

**G****Return of allotments of Shares****Pursuant to section 88(2) of the  
Companies Act 1985 (the Act)****88(2)****To the Registrar of Companies****Company Number****(REVISED 1988)**  
This form replaces forms  
PUC2, PUC3 and 88(2)

1. Name of company

2395376

Royal &amp; Sun Alliance Insurance Finance Limited

2. This section must be completed for all allotments

| Description of Shares   | Ordinary (£1) |  |  |
|---|---------------|--|--|
| <b>A</b> Number allotted  | 1,400,000     |  |  |
| <b>B</b> Nominal value of each  | £ 1.00        |  |  |
| <b>C</b> Total amount (if any) paid or<br>due and payable on each share<br>(including premium if any) | £ 1.00        |  |  |

Date(s) on which shares were allotted

from 05 October 1998 to 05 October 1998

The names and addresses of the allottees and the number of shares allotted  
to each should be given overleaf3. If the allotment is wholly or partly other than for cash the following  
information must be given (see notes 2 & 3)

|  |  |  |  |
|--|--|--|--|
| <b>D</b> Extent to which each share is<br>to be treated as paid up (%) |  |  |  |
| <b>E</b> Consideration for which the shares were allotted              |  |  |  |

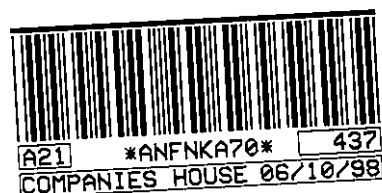
**NOTES**

1. This form should be delivered to the Registrar of Companies within one month of the (first) date of allotment.
2. If the allotment is wholly or partly other than for cash, the company must deliver to the registrar a return containing the information at D & E. The company may deliver this information by completing D & E and the delivery of the information must be accompanied by the duly stamped contract required by section 88(2)(b) of the Act or by the duly stamped prescribed particulars required by section 88(3) (Form No 88(3)).
3. Details of bonus issues should be included only in section 2.

Presenter's name, address,  
telephone number and  
reference (if any):**CHAPP**CORPORATE SECRETARIAL DEPARTMENT,  
ROYAL & SUN ALLIANCE INSURANCE, 1  
BARTHOLOMEW LANE, LONDON, EC2N 2AB

0171-826 1496

For official use

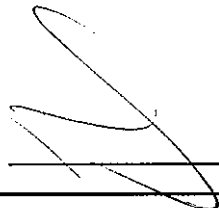


## Names and addresses of the allottees

| Names and Addresses   | Number of shares allotted |            |       |
|---|---------------------------|------------|-------|
|   | Ordinary                  | Preference | Other |
| ROYAL & SUN ALLIANCE INSURANCE GROUP PLC<br>1 BARTHOLOMEW LANE, LONDON, EC2N 2AB, ENGLAND | 1,400,000                 |            |       |
|   |                           |            |       |
|   |                           |            |       |
|   |                           |            |       |
|   |                           |            |       |
|   |                           |            |       |
|   |                           |            |       |
|   |                           |            |       |
|   |                           |            |       |
| TOTAL   | 1,400,000                 |            |       |

Where the space given on this form is inadequate,  
continuation sheets should be used and the number of  
sheets attached should be indicated in the box opposite

Signed



Designation

Secretary

Date

5.10.1998