

ATTENDANCE CARD

RSA Insurance Group plc
Annual General Meeting
Company Number: 2339826
Friday 10 May 2019 at 11.00am



Firstname Surname
Address Line 1
Address Line 2
Address Line 3
Address Line 4
Address Line 5
Postcode

Notice of Availability

The following RSA Insurance Group plc member documentation for the year ended 31 December 2018 is available to view or download on our website at www.rsagroup.com/agm2019:

- 2018 Annual Report and Accounts
- 2019 Notice of AGM

If it is your intention to attend the AGM, please bring this attendance card with you to the meeting as it will help with registration. Please detach and retain this section before posting. Do not post with the Proxy Form.

PROXY FORM

+ Annual General Meeting of RSA Insurance Group plc to be held at 11.00am on Friday 10 May 2019



Voting ID

Task ID

Shareholder Reference Number

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

Name

Number 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 and at any adjournment of that meeting. The proxy will vote as indicated on resolutions or on any other business which may properly come before the meeting. If no indication is given as to how the proxy will vote on any particular matter, the proxy will exercise his discretion as to whether, and if so how, he votes.

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

You may either post the form using the reply paid envelope provided, or return the proxy form in an envelope to: FREEPOST, RTHJ-CLLL-KBKU, Equiniti, Aspect House, Spencer Road, Lancing BN99 8LU. No stamp is required. Alternatively, you can submit your voting instruction online at www.sharevote.co.uk.

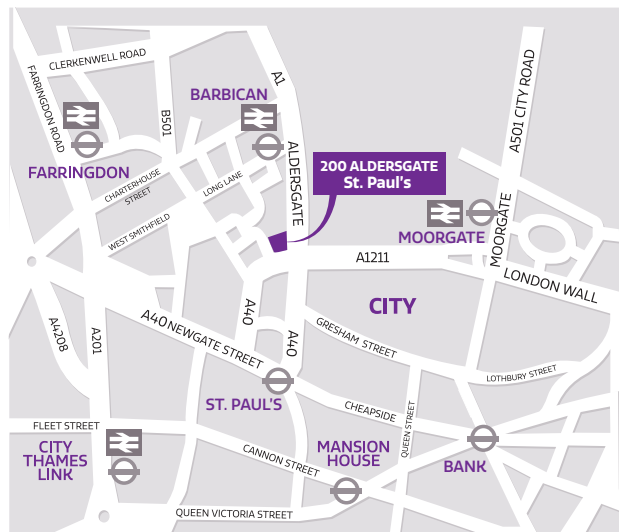
Dated

Signature

RESOLUTIONS

	FOR	AGAINST	WITHHELD		FOR	AGAINST	WITHHELD
1. To receive the Company's Annual Report and Accounts for the year ended 31 December 2018	☐	☐	☐	17. To permit the Directors to allot further shares and to grant rights to subscribe for or convert any security into shares in the Company	☐	☐	☐
2. To approve the Directors' Remuneration Report (other than the part containing the summary of the Directors' Remuneration Policy)	☐	☐	☐	18. To give general authority to disapply pre-emption rights	☐	☐	☐
3. To approve the final dividend	☐	☐	☐	19. To give additional authority to disapply pre-emption rights for purposes of acquisitions or capital investments	☐	☐	☐
4. To re-elect Martin Scicluna as a Director	☐	☐	☐	20. To give authority to allot new ordinary shares in relation to an issue of mandatory convertible securities	☐	☐	☐
5. To re-elect Stephen Hester as a Director	☐	☐	☐	21. To give authority to allot equity securities for cash under the authority given under Resolution 20	☐	☐	☐
6. To re-elect Scott Egan as a Director	☐	☐	☐	22. To give authority for the Company to buy back up to 10% of issued ordinary shares	☐	☐	☐
7. To re-elect Alastair Barbour as a Director	☐	☐	☐	23. To renew the Sharesave Plan and give authority to establish or renew further plans for the benefit of employees outside the UK	☐	☐	☐
8. To elect Sonia Baxendale as a Director	☐	☐	☐	24. To renew the SIP and give authority to establish further plans for the benefit of employees outside the UK	☐	☐	☐
9. To re-elect Kath Cates as a Director	☐	☐	☐	25. To authorise the Directors to continue the Scrip Dividend Scheme	☐	☐	☐
10. To re-elect Enrico Cucchiani as a Director	☐	☐	☐	26. To approve the notice period for general meetings	☐	☐	☐
11. To re-elect Isabel Hudson as a Director	☐	☐	☐				
12. To re-elect Charlotte Jones as a Director	☐	☐	☐				
13. To re-elect Martin Strobel as a Director	☐	☐	☐				
14. To re-appoint KPMG LLP as the Company's auditor until the conclusion of the next AGM of the Company	☐	☐	☐				
15. To authorise the Directors to determine the auditor's remuneration	☐	☐	☐				
16. To give authority for the Group to make donations to political parties, independent election candidates and political organisations and to incur political expenditure	☐	☐	☐				

MAP AND DIRECTIONS TO 2019 AGM VENUE



**200 Aldersgate
St. Paul's
London
EC1A 4HD**

Doors to the meeting will open at 10.30am and the meeting will start at 11.00am.

The closest underground stations are St. Paul's and Barbican. The closest rail connections are Moorgate and Farringdon.

EXPLANATORY NOTES RELATING TO THE COMPLETION OF THE PROXY FORM

- 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 so that they reach the Company's Registrar not later than 11.00am on Wednesday 8 May 2019.
- 2 If you wish to appoint as your proxy someone other than the Chairman, insert the name of your chosen proxy in the 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 choice of proxy must be initialled by the signatory.
- 3 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.
- 4 To appoint more than one proxy, (an) additional Proxy Form(s) may be obtained by contacting the Registrar's shareholder helpline on 0371 384 2048 (mobile phone or overseas callers should use +44 (0)121 415 7064), or you may photocopy this form. Lines are open 8.30am to 5.30pm, Monday to Friday (public holidays in England and Wales). Please indicate in the box next to the proxy holder's name 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.
- 5 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 'Withheld' column. Selecting '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. The proxy will vote as indicated on resolutions or on any other business which may properly come before the meeting. If no indication is given as to how the proxy will vote on any particular matter, the proxy will exercise his/her discretion as to whether, and if so how, he/she votes.
- 6 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).
- 7 The 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.
- 8 Completion and return of a Proxy Form will not prevent a shareholder from attending the meeting and voting in person should the shareholder so wish. Alternatively, submit your voting instruction online at www.sharevote.co.uk or through the CREST electronic proxy appointment service. Please return the Proxy Form to Equiniti, Aspect House, Spencer Road, Lancing BN99 6DA. If a shareholder appoints a proxy and attends the meeting in person, the proxy appointment will be terminated.
- 9 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 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.
- 10 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 specification, 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 Wednesday 8 May 2019. 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.

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.