

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.** If you are in any doubt about the contents of this document or about what action to take, you should immediately seek your own professional advice from your stockbroker, solicitor, accountant, bank manager or other appropriately qualified independent financial adviser who is authorised under the Financial Services and Markets Act 2000, if you are in the United Kingdom, or from another appropriately authorised independent financial adviser, if you are in territory outside the United Kingdom.

If you sell or otherwise transfer or have sold or otherwise transferred all of your Shares in the Company, please send this document (together with the accompanying documents, but not the personalised Paper Instruction Form) to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee. If you sell or have sold or otherwise transferred only part of your holding of Shares, you should retain these documents and consult the bank, stockbroker or other agent through whom the sale or transfer was effected.

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## **RSA INSURANCE GROUP LIMITED**

*(Incorporated in England and Wales with registered number 02339826)*

### **Proposed Reduction of Capital**

**and**

### **Notice of General Meeting**

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A notice convening the General Meeting to be held at 9.00 a.m. on 16 July 2024 at the offices of Clifford Chance LLP at 10 Upper Bank Street, London, E14 5JJ is set out on pages 10 to 12 of this document. Shareholders will be given the opportunity to remotely attend, ask questions and vote at the General Meeting via a virtual meeting platform and telephone line provided by Lumi (the “**Virtual Meeting Platform**”), further information on which is set out in the Virtual Meeting Guide.

You should read the whole of this document. Your attention is drawn to the letter from the Chair which is set out below. A Paper Instruction Form for use in respect of the General Meeting is enclosed with this document and instructions for its completion and return are set out in the Paper Instruction Form.

Whether or not you intend to be present at the General Meeting, in person or via the Virtual Meeting Platform, you are requested to appoint the Chair of the General Meeting as your proxy and instruct them to vote on the Resolutions by submitting the relevant instructions so as to be received by the Company’s Registrar, Equiniti Limited (“**Equiniti**”) as soon as possible and in any event by no later than 9.00 a.m. on 16 July 2024. Completion and return of the Paper Instruction Form will not preclude Shareholders from attending and voting at the General Meeting in person, or via the Virtual Meeting Platform, should they so wish. However, only those Preference Shareholders who submit a Tender Instruction or Voting Only Instruction (Option 2) will be eligible to receive the Voting Fee in the event the Resolutions are passed and the Reduction of Capital is implemented.

All Shareholders planning to attend the General Meeting in person, or via the Virtual Meeting Platform, are requested to confirm their attendance by emailing [ukcosecteam@uk.rsagroup.com](mailto:ukcosecteam@uk.rsagroup.com) (marked for the attention of the Company Secretary) by no later than 5.00 p.m. on 12 July 2024.

No person should construe the contents of this document as financial, tax, legal or accounting advice and recipients of this document should consult their own advisers as to the matters described in this document.

A copy of this document, which has been issued by the Company, will be available on the Retail Information Agent's website at <https://www.dfkingltd.com/RSA> and on the Company's website at <https://www.rsainsurance.co.uk/investors/preference-shareholders/>.

Capitalised terms used in this document have the meaning ascribed to them in the "Definitions" section at the end of this document.

#### **Shareholder helpline**

If you have any questions about this document, the proposed reduction of capital of the Company, the General Meeting, or the completion and return of the Paper Instruction Form, please call Equiniti between 8.30 a.m. and 5.30 p.m. (London (UK) time) Monday to Friday (except UK bank holidays) on +44 (0)371 384 2911. Calls from outside the UK will be charged at the applicable international rate. Different charges may apply to calls from mobile telephones.

Please note that calls may be monitored or recorded, and Equiniti cannot provide legal or tax advice.

If you require any financial, legal, tax or accounting advice, or wish to obtain an opinion on the merits of voting for the Resolutions, you will need to contact your own broker, solicitor, accountant or other independent financial, tax, legal or accounting advisor.

#### **No offer or solicitation**

This document is not a prospectus for the purposes of Regulation (EU) 2017/1129 (as amended), as it forms part of domestic law of the United Kingdom by virtue of the European Union (Withdrawal) Act 2018, as amended and is not intended to, and does not constitute or form part of, any offer or invitation to purchase, acquire, subscribe for, sell, dispose of or issue, or any solicitation of any offer to sell, dispose of, purchase, acquire or subscribe for, any security.

This document is dated 12 June 2024.

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## EXPECTED TIMETABLE OF PRINCIPAL EVENTS

The Company and the Offeror currently expect the Tender Offer, the General Meeting and, if the Resolutions are passed, the Reduction of Capital to proceed on the timetable below. However, the times and dates below are indicative only, and subject to change. The Company and the Offeror will announce any changes to the timetable.

Events	Expected Times and Dates (All times are UK time)
<b>Commencement of the Tender Offer and Notice of General Meeting</b>	12 June 2024
Announcement of the Tender Offer and the General Meeting by way of announcement via RNS and on the relevant Notifying News Service, and made available to Preference Shareholders on <a href="https://www.dfkingltd.com/RSA">https://www.dfkingltd.com/RSA</a> (subject to the offer and distribution restrictions set out in the “ <i>Offer and Distribution Restrictions</i> ” section of the Tender Offer Memorandum).	
Tender Offer Memorandum made available to eligible Preference Shareholders on <a href="https://www.dfkingltd.com/RSA">https://www.dfkingltd.com/RSA</a> (subject to the offer and distribution restrictions set out in the “ <i>Offer and Distribution Restrictions</i> ” section of the Tender Offer Memorandum).	
This document and Paper Instruction Form to be dispatched, or made available, to Shareholders.	
<b>Institutional Expiration Deadline</b>	4.00 p.m. on 19 June 2024
Final deadline for receipt by the Receiving Agent of Tender Instructions from Institutional Investors to be eligible to receive the Tender Offer Consideration (if such Preference Shares are accepted for purchase by the Offeror).	
<b>Interim Institutional Investors Tender Participation Announcement</b>	20 June 2024
Announcement of the percentage of Preference Shares validly tendered by Institutional Investors prior to the Institutional Expiration Deadline.	
<b>Retail Expiration Deadline</b>	1.00 p.m. on 10 July 2024
Final deadline for receipt by the Receiving Agent of Tender Instructions from Retail Investors to be eligible to receive the Tender Offer Consideration (if such Preference Shares are accepted for purchase by the Offeror).	
<b>Tender Offer Record Time</b>	6.00 p.m. on 10 July 2024
Record time to determine holdings for valid participation in the Tender Offer.	
<b>Tender Participation Announcement</b>	11 July 2024
Announcement of the percentage of Preference Shares validly tendered pursuant to the Tender Offer.	
<b>Voting Record Time</b>	6.30 p.m. on 12 July 2024
Record time to determine holdings for valid participation at the General Meeting.	
<b>Proxy Deadline</b>	9.00 a.m. on 16 July 2024
Final deadline for receipt by the Receiving Agent of a Voting Only Instruction (Option 2) or Voting Only Instruction (Option 3) from Shareholders.	

<b>Events</b>	<b>Expected Times and Dates</b> <i>(All times are UK time)</i>
<p><b>General Meeting</b></p> <p>Date on which the General Meeting will take place to consider and, if thought fit, pass the Resolutions.</p>	9.00 a.m. on 16 July 2024
<p><b>Results Announcement</b></p> <p>Announcement of:</p> <p>(A) whether the Resolutions were passed at the General Meeting and:</p> <ul style="list-style-type: none"> <li>(i) if passed, whether the Reduction of Capital will be implemented, and (if so) confirmation of the Cancellation Date and the Settlement Date;</li> <li>(ii) if not passed, the results of the Tender Offer, including announcement of (a) the percentage of Preference Shares validly tendered prior to the Relevant Expiration Deadline; (b) whether the Offeror accepts for purchase any validly tendered Preference Shares and, if so, the number of Preference Shares so accepted for purchase pursuant to the Tender Offer, and confirmation of the Settlement Date; and (c) the aggregate percentage of Preference Shares that will be owned by the Offeror following the Settlement Date; and</li> </ul> <p>(B) the total amount (being the Cancellation Amount plus (for those eligible Preference Shareholders) the Voting Fee, or the Tender Offer Consideration, as applicable) payable in respect of each Preference Share to be cancelled by the Company pursuant to the Preference Share Cancellation or purchased by the Offeror pursuant to the Tender Offer, as applicable, and paid to Preference Shareholders on the Settlement Date and a breakdown thereof.</p>	16 July 2024
<p><b>Last day of dealings in, and registration of transfer of, and disablement in CREST of, the Preference Shares, if applicable</b></p> <p>If the Resolutions are passed and the Reduction of Capital implemented, this will be the last date on which the Preference Shares will be traded on the Main Market of London Stock Exchange.</p>	17 July 2024
<p><b>Suspension of listing, if applicable</b></p> <p>The expected time on which the Preference Shares will be suspended from trading on the Main Market of London Stock Exchange, if the Resolutions are passed.</p>	7.30 a.m. on 18 July 2024
<p><b>Cancellation Date, if applicable</b></p> <p>The date on which the cancellation of the Share Premium and the Preference Shares is expected to take effect by registration at the Registrar of Companies if the Resolutions are passed and the Reduction of Capital is implemented.</p>	18 July 2024
<p><b>De-listing of the Preference Shares, if applicable</b></p> <p>If the Resolutions are passed and the Reduction of Capital implemented, the Company intends to apply to the FCA and London Stock Exchange respectively for the listing of the Preference Shares on the Official List to be cancelled and for the Preference Shares to cease</p>	19 July 2024

**Events****Expected Times and Dates***(All times are UK time)*

to be admitted to trading on the Main Market of the London Stock Exchange.

**Settlement Date**

30 July 2024

If the Resolutions are passed and the Reduction of Capital is implemented, this is the expected date of payment of the Cancellation Amount to all Preference Shareholders and of the Voting Fee to eligible Preference Shareholders in the manner set out herein.

Alternatively, if the Resolutions are not passed or the Reduction of Capital is not implemented, this is the expected settlement date of the Tender Offer, including payment of the Tender Offer Consideration to the Preference Shareholders of such Preference Shares validly tendered and accepted pursuant to the Tender Offer by cheque or CREST credit.

The above times and dates are indicative only, and subject to the right of the Offeror to extend, re-open, amend and/or terminate the Tender Offer (subject to applicable law and as provided in the Tender Offer Memorandum).

Unless stated otherwise, announcements in connection with the Tender Offer will be made via RNS. Such announcements may also be made by (i) the issue of a press release to a Notifying News Service and (ii) made available to Preference Shareholders on <https://www.dfkingltd.com/RSA> (subject to the offer and distribution restrictions set out in the “*Offer and Distribution Restrictions*” section of the Tender Offer Memorandum). Copies of all such announcements, press releases and notices can also be obtained from the Receiving Agent via the Shareholder Helpline, the details of which are on page (ii) of this document. Significant delays may be experienced where notices are distributed to Preference Shareholders by post and Preference Shareholders are urged to contact the Receiving Agent for the relevant announcements relating to the Tender Offer.

Shareholders are also advised to ensure that, where any documents are posted to the Receiving Agent, they allow sufficient time to ensure receipt of such documents by the Receiving Agent by the relevant deadline.

## LETTER FROM THE CHAIR OF RSA INSURANCE GROUP LIMITED

### *Directors:*

Mark Hodges (Chairman)  
Ken Norgrove (Chief Executive Officer)  
Ken Anderson (Chief Financial Officer)  
Sally Bridgeland (Independent Non-Executive Director)  
Rosie Harris (Independent Non-Executive Director)  
Susan McInnes (Independent Non-Executive Director)  
Sylvie Paquette (Independent Non-Executive Director)  
Andy Parsons (Independent Non-Executive Director)  
Mathieu Lamy (Non-Executive Director)  
Louis Marcotte (Non-Executive Director)

### *Registered office:*

Floor 8,  
22 Bishopsgate  
London  
EC2N 4BQ

Dear Shareholder,

### **Introduction**

I am pleased to invite you to the General Meeting of RSA Insurance Group Limited, which will be held at 9.00 a.m. on 16 July 2024 at the offices of Clifford Chance LLP at 10 Upper Bank Street, London, E14 5JJ, in respect of the Company's £125,000,000 7.375 per cent. cumulative irredeemable preference shares (the "**Preference Shares**").

The Company's parent company, 2283485 Alberta Ltd (the "**Offeror**"), has today invited eligible Preference Shareholders to tender any and all of their Preference Shares on the terms set out in the Tender Offer Memorandum (the "**Tender Offer**"). The Tender Offer is part of the Company's ongoing process to manage its capital structure, to achieve, among other things, a retirement of legacy perpetual instruments which will lose their regulatory capital eligibility in 2026 while also providing liquidity to Preference Shareholders. If a Preference Shareholder validly tenders its Preference Shares by the Relevant Expiration Deadline and the Offeror elects to purchase those Preference Shares pursuant to the Tender Offer, the Offeror will pay such Preference Shareholder a cash amount equal to 122 per cent., or £1.22 for each Preference Share so purchased (the "**Tender Offer Price**"), plus the Accrued Dividend Amount (together with the Tender Offer Price, the "**Tender Offer Consideration**").

In parallel with the Tender Offer, the Company is today giving notice of a General Meeting for Shareholders to consider and, if thought fit, approve (i) the cancellation of all of the Company's issued Preference Shares (the "**Preference Share Cancellation**") and (ii) the cancellation of the Company's share premium account (the "**Share Premium Cancellation**", together with the Preference Share Cancellation, the "**Reduction of Capital**").

If the Resolutions are passed, the Offeror will not purchase any tendered Preference Shares and the Company intends to cancel all of the Preference Shares and return capital to Preference Shareholders in an amount equal to the aggregate of 122 per cent., or £1.22 for each Preference Share (the "**Cancellation Price**") and the Accrued Dividend Amount (the "**Cancellation Amount**"). For the avoidance of doubt, the Cancellation Price is the same as the Tender Offer Price.

**The aggregate of the Cancellation Price *plus* the Voting Fee (if applicable) represents a premium of 16.1 per cent. to the Clean Closing Price of £106.78 per Preference Share on 11 June 2024 (being the last business day prior to the publication of this document).**

Preference Shareholders are able to select from the following options in respect of the Reduction of Capital and, if eligible, the Tender Offer:

1. **Tender Instruction – tender Preference Shares and vote in favour of the Resolutions:** tender their Preference Shares and appoint the Chair as proxy to vote in favour of the Resolutions. This option is only available to eligible Preference Shareholders (as explained in the Tender Offer Memorandum).
2. **Voting Only Instruction (Option 2) – appoint Chair as proxy to vote on the Resolutions:** appoint the Chair as proxy to attend the General Meeting and vote on the Resolutions in accordance with their instructions, but without tendering their Preference Shares.
3. **Voting Only Instruction (Option 3) – (A) appoint a different proxy to attend the General Meeting and/or vote on the Resolutions; or (B) appoint the Chair to withhold its vote on the Resolutions:** (A) appoint a proxy other than the Chair to attend the General Meeting and/or vote on

the Resolutions at the General Meeting, but without tendering their Preference Shares; or (B) appoint the Chair as proxy to attend the General Meeting but withhold their vote on the Resolutions, without tendering those Preference Shares. A vote withheld is not a vote in law and will not be counted in the calculation of the proportion of votes for or against either of the Resolutions.

#### **4. Take no action.**

Only one option can be selected for each Preference Share held, but Preference Shareholders who hold more than one Preference Share may choose different options for one or more of their Preference Shares. Preference Shareholders may not submit both (i) a Tender Instruction and (ii) a Voting Only Instruction (Option 2) or Voting Only Instruction (Option 3) in respect of the same Preference Shares.

If the Resolutions are passed and the Reduction of Capital is implemented, any Preference Shareholder who either:

- (a) validly tenders its Preference Shares for purchase pursuant to the Tender Offer by the Relevant Expiration Deadline; or
- (b) submits a Paper Instruction Form by the Proxy Deadline selecting Voting Only Instruction (Option 2), appointing the Chair of the General Meeting as its proxy and instructing them to vote either FOR or AGAINST the Resolutions,

will be eligible to receive the Voting Fee for each Preference Share validly tendered or in respect of which a Voting Only Instruction (Option 2) is submitted.

Further details on the Reduction of Capital and the options available to Preference Shareholders are set out below. The formal Notice of General Meeting is set out on pages 10 to 12 of this document.

#### **Reduction of Capital – Cancellation of Preference Shares**

The Company has 125,000,000 Preference Shares of £1 nominal value each in issue. The nominal value of the Preference Shares is part of the capital of the Company and is not distributable.

The Preference Shares were originally issued by the Company (then known as Sun Alliance Group plc) in 1993. The Company wishes to cancel the Preference Shares because they will no longer satisfy the purpose for which they were originally issued. Under capital adequacy requirements, financial institutions must maintain a certain level of capital reserves that are designed to absorb losses in times of financial stress while protecting policyholders and enabling the financial institution to continue as a viable business. The Preference Shares were originally issued with the features that satisfied the prudential rules at the time for counting towards these requirements. However, the prudential rules have since changed and the Preference Shares will no longer be eligible to count as regulatory capital of the Company from 1 January 2026.

In order to effect the Preference Share Cancellation, the Company firstly requires the authority of its Shareholders by the passing of a special resolution, which requires votes in favour representing at least 75 per cent. of the votes cast on the resolution in person (including by corporate representative and/or via the Virtual Meeting Platform) or by proxy. The Cancellation Resolution is proposed in this regard to cancel all of the Preference Shares. Secondly, as the Cancellation Amount represents a premium to the nominal value of £1 per Preference Share, the Preference Share Cancellation is conditional upon the passing of the Share Premium Resolution.

As the Offeror holds 100 per cent. of the Company's 1,563,286,979 Ordinary Shares, it intends to withhold its vote on the Cancellation Resolution to ensure that it will only pass if the requisite majority of Preference Shareholders vote in favour.

Implementation of the Preference Share Cancellation is also subject to final approval by the Prudential Regulation Authority (the "PRA"). The Company expects to receive such final approval from the PRA upon the passing of the Cancellation Resolution.

#### **Reduction of Capital – Share Premium Account**

As at 11 June 2024, the Share Premium Account of the Company stood at a sum of approximately £1,366,000,000.

Share premium arises on the issue by the Company of shares at a premium to their nominal value. The premium element is credited to the Share Premium Account. The Company is generally precluded from the payment of any dividends or other distributions or the redemption or buy back of its issued shares in the



absence of sufficient distributable reserves. However, with the approval of its shareholders, a company may reduce or cancel its share premium account and in certain circumstances either return all or part of the sum arising to shareholders as a return of capital, or credit some or all of such sum arising to its profit and loss account. The Share Premium Resolution is proposed to cancel the Company's Share Premium Account and also requires votes in favour representing at least 75 per cent. of the votes cast on the resolution in person (including by corporate representative and/or via the Virtual Meeting Platform) or by proxy.

Subject to the passing of the Share Premium Resolution, the amount of such cancellation will be applied as follows:

- (a) if the Cancellation Resolution is passed, to the payment of the premium element of the Cancellation Amount, with the remainder being credited to the reserves of the Company; or
- (b) if the Cancellation Resolution is not passed, the amount of the share premium cancelled would be credited in full to the Company's reserves.

If approved, the Share Premium Cancellation will (i) if the Resolutions are passed and the Preference Share Cancellation implemented, enable the payment of the Cancellation Amount and result in increased distributable reserves necessary to pay the Voting Fee, or (ii) if the Preference Share Cancellation is not implemented, result in increased distributable reserves which are necessary for future distributions to Preference Shareholders. Therefore, the Offeror intends to vote in favour of the Share Premium Resolution. This means it is certain that the Share Premium Resolution will be passed if the General Meeting is quorate (requiring at least one Preference Shareholder to be present or represented).

### **Voting Fee**

If the Resolutions are passed and the Reduction of Capital is implemented, any Preference Shareholder who either:

- (a) validly tenders its Preference Shares for purchase pursuant to the Tender Offer by the Relevant Expiration Deadline; or
- (b) submits a Paper Instruction Form by the Proxy Deadline selecting Voting Only Instruction (Option 2), appointing the Chair of the General Meeting as its proxy and instructing them to vote either FOR or AGAINST the Resolutions,

will be eligible to receive the Voting Fee for each Preference Share validly tendered or in respect of which a Voting Only Instruction (Option 2) is submitted.

If a Preference Shareholder submits a Tender Instruction or Voting Only Instruction (Option 2) in respect of some or all of its Preference Shares and subsequently ceases to hold such Preference Shares, the Voting Fee (if applicable) shall be payable to the holder of such Preference Shares at the Voting Record Time and submitted such Tender Instruction or Voting Only Instruction (Option 2) and not the holder of such Preference Shares as at the Cancellation Date.

The Voting Fee will be paid in addition to the Cancellation Amount. For the avoidance of doubt, if the Resolutions are not passed or the Reduction of Capital is not implemented, no Voting Fee will be paid.

However, any Preference Shareholder that:

- (a) submits a Paper Instruction Form selecting Voting Only Instruction (Option 3), thereby either (A) appointing someone other than the Chair of the General Meeting as its proxy, or (B) appointing the Chair as its proxy but withholding its vote; or
- (b) attends the General Meeting, either in person or via the Virtual Meeting Platform, or makes other arrangements to be represented and vote at the General Meeting (other than by way of the relevant Tender Instruction or by selecting Voting Only Instruction (Option 2)),

will **not** be eligible to receive the Voting Fee in respect of the relevant Preference Shares, irrespective of whether such Preference Shareholder has delivered a Tender Instruction or Voting Only Instruction (Option 2) or such other arrangements are made by the applicable Relevant Expiration Deadline or Proxy Deadline.

### **Settlement**

The Preference Share Cancellation and the Share Premium Cancellation must each be registered at the Registrar of Companies and will only take effect upon such registration. The Cancellation Date is currently expected to be 18 July 2024.

If the Preference Share Cancellation becomes effective, it is the Company's intention to pay the Cancellation Amount and, to the extent applicable, the Voting Fee to Preference Shareholders as soon as practicable thereafter. It is currently expected that cheques in respect of the Preference Share Cancellation will be dispatched on or around 30 July 2024 (the "**Settlement Date**") to Preference Shareholders who hold their Preference Shares in certificated form and that CREST accounts of Preference Shareholders who hold their Preference Shares in CREST will be credited on or around the same date. The Voting Fee will also be paid on or around the Settlement Date to eligible Preference Shareholders in accordance with any existing Electronic Payment Mandate held by the Preference Share Registrar at the Voting Record Time. In the case of any eligible Preference Shareholders in respect of whom the Preference Share Registrar does not hold an Electronic Payment Mandate as at the Voting Record Time, it is expected that cheques in respect of the Voting Fee will be dispatched on or around the Settlement Date.

In accordance with the Company's articles of association, if any Preference Shareholder does not cash its cheque(s) (or otherwise claim the Cancellation Amount and, to the extent applicable, the Voting Fee due to them), it will be entitled to claim any amount due to them by written notice to the Receiving Agent or the Company (or its nominee or agent) in a form which the Company reasonably determines evidences its entitlement to such amount during the period of 12 years from the Cancellation Date. After the expiry of this period, any such amounts will no longer be due to it by the Company.

### **Cancellation of Listing**

If the Resolutions are passed and the Reduction of Capital is implemented, the Company intends to apply to the FCA and London Stock Exchange respectively for the listing of the Preference Shares on the Official List to be cancelled and for the Preference Shares to cease to be admitted to trading on the Main Market of the London Stock Exchange with effect from 19 July 2024.

### **Actions to be taken**

**A Paper Instruction Form for use in connection with the Tender Offer and the General Meeting is enclosed with this document. You are requested to appoint the Chair of the General Meeting as your proxy and instruct them to vote on the Resolutions by submitting the relevant instructions so as to be received by the Company's registrar as soon as possible and in any event by no later than 9.00 a.m. on 16 July 2024.**

Preference Shareholders who submit a Tender Instruction after the Relevant Expiration Deadline but prior to the Proxy Deadline will nevertheless validly appoint the Chair of the General Meeting as its proxy to vote in favour of the Resolutions. The completion and return of a Paper Instruction Form will not preclude you from attending the General Meeting and voting in person, or via the Virtual Meeting Platform, should you subsequently wish to do so.

The Paper Instruction Form available to Certificated Holders is different from the Paper Instruction Form available to CREST Participants or Restricted Overseas Shareholders, as further discussed below.

#### *Paper Instruction Form for Preference Shares held in certificated form (outside CREST)*

The Paper Instruction Form available to Certificated Holders will allow such Certificated Holders to select from all three Options for participating in the Tender Offer and/or the General Meeting.

#### *Paper Instruction Form for Preference Shares held in CREST*

The Paper Instruction Form available to CREST Participants will allow such CREST Participants, on behalf of the beneficial owners of the relevant Preference Shares, to only select from Voting Only Instruction (Option 2) or Voting Only Instruction (Option 3).

#### *Restricted Overseas Shareholders*

Restricted Overseas Shareholders will only be able to submit a Voting Only Instruction (Option 2) or Voting Only Instruction (Option 3) in respect of their Preference Shares.

### **Recommendation**

**Your Board considers that the Preference Share Cancellation, the Share Premium Cancellation and the Resolutions to be put to the General Meeting are in the best interests of the Company and its Shareholders as a whole. Your Board recommends that you carefully consider the proposal and urges all Shareholders to appoint the Chair of the General Meeting as their proxy and instruct him to vote**

**on the Resolutions by submitting the relevant instructions so as to be received by Equiniti as soon as possible.**

Yours faithfully

**Mark S. Hodges**  
**Chair**

RSA Insurance Group Limited  
Registered in England and Wales No. 2339826  
Registered Office: 22 Bishopsgate, London EC2N 4BQ

**NOTICE OF GENERAL MEETING**  
**RSA INSURANCE GROUP LIMITED**

**NOTICE IS HEREBY GIVEN** that a **GENERAL MEETING** of the Company will be held at the offices of Clifford Chance LLP, 10 Upper Bank Street, London, E14 5JJ on 16 July 2024 at 9.00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions which will be proposed as special resolutions.

Unless the context requires otherwise, any capitalised term used but not defined in this notice shall have the meaning given to such term in the document of which this notice forms part.

**SPECIAL RESOLUTIONS**

1. **THAT**, the share premium account of the Company be cancelled (the “**SPA Cancellation**”). If the reduction of capital set out in Resolution (2) is approved, the amount arising on the cancellation shall be applied first, in paying the premium over nominal value in respect of the repayment of the Preference Shares (as defined in Resolution (2)) and, as to the balance, by transferring to distributable reserves. If resolution (2) is not approved, the amount arising on the SPA Cancellation shall accrue in its entirety to the Company’s distributable reserves.
2. **THAT**, subject to and conditional on Resolution (1) being approved, the share capital of the Company be reduced by cancelling, extinguishing and repaying all of the 125,000,000 7.375 per cent Cumulative Irredeemable Preference Shares of £1 each (the “**Preference Shares**”), with an amount equal to the aggregate of (i) £1.22 and (ii) the Accrued Dividend (the “**Cancellation Amount**”), being repaid in respect of each Preference Share, and with the premium over nominal value being financed by the SPA Cancellation as set out in Resolution (1). In this Resolution, the “**Accrued Dividend**” shall mean an amount equal to the arrears (if any) and accruals of the dividends payable in accordance with the terms of the Preference Shares calculated up to and including the date on which the Cancellation Amount is paid in respect of the relevant Preference Share.

Dated: 12 June 2024

BY ORDER OF THE BOARD



**Jonathan Cope**  
**Company Secretary**

Registered office: 22 Bishopsgate, London EC2N 4BQ

## Notes to the Notice of General Meeting

1. Shareholders are strongly encouraged to appoint the chair of the meeting (the “**Chair**”) as their proxy. Alternatively, Shareholders may remotely attend, ask questions and vote at the General Meeting via a virtual meeting platform and telephone line provided on the Lumi platform (the “**Virtual Meeting Platform**”), further details of which are set out below and in the Virtual Meeting Guide. Any changes to the arrangements for the General Meeting will be communicated to Shareholders before the General Meeting, including through the Retail Information Agent’s website at <https://www.dfkingltd.com/RSA>, by announcement via RNS and on the Company’s website at <https://www.rsainsurance.co.uk/investors/preference-shareholders/>.
2. Shareholders will be given the opportunity to attend (in person or remotely, via the Virtual Meeting Platform), ask questions and vote at the General Meeting via the Virtual Meeting Platform and telephone line. Shareholders can access the Virtual Meeting Platform using a web browser on a PC or smartphone device. The web browser must be compatible with the latest browser versions of Chrome, Firefox, Edge and Safari. To remotely attend, ask questions and/or vote using this method, please go to <https://web.lumiagm.com/117975528>. Once you have accessed <https://web.lumiagm.com/117975528> from your web browser, you may be asked to enter the Lumi Meeting ID which is 117-975-528. You will then be prompted to enter your unique Shareholder Reference Number (“**SRN**”) and PIN (which is the first two and last two digits of your SRN). These can be found printed on your Paper Instruction Form. Access to the General Meeting via the website will be available from 8.00 a.m. on 16 July 2024, as further detailed below. To receive your unique SRN and PIN please contact the Company’s Registrar Equiniti by emailing [hybrid.help@equiniti.com](mailto:hybrid.help@equiniti.com). To avoid any delays accessing the AGM, contact should be made at least 24 hours prior to the meeting date and time. Mailboxes are monitored 9.00 a.m. to 5.00 p.m. Monday to Friday (excluding public holidays in England & Wales). Access to the General Meeting will be available from 8.00 a.m. on 16 July 2024, although the voting functionality will not be enabled until the Chair of the General Meeting declares the poll open. Shareholders will be permitted to ask questions (via the telephone line, details of which will be provided on the Virtual Meeting Platform) during the course of the General Meeting. The Chair of the General Meeting will ensure that relevant matters relating to the formal business of the General Meeting are addressed in the General Meeting. During the General Meeting, you must ensure you are connected to the internet at all times in order to vote when the Chair commences polling and have access to the details of the telephone line provided by Lumi in order to ask questions. Therefore, it is your responsibility to ensure connectivity for the duration of the General Meeting via your wireless or other internet connection. The Virtual Meeting Guide contains further information on accessing and participating in the General Meeting remotely via the Virtual Meeting Platform and is available on page 17 of this document.
3. Shareholders are entitled to appoint a proxy to exercise all or any of their rights to attend (in person or remotely, via the Virtual Meeting Platform) and to speak and vote on their behalf at the meeting. A proxy need not be a Shareholder of the Company.
4. A Shareholder may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that Shareholder. To appoint more than one proxy, (an) additional Paper Instruction Form(s) may be obtained by contacting Equiniti, on +44 (0) 371 384 2911. Lines are open 8.30 a.m. to 5.30 p.m., Monday to Friday (excluding public holidays in England and Wales). Please note that calls to these numbers may be monitored or recorded. Calls to the helpline from outside the UK are charged at applicable international rates.
5. Please direct your proxy how to vote on the resolutions by marking the appropriate box with the number of Shares you wish to vote for or against the Resolutions. No proxy may be authorised to exercise votes which any other proxy has been authorised to exercise. If you otherwise indicate your voting preference but do not indicate the number of Shares to which your instruction relates, your proxy will be authorised in respect of your full voting entitlement.
6. To appoint a person other than the Chair as a proxy, insert the full name of your chosen proxy in the box on the Paper Instruction Form. The proxy must attend the General Meeting, either in person or via the Virtual Meeting Platform, to represent the Shareholder. Any amendment to the choice of proxy must be initialled by the signatory. If you sign and return the Paper Instruction Form with no name inserted in the box, the Chair will be deemed your proxy.

7. If you appoint someone other than the Chair as your proxy and no voting indication is given, your proxy will vote or abstain from voting at his/her discretion. Your proxy will vote (or abstain from voting) as he/she thinks fit in relation to any matter which is put before the meeting. If you appoint the Chair as your proxy and no voting indication is given, the Chair's current intention is to vote in favour of the Resolutions. The Chair will also have discretion as to how to vote on any other resolution with may properly come before the meeting (e.g. a request for an adjournment).
8. A vote withheld is not a vote in law and will not be counted in the calculation of the proportion for votes for or against either of the Resolutions.
9. To be valid, any Paper Instruction Form or other instrument appointing a proxy must be received by post at Equiniti, Aspect House, Spencer Road, Lancing BN99 6DA in each case no later than 9.00 a.m. on 16 July 2024.
10. The return of a completed Paper Instruction Form or other such instrument will not prevent a Shareholder attending the meeting and voting (either in person or remotely, via the Virtual Meeting Platform) if it wishes to do so.
11. In the case of a shareholder which is a company, the Paper Instruction Form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
12. Any power of attorney or any other authority under which the Paper Instruction Form is signed (or a duly certified copy of such power or authority) must be included with the Paper Instruction Form.
13. To be entitled to attend (in person or remotely, via the Virtual Meeting Platform) and vote at the meeting (and for the purpose of the determination by the Company of the votes they may cast), shareholders must be registered in the register of members of the Company at 6.30 p.m. on 12 July 2024 (or, in the event of any adjournment, on the date which is 48 hours (excluding any part of a day that is not a working day) before the time of the adjourned meeting). 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 meeting.
14. In the case of joint holders, where more than one of the joint holders purports to appoint one or more proxies, only the purported appointment submitted by the most senior holder will be accepted. Seniority shall be determined by the order in which the names of the joint holders stand in the Company's register of members in respect of the joint holding (the first-named being the most senior).
15. Any corporation which is a Shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers, provided that if two or more representatives purport to vote in respect of the same Shares: if they purport to exercise the power in the same way as each other, the power is treated as exercised in that way; and in other cases, the power is treated as not exercised.

## DEFINITIONS

The following definitions apply throughout this document, unless otherwise stated or if the context requires otherwise:

<b>“Accrued Dividend Amount”</b>	in respect of any relevant Preference Shares, an amount equal to arrears (if any) and accruals of the dividends payable in accordance with the Terms calculated up to and including the Settlement Date;
<b>“Board”</b>	the board of directors of the Company;
<b>“Cancellation Amount”</b>	the amount to be paid per Preference Share to Preference Shareholders by way of return of capital if the Preference Share Cancellation is implemented, being an amount equal to the sum of the Cancellation Price and the Accrued Dividend Amount;
<b>“Cancellation Date”</b>	expected to be 18 July 2024, being the date on which the Reduction of Capital is expected to take effect, being the date on which the statement of capital in respect of the proposed Reduction of Capital has been registered by the Registrar of Companies;
<b>“Cancellation Price”</b>	an amount equal to 122 per cent. or £1.22 for each Preference Share;  For the avoidance of doubt, the Cancellation Price is the same as the Tender Offer Price;
<b>“Cancellation Resolution”</b>	the special resolution, being resolution 2, to be proposed at the General Meeting to approve the Preference Share Cancellation;
<b>“Certificated Holder”</b>	a holder of any Preference Shares which are not in uncertificated form (that is, not in CREST);
<b>“Clean Closing Price”</b>	the price resulting from subtracting the accrued dividend in respect of the dealing date of 11 June 2024 (for settlement on 13 June 2024) of 1.475 per cent. (£0.01475 for each Preference Share) from the Closing Price;
<b>“Closing Price”</b>	the closing mid-market price quotation for a Preference Share on the London Stock Exchange on 11 June 2024;
<b>“Companies Act”</b>	the Companies Act 2006;
<b>“Company”</b>	RSA Insurance Group Limited;
<b>“CREST”</b>	the relevant system (as defined in the CREST Regulations) in respect of which EUI is the operator (as defined in the CREST Regulations);
<b>“Crest Participant”</b>	a person who is, in relation to CREST, a system-participant (as defined in the CREST Regulations);
<b>“CREST Regulations”</b>	the Companies Act 1996 (Uncertificated Securities) Regulations 1996 (S.I. No 68/1996) and the UK Uncertificated Securities Regulations 2001 (SI No. 2001/3755), including any modifications thereof or any regulations in substitution therefor and for the time being in force;
<b>“Electronic Payment Mandate”</b>	a standing electronic payment mandate with the Preference Share Registrar for the purpose of receiving payments from the Company;
<b>“FSMA”</b>	the Financial Services and Markets Act 2000 (as amended from time to time);
<b>“General Meeting”</b>	the general meeting of the Company to be held at the offices of Clifford Chance LLP, 10 Upper Bank Street, London, E14 5JJ at 9.00 a.m. on 16 July 2024, or any adjournment thereof, notice of which is set out on pages 10 to 12 of this document;
<b>“Institutional Expiration Deadline”</b>	the expiration of the Tender Offer in relation to Institutional Investors, being 4.00 p.m. (UK time) on 19 June 2024;
<b>“Institutional Investor”</b>	a Preference Shareholder that is:



	<ul style="list-style-type: none"> <li>(i) an “eligible counterparty” or a “professional client”, each as defined in Directive 2014/65/EU, as amended; or</li> <li>(ii) an “eligible counterparty” as defined in the FCA Handbook Conduct of Business Sourcebook or a “professional client” as defined in Regulation (EU) No 600/2014 as it forms part of domestic law of the United Kingdom by virtue of the EUWA;</li> </ul>
<b>“Intermediary”</b>	any broker, dealer, commercial bank, trust company or other nominee or custodian who holds Preference Shares or an interest in Preference Shares on behalf of another person;
<b>“Lumi”</b>	Lumi AGM UK Limited;
<b>“Notice of General Meeting”</b>	the notice convening the General Meeting, which is contained on pages 10 to 12 of this document;
<b>“Notifying News Service”</b>	a recognised financial news service or services (e.g. Reuters/Bloomberg) as selected by the Offeror;
<b>“Offeror”</b>	2283485 Alberta Ltd, the holder of 100 per cent. of the ordinary share capital of the Company and an indirect subsidiary of Intact Financial Corporation, the Company’s ultimate owner;
<b>“Official List”</b>	the official list maintained by the FCA pursuant to Part 6 of FSMA;
<b>“Ordinary Shares”</b>	ordinary shares of 100 pence each in the capital of the Company;
<b>“Paper Instruction Form”</b>	<ul style="list-style-type: none"> <li>(i) with respect to Preference Shares (a) held in CREST or (b) held by Restricted Overseas Shareholders, the paper form by which such Preference Shareholders can give a Voting Only Instruction (Option 2) or a Voting Only Instruction (Option 3) with respect to their Preference Shares; or</li> <li>(ii) with respect to Preference Shares held in certificated form outside CREST, the paper form on which such Preference Shareholders who are not Restricted Overseas Shareholders can specify their Tender Instruction, Voting Only Instruction (Option 2) or Voting Only Instruction (Option 3) with respect to their Preference Shares.</li> </ul> <p><i>Shareholders should have received a Paper Instruction Form. Any Shareholder who did not receive a Paper Instruction Form should contact the Receiving Agent to request one as a matter of priority if they wish to participate in the Tender Offer and/or the General Meeting;</i></p>
<b>“Preference Shareholders”</b>	holders of Preference Shares;
<b>“Preference Share Cancellation”</b>	the proposed cancellation of all of the Company’s Preference Shares;
<b>“Preference Share Registrar”</b>	Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA;
<b>“Preference Shares”</b>	the £125,000,000 7.375 per cent. Cumulative irredeemable preference shares (ISIN: GB0008631391) issued by the Company;
<b>“Proxy Deadline”</b>	the time of the General Meeting;
<b>“Receiving Agent”</b>	Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA;
<b>“Reduction of Capital”</b>	the Share Premium Cancellation and the Preference Share Cancellation;
<b>“Registrar of Companies”</b>	the Registrar of Companies in England and Wales;
<b>“Relevant Expiration Deadline”</b>	in relation to the Retail Investors, the Retail Expiration Deadline, and in relation to the Institutional Investors, the Institutional Expiration Deadline;
<b>“Retail Information Agent”</b>	D. F. King Limited;



<b>“Retail Investor”</b>	a Preference Shareholder who is not an Institutional Investor. Any Preference Shareholder who is an individual (rather than a company or other organisation) will be a Retail Investor;
<b>“Retail Expiration Deadline”</b>	the expiration of the Tender Offer in relation to Retail Investors, being 1.00 p.m. (UK time) on 10 July 2024;
<b>“Resolutions”</b>	the Cancellation Resolution and the Share Premium Resolution;
<b>“Restricted Overseas Shareholder”</b>	A Preference Shareholder located in a Restricted Territory;
<b>“Restricted Territory”</b>	United States of America, Canada, Italy and South Africa;
<b>“Settlement Date”</b>	expected to be on or before 30 July 2024 (subject to the right of the Offeror to extend, re-open, amend and/or terminate the Tender Offer pursuant to the terms of the Tender Offer Memorandum);
<b>“Shareholders”</b>	holders of Shares;
<b>“Share Premium Account”</b>	the non-distributable capital reserve with that name in the balance sheet in the accounts of the Company;
<b>“Share Premium Cancellation”</b>	the proposed reduction of the amount standing to the credit of the Company’s Share Premium Account;
<b>“Share Premium Resolution”</b>	the special resolution, being resolution 1, to be proposed at the General Meeting to approve the Share Premium Cancellation;
<b>“Shares”</b>	the Ordinary Shares and the Preference Shares;
<b>“Tender Instruction”</b>	in the case of: <ul style="list-style-type: none"> <li>(a) Preference Shares held in certificated form, a Paper Instruction Form selecting ‘Option 1’; and</li> <li>(b) Preference Shares held in CREST, a TTE Instruction;</li> </ul>
<b>“Tender Offer”</b>	the invitation by the Offeror, subject to the offer and distribution restrictions referred to in “ <i>Offer and Distribution Restrictions</i> ” section of the Tender Offer Memorandum, to eligible Preference Shareholders to tender their Preference Shares for purchase by the Offeror for cash, on the terms and subject to the conditions set out in the Tender Offer Memorandum;
<b>“Tender Offer Consideration”</b>	the price at which the Offeror will purchase Preference Shares which are validly tendered in the Tender Offer and accepted for purchase by the Offeror, being the sum of the Tender Offer Price and the Accrued Dividend Amount;
<b>“Tender Offer Memorandum”</b>	the tender offer memorandum made available to eligible Preference Shareholders by the Offeror on the date of this document and any amendments from time to time;
<b>“Tender Offer Price”</b>	an amount equal to 122 per cent., or £1.22 for each Preference Share. For the avoidance of doubt, the Tender Offer Price is equal to the Cancellation Price;
<b>“Terms”</b>	the terms of the Preference Shares, as set out in the listing particulars dated 12 October 1993 relating to the Preference Shares, subject to the Articles of Association of the Company;
<b>“TTE Instruction”</b>	the “transfer to escrow” instruction pursuant to which CREST Participants may tender Preference Shares pursuant to the terms of the Tender Offer and appoint the Chair of the General Meeting as its proxy to vote as instructed on the Resolutions;
<b>“Virtual Meeting Guide”</b>	the guide prepared by Lumi explaining how Shareholders can access and participate in the General Meeting remotely via the Virtual Meeting Platform;

<b>“Virtual Meeting Platform”</b>	the Lumi virtual meeting platform;
<b>“Voting Fee”</b>	2 per cent or £0.02 for each Preference Share by way of dividend in respect of the Preference Shares;
<b>“Voting Only Instruction (Option 2)”</b>	an instruction by a Preference Shareholder submitted by way of a Paper Instruction Form selecting ‘Option 2’, in accordance with the procedures set out in this document, to appoint the Chair of the General Meeting as its proxy to vote as instructed on the Resolutions, without tendering their Preference Shares in the Tender Offer;
<b>“Voting Only Instruction (Option 3)”</b>	an instruction by a Preference Shareholder submitted by way of a Paper Instruction Form selecting ‘Option 3’, in accordance with the procedures set out in this document, to either (A) appoint a proxy or proxies other than the Chair of the General Meeting to attend the General Meeting and/ or vote as instructed on the Resolutions at the General Meeting, but without tendering their Preference Shares in the Tender Offer; or (B) appoint the Chair of the General Meeting as its proxy to attend the General Meeting but withhold its vote on the Resolutions, but without tendering their Preference Shares in the Tender Offer; and
<b>“Voting Record Time”</b>	the record time to determine holdings for valid participation at the General Meeting, being 6.30 p.m. on 12 July 2024.

## VIRTUAL MEETING GUIDE

### Accessing the meeting virtually

**Note that any Shareholder that attends the General Meeting via the Virtual Meeting Platform will not be eligible to receive the Voting Fee in respect of the relevant Preference Shares.**

Visit <https://web.lumiagm.com/117975528> on your smartphone, tablet or computer.

You will then be required to enter your:

- Shareholder Reference Number (SRN)
- PIN (the first two and the last two digits of your SRN)

Access will be available one hour prior to the start of the meeting. If you experience any difficulties, please contact Equiniti by emailing [hybrid.help@equiniti.com](mailto:hybrid.help@equiniti.com) stating your full name and postcode.

You will need the latest version of Chrome, Safari, Edge or Firefox. Please ensure your browser is compatible. An active internet connection is required at all times to participate in the meeting.

### Home page and broadcast

Once logged in, you will see the home page which contains instructions for using the platform.

At the commencement of the meeting, the live broadcast of the proceedings will be available on the right-hand side of your device.

Click play on the broadcast, ensure that your device is unmuted and the volume is turned up.

### Voting

Once the Chair has formally opened voting, the list of resolutions will automatically appear on your screen. Select the option that corresponds with how you wish to vote.

Once you have selected your vote, the option will change colour and a confirmation message will appear to indicate your vote has been cast and received, there is no submit button.

To vote on all resolutions displayed select the “vote all” option at the top of the screen.

To change your vote, reselect your choice. To cancel your vote, select the “cancel” button. You will be able to do this at any time whilst the poll remains open and before the Chair announces its closure.

### Questions

Written questions can be submitted by selecting the messaging icon from the navigation bar and typing your question into the ‘Ask a question’ box. Click the arrow icon to submit the question.

Copies of questions you have submitted can be viewed by selecting ‘My Messages’.

### Virtual Microphone

If you would like to ask your question verbally, press the ‘Request to speak’ button at the bottom of the broadcast window. If you are watching the broadcast in full screen mode, this button is found at the top of the window.

Follow the on-screen instructions to join in the queue.

### Documents

Meeting documentation can be found within the documents tab in the navigation bar.

Documents can be read within the platform or downloaded to your device in pdf format.

### Appointed proxies and corporate representatives

If you plan to participate in the meeting as a proxy or corporate representative, please contact our registrar Equiniti by emailing [hybrid.help@equiniti.com](mailto:hybrid.help@equiniti.com). Your unique SRN and PIN, which are required to access the meeting, will be provided once a valid proxy appointment or letter of representation has been received.

To avoid delay accessing the meeting, contact should be made at least 24 hours prior to the meeting date and time.

Mailboxes are monitored 9.00 a.m. to 5.00 p.m. Monday to Friday (excluding public holidays in England & Wales).