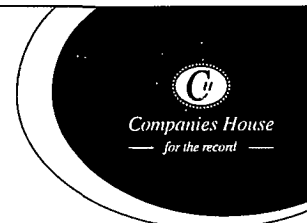


SH01

Return of allotment of shares



You can use the WebFiling service to file this form online.
Please go to www.companieshouse.gov.uk

☒ **What this form is for**
You may use this form to give
notice of shares allotted following
incorporation.

☐ **What this form is NOT for**
You cannot use this form to give
notice of shares taken by subs
on formation of the company
for an allotment of a new clas
shares by an unlimited compa

FRIDAY



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22/05/2015

#206

COMPANIES HOUSE

1 Company details	
Company number	0 2 3 3 9 8 2 6
Company name in full	RSA INSURANCE GROUP PLC
→ Filling in this form Please complete in typescript or in bold black capitals. All fields are mandatory unless specified or indicated by *	

2 Allotment dates ①	
From Date	d 1 d 1 m 0 m 5 y 2 y 0 y 1 y 5
To Date	d d m m y y y y
① Allotment date If all shares were allotted on the same day enter that date in the 'from date' box. If shares were allotted over a period of time, complete both 'from date' and 'to date' boxes.	

3 Shares allotted					
Please give details of the shares allotted, including bonus shares. (Please use a continuation page if necessary.)					
② Currency If currency details are not completed we will assume currency is in pound sterling.					
Class of shares (E.g. Ordinary/Preference etc.)	Currency ②	Number of shares allotted	Nominal value of each share	Amount paid (including share premium) on each share	Amount (if any) unpaid (including share premium) on each share
Ordinary	GBP	3413	£1	£4.2310	

If the allotted shares are fully or partly paid up otherwise than in cash, please state the consideration for which the shares were allotted.		Continuation page Please use a continuation page if necessary.
Details of non-cash consideration. If a PLC, please attach valuation report (if appropriate)		

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Return of allotment of shares

Statement of capital

Section 4 (also Section 5 and Section 6, if appropriate) should reflect the company's issued capital at the date of this return.

4 Statement of capital (Share capital in pound sterling (£))

Please complete the table below to show each class of shares held in pound sterling. If all your issued capital is in sterling, only complete Section 4 and then go to Section 7.

Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Ordinary £1	£2.0580		1,016,766,763	£ 1,016,766,763
Preference £1	£1		125,000,000	£ 125,000,000
				£
				£
Totals			1,141,766,763	£ 1,141,766,763

5 Statement of capital (Share capital in other currencies)

Please complete the table below to show any class of shares held in other currencies.
Please complete a separate table for each currency.

Currency				
Class of shares (E.g. Ordinary / Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Totals				

Currency				
Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Totals				

6 Statement of capital (Totals)

Please give the total number of shares and total aggregate nominal value of issued share capital.

Total number of shares	
Total aggregate nominal value ④	

④ Total aggregate nominal value
Please list total aggregate values in different currencies separately. For example: £100 + €100 + \$10 etc.

① Including both the nominal value and any share premium.

② E.g. Number of shares issued multiplied by nominal value of each share.

③ Total number of issued shares in this class.

Continuation Pages
Please use a Statement of Capital continuation page if necessary.

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Return of allotment of shares

7

Statement of capital (Prescribed particulars of rights attached to shares)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in Section 4 and Section 5 .	
Class of share	ORDINARY SHARES
Prescribed particulars ①	Each member holding an Ordinary Share shall: i) be entitled to vote on all matters at a general meeting of the Company; ii) be entitled to receive dividend payments in accordance with the number of shares held; and iii) have the right to participate in any distribution of capital of the Company including on a winding up of the Company.
Class of share	PREFERENCE SHARES
Prescribed particulars ①	The Preference Shares shall rank pari passu with each other but otherwise shall have the rights and be subject to the limitations and restrictions set out in this Article 4 as well as such further rights, limitations and restrictions (not being inconsistent with those set out in this Article 4) as may be determined by the Directors prior to allotment:- (please see continuation sheet)
Class of share	
Prescribed particulars ①	

① Prescribed particulars of rights attached to shares

The particulars are:

- a particulars of any voting rights, including rights that arise only in certain circumstances;
- b particulars of any rights, as respects dividends, to participate in a distribution;
- c particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares.

A separate table must be used for each class of share.

Continuation page

Please use a Statement of Capital continuation page if necessary.

8

Signature

I am signing this form on behalf of the company.

Signature

Signature

X  Deputy Group Company Secretary X

This form may be signed by:

Director ②, Secretary, Person authorised ②, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.

② Societas Europaea

If the form is being filed on behalf of a Societas Europaea (SE) please delete 'director' and insert details of which organ of the SE the person signing has membership.

③ Person authorised

Under either section 270 or 274 of the Companies Act 2006.

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Return of allotment of shares



Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name Sophie Ashton

Company name Group Secretariat, RSA Insurance

Group plc

Address 20 Fenchurch Street

Post town London

County/Region

Postcode E C 3 M 3 A U

Country United Kingdom

DX

Telephone 02071111953



Checklist

We may return the forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ The company name and number match the information held on the public Register.
- ☐ You have shown the date(s) of allotment in section 2.
- ☐ You have completed all appropriate share details in section 3.
- ☐ You have completed the appropriate sections of the Statement of Capital.
- ☐ You have signed the form.



Important information

Please note that all information on this form will appear on the public record.



Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

For companies registered in England and Wales:
The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ.
DX 33050 Cardiff.

For companies registered in Scotland:
The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post).

For companies registered in Northern Ireland:
The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG.
DX 481 N.R. Belfast 1.



Further information

For further information please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

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Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	PREFERENCE SHARES	
Prescribed particulars	Income The holders of the Preference Shares shall be entitled, in priority to any payment of dividend to the holders of any other class of shares, a cumulative (or, if the Directors so determine prior to allotment thereof, non-cumulative) preferential dividend payable at such rate (which may be fixed, variable or floating or to be determined by a specified procedure, mechanism or formula) and on such date or dates and on such other terms and conditions as may be determined by the Directors prior to allotment thereof. Capital	
	(i) On a return of capital on a winding-up, the holders of the Preference Shares shall be entitled to receive an amount per Preference Share equal to the nominal amount of a Preference Share together with (a) such premium (if any) as may be determined by the Directors (or by a procedure, mechanism or formula determined by the Directors) prior to the allotment thereof and (b) all arrears and accruals (if any) of the dividend payable thereon, whether or not such dividend has been earned or has become due and payable, to be calculated up to and including the day of the commencement of the winding-up. (ii) On a return of capital (otherwise than on a winding-up or on a redemption or purchase by the Company of shares of any class), the holders of the Preference Shares shall be entitled to receive an amount per Preference Share equal to the nominal amount of a Preference Share together with (a) such premium (if any) as may be determined by the Directors (or by a procedure, mechanism or formula determined by the Directors) prior to the allotment thereof and (b) all arrears and accruals (if any) of the dividend payable thereon, whether or not such dividend has been earned or has become due and payable, to be calculated up to and including the day of the return of capital. (iii) The Preference Shares shall rank on a winding-up in priority to all other shares of the Company from time to time in issue. Voting and General Meetings (i) The holders of the Preference Shares shall have the right to vote at a General Meeting of the Company only:- (A) if and when, at the date of the notice convening such meeting, the preferential dividend on such shares for the dividend payment period immediately prior to the issue of the notice convening the relevant meeting is in arrears or if any arrears or deficiency of dividend in respect of any preceding dividend payment period has not been paid in full; or	

SH01 - continuation page

Return of allotment of shares

7 Statement of capital (Prescribed particulars of rights attached to shares)

Class of share	PREFERENCE SHARES	
Prescribed particulars	(B) if a resolution is to be proposed abrogating, varying or modifying any of the rights or privileges of the holders of the Preference Shares or for the winding-up of the Company or for the reduction of capital of the Company (otherwise than on a redemption or purchase of shares), in which case they shall only be entitled to vote on such resolution; or (C) in such other circumstances, and upon and subject to such terms, as the Directors may determine prior to the allotment of such Preference Shares.	
	(ii) Whenever the holders of the Preference Shares are entitled to vote at a General Meeting of the Company every holder shall have one vote in respect of each complete £1 in nominal amount of Preference Shares registered in the name of such holder or such other entitlement to vote as may be determined by the Directors prior to allotment. Purchase (i) Subject to the Statutes, the Company may at any time purchase any Preference Shares upon such terms as the Directors shall determine. (ii) Following the purchase of any Preference Shares the nominal amount of such shares comprised in the capital of the Company may be divided by resolution of the Directors into, or reclassified as, shares of any other class in the capital of the Company without any further resolution or consent. Further issues (i) Save with such consent or sanction on the part of the holders of the Preference Shares the Directors shall not authorise or create, or increase the amount of, any shares of any class, or any securities convertible into any shares of any class, ranking as regards participation in the profits or assets of the Company in priority to the Preference Shares. (ii) Subject to the provisions of sub-paragraph (iii) below, the rights attached to any Preference Shares allotted or in issue shall (unless otherwise provided by their terms of issue) be deemed not to be varied by the allotment or issue of any further preference shares ("Further Preference Shares") ranking as regards participation in the profits and assets of the Company pari passu with (but not in priority to) the Preference Shares. Any Further Preference Shares may either carry rights and restrictions as regards participation in the profits and assets of the Company which are identical in all respects with those attaching to the Preference Shares or any other series of Further Preference Shares or carry rights and restrictions differing therefrom in any respect.	

SH01 - continuation page

Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	PREFERENCE SHARES	
Prescribed particulars	(iii) The rights attached to any Preference Shares allotted or in issue shall (unless otherwise provided by their terms of issue) be deemed to be varied by the allotment or issue of Further Preference Shares where at the date of the allotment of such Further Preference Shares (the "Relevant Date"), the aggregate of the nominal amount (together with any premium paid or payable on issue) of the Preference Shares, and of any other shares ranking pari passu with or in priority to the Preference Shares allotted or in issue on the Relevant Date and, immediately following such issue, of the Further Preference Shares exceeds such amount as may be determined by the Directors (or by a procedure, mechanism or formula determined by the Directors) prior to the allotment of the relevant Preference Shares.	
	Restrictions on the Company Save with the consent of the holders of the Preference Shares, the Directors shall not capitalise any part of the profits of the Company available for distribution or purchase or redeem any shares in the Company if either (i) the preferential dividend on the Preference Shares for the dividend payment period immediately prior to the date of the proposed capitalisation, purchase or redemption is in arrears or it, and any arrears or deficiency of dividend in respect of any preceding dividend payment periods has not been paid in full or (ii) after such capitalisation, purchase or redemption the amount of the profits of the Company available for distribution would be less than the amount produced by applying, to the aggregate amount of the annual dividends (exclusive of any associated tax shares then in issue ranking as regards dividends pari passu with or in priority to the Preference Shares, such multiple or other formula as may be determined by the Directors prior to allotment.	