venue.

SERVICES AT THE VENUE

Tea and coffee will be served before the meeting starts and a light lunch will be available after the meeting. The following services will be provided to deal with personal concerns and queries:

- Shareholder enquiries. The Company's registrar and the Company's staff will be available to answer any questions you may have concerning your shareholding; and
- Policyholder enquiries. Representatives from the Company will be available at a policyholder help desk to answer your questions and give you further information about our products and services.



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Important disclaimer

This document contains 'forward-looking statements' with respect to certain of the Group's plans and its current goals and expectations relating to its future financial condition, performance, results, strategic initiatives and objectives. Generally, words such as 'may', 'could', 'will', 'expect', 'intend', 'estimate', 'anticipate', 'aim', 'outlook', 'believe', 'plan', 'seek', 'continue', 'potential' or similar expressions, identify forward-looking statements.

By their nature, all forward-looking statements involve risk and uncertainty because they relate to future events and circumstances which are beyond the Group's control, including amongst other things, UK domestic, Eurozone and global economic business conditions, market-related risks such as fluctuations in interest rates and exchange rates, the policies and actions of governments, central banks and regulatory authorities (including changes related to capital and solvency requirements whether in the UK, Eurozone or globally), the impact of competition, inflation, deflation, the timing impact and other uncertainties of future acquisitions or combinations within relevant industries, as well as the impact of tax and other legislation or regulations in the jurisdictions in which the Group and its affiliates operate.

The Group's actual future financial condition, performance and results may differ materially from the plans, goals and expectations set forth in the Group's forward-looking statements and, as a result, these forward-looking statements are not guarantees of future performance of the Group and undue reliance should not be placed on them. The Group undertakes no obligation to update any forward-looking statements, save in respect of any requirement under applicable law or regulation. Neither the content of RSA's website nor the content of any other website accessible from hyperlinks on RSA's website is incorporated into, or forms part of, this document.