

Company No.: 00100097

THE COMPANIES ACT 2006

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PRIVATE COMPANY LIMITED BY SHARES

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RESOLUTIONS IN WRITING

of

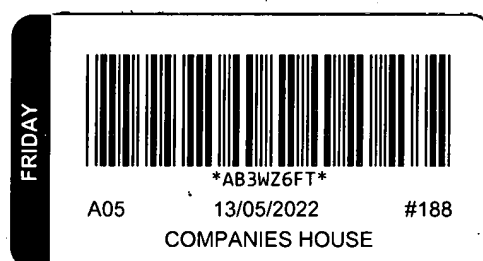
**ROYAL & SUN ALLIANCE REINSURANCE LIMITED (the "Company")**

We, being members of the Company representing not less than 75% of total voting rights of the Company at the circulation date of this resolution, **RESOLVE**, in accordance with Chapter 2, Part 13 of the Companies Act 2006 to pass the following resolution which has been proposed as a special resolution:

**SPECIAL RESOLUTION**

**THAT** the articles of association attached at Annex 1 to this resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association.

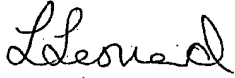
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## NOTES:

1. The circulation date of these resolutions is 31 March 2022. 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 Jonathan Cope by hand or by e mail to [jonathan.cope@uk.rsagroup.com](mailto:jonathan.cope@uk.rsagroup.com). An eligible member can also signify his/her or its agreement to the resolutions by sending an e mail from his/her or its e mail address held by the company for such purposes to Jonathan Cope at [jonathan.cope@uk.rsagroup.com](mailto:jonathan.cope@uk.rsagroup.com) identifying the resolutions and indicating his/her agreement to such resolutions.
3. These resolutions must be passed within 28 days of the date hereof. 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 resolutions has been sent to the auditors.

Signed

A handwritten signature in black ink, appearing to read 'L. Leoued', is written above the 'Signed' label.

Name:

For and on behalf of Royal & Sun Alliance Reinsurance Limited

Date: 31 March 2022

**ANNEX 1**  
*Revised Articles of Association*