

WRITTEN RESOLUTION

Company No. 02339826

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTIONS IN WRITING

of

RSA INSURANCE GROUP LIMITED (the "Company")

We, being all the eligible members who at the circulation date of this resolution would have been entitled to vote on the resolution, RESOLVE, in accordance with Chapter 2, Part 13 of the Companies Act 2006, to pass the following resolutions which have been proposed, in the case of resolution 1, as a special resolution, and in the case of resolution 2, as an ordinary resolution:

SPECIAL RESOLUTION

- 1) THAT, notwithstanding any provisions to the contrary contained in the Articles of Association, the directors of the Company be authorised to pay a dividend up to an aggregate amount of up to £ 2,500,000 to any holders of the Company's £125,000,000 7.375 per cent. cumulative irredeemable preference shares on such terms and with such record time (if any) as they see fit.

ORDINARY RESOLUTION

- 2) THAT, in substitution for all existing authorities, the directors be generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £ 1 such authorities to expire on the date which is five years from the date of the passing of this resolution but so that the Company may make offers and enter into agreements before the authority expires which would, or might, require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after the authority expires and the directors may allot shares or grant such rights under any such offer or agreement as if the authority had not expired.



Signed _____

Print name: Louis Marcotte

For and on behalf of 2283485 Alberta Ltd

Dated: 12 June 2024

1. The circulation date of these resolutions is 12 June 2024. These resolutions have been sent to eligible members who would have been entitled to vote on the resolutions on this date. Only such eligible members (or persons duly authorised on their behalf) should sign these resolutions.
2. An eligible member can signify his, her or its agreement to the resolutions by signing the resolutions and by either delivering a copy of the signed resolutions to the Company Secretary by hand or by sending a copy of the signed resolutions in hard copy form by post to the Company Secretary or by email to jonathan.cope@uk.rsagroup.com. An eligible member can also signify his, her or its agreement to the resolutions by sending an email from his, her or its email address held by the company for such purposes to the Company Secretary at jonathan.cope@uk.rsagroup.com identifying the resolutions and indicating his, her or its agreement to such resolutions.
3. These resolutions must be passed within 14 days of the date of its circulation. If these resolutions are not passed by such date they will lapse. The agreement of a member to these resolutions is ineffective if signified after this date.
4. A copy of these resolution have been sent to the auditors.