

A PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

Sun Alliance and London Insurance Limited

Company Number: 00638918

(the "Company")

**PROPOSED BY THE BOARD OF DIRECTORS OF THE COMPANY IN ACCORDANCE WITH
SECTION 291 OF THE COMPANIES ACT 2006**

SPECIAL RESOLUTION

1. That the Company's share capital be reduced to £1 by (i) cancelling and extinguishing the amount standing to the credit of the Company's share premium account as at the date on which this resolution is passed and (ii) reducing the nominal value of each of the Company's ordinary shares by £0.2499999988 per share to £0.0000000012 per share (each as rounded to the 10th decimal place).

ORDINARY RESOLUTION

2. That the Company declare a cash dividend of £644,725,228.64, which has been recommended by the Company's board of directors, conditional upon Resolution 1 becoming effective.

By order of the board:



Director/Secretary

18/12/2019

Date

THURSDAY



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19/12/2019
COMPANIES HOUSE

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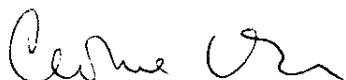
INFORMATION REQUIRED TO COMPLY WITH SECTION 291(4) COMPANIES ACT 2006

1. Eligible members are the members who would have been entitled to vote on the resolution on the circulation date of the written resolution.
2. The circulation date of the written resolution is 18/12/19 (the "Circulation Date").
3. The procedure for signifying agreement by eligible members to a written resolution is as follows:
 - (A) a member signifies his/her/its agreement to a proposed written resolution when the Company receives from him/her/it (or someone acting on his/her/its behalf) an authenticated document –
 - (i) identifying the resolution to which it relates, and
 - (ii) indicating his/her/its agreement to the resolution;
 - (B) the document must be sent to the Company in hard copy form or in electronic form;
 - (C) a member's agreement to a written resolution, once signified, may not be revoked; and
 - (D) a written resolution is passed when the required majority of eligible members have signified their agreement to it.
4. Generally the period for agreeing to a written resolution before it lapses is the period of 28 days beginning with the Circulation Date (see section 297 Companies Act 2006). However, eligible members should signify their agreement to the written resolution within 15 days of the Circulation Date. This is because additional stricter rules apply to a written resolution for reducing share capital. Such a resolution will not be effective unless it is supported by a solvency statement made not more than 15 days before the date on which resolution is agreed to (see sections 641(1)(a) and 642(1)(a) Companies Act 2006).

AGREEMENT BY ELIGIBLE MEMBER TO WRITTEN RESOLUTIONS

We, being the eligible member of the Company:

1. confirm that we have received a copy of the above written resolution in accordance with section 291 of the Companies Act 2006; and
2. hereby resolve and agree that the above resolution be passed as a written resolution pursuant to section 288 of the Companies Act 2006 and that resolution 1 shall take effect as a *special resolution* and resolution 2 shall take effect as an *ordinary resolution*.



Royal & Sun Alliance Insurance plc

18/12/19

Date