

Company No. 02339826

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

of

RSA INSURANCE GROUP LIMITED

At a general meeting of the Company held at the offices of Clifford Chance LLP at 10 Upper Bank Street, London, E14 5JJ on 16 July 2024 the following resolutions were passed as special resolutions:

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.

Jonathan Cope

Secretary