

Company No. 00093792

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

of

ROYAL & SUN ALLIANCE INSURANCE PLC (the "Company")

At a GENERAL MEETING of the Company held at 20 Fenchurch Street, London, EC3M 3AU on 1 June 2021 the following resolution was passed by the sole shareholder of the Company, Royal Insurance Holdings Limited, as a special resolution:

SPECIAL RESOLUTIONS

1. THAT:

- (a) the name of the Company be changed to Royal & Sun Alliance Insurance Limited;
- (b) pursuant to section 97(1)(a) of the Companies Act 2006, the Company be re-registered as a private company;
- (c) with effect from the Company's re-registration as a private limited company and in substitution for all previous authorities conferred on the directors in accordance with section 80 of the Companies Act 1985 or section 551 of the Companies Act 2006, the directors be given the powers to allot shares in the Company or to grant rights to subscribe for or to convert any security into such shares in the Company under section 550 of the Companies Act 2006;
- (d) with effect from the Company's re-registration as a private limited company, the directors be given authority to authorise matters giving rise to an actual or potential conflict for the purposes of section 175 of the Companies Act 2006; and
- (e) pursuant to section 97(3)(b) of the Act, the articles of association produced to the meeting be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association.

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Signed _____

Name: Scott Egan

Director, Royal & Sun Alliance Insurance PLC