

RSA Insurance Group plc

Results of Annual General Meeting

5 May 2017

RSA Insurance Group plc (the “**Company**”) held its Annual General Meeting for shareholders at 11.00am today. All resolutions were put to the meeting on a poll.

The issued share capital as at 5 May 2017 was 1,020,283,366.

The total number of votes received for each resolution is as follows:

Resolution	For	% of votes cast	Against	% of votes cast	Votes cast as % of Issued Share Capital	Votes Withheld ¹
1. To receive the 2016 Annual Report and Accounts	741,247,357	99.99	38,350	0.01	72.65%	403,405
2. To approve the Directors’ Remuneration Policy	734,627,246	99.07	6,903,843	0.93	72.68%	158,023
3. To approve the Directors’ Remuneration Report	732,499,680	98.78	9,024,286	1.22	72.68%	165,146
4. To approve a final dividend	741,292,391	99.96	324,819	0.04	72.69%	71,872
5. To re-elect Martin Scicluna as a Director	653,347,705	97.31	18,075,584	2.69	65.81%	70,265,823
6. To re-elect Stephen Hester as a Director	741,294,945	99.96	288,937	0.04	72.68%	105,230
7. To re-elect Scott Egan as a Director	740,225,947	99.83	1,228,029	0.17	72.67%	235,136
8. To re-elect Alastair Barbour as a Director	682,413,875	92.70	53,721,423	7.30	72.15%	5,553,814
9. To re-elect Kath Cates as a Director	739,146,420	99.69	2,327,451	0.31	72.67%	215,241
10. To re-elect Enrico Cucchiani as a Director	740,858,633	99.92	585,520	0.08	72.67%	244,959
11. To elect Isabel Hudson as a Director	741,416,590	99.98	157,885	0.02	72.68%	114,637
12. To re-elect Hugh Mitchell as a Director	737,088,143	99.40	4,470,808	0.60	72.68%	130,161
13. To re-elect Joseph Streppel as a Director	741,186,668	99.95	368,541	0.05	72.68%	133,903
14. To re-elect Martin Strobel as a Director	741,278,014	99.96	281,136	0.04	72.68%	129,962
15. To re-appoint KPMG LLP as the auditor	741,116,916	99.94	473,167	0.06	72.68%	97,347
16. To determine the auditor’s remuneration	741,450,532	99.98	123,344	0.02	72.68%	113,554
17. To authorise political donations	719,509,852	97.47	18,662,054	2.53	72.35%	3,515,524
18. To permit the Directors to allot further shares	715,326,611	96.93	22,652,202	3.07	72.33%	3,708,617
19. To give general authority for disapplication of pre-emption rights under resolution 18	736,672,017	99.66	2,547,637	0.34	72.45%	2,467,776
20. To give additional authority for disapplication of pre-emption rights under resolution 18 for the purpose of acquisition or capital investment	726,512,256	98.28	12,710,475	1.72	72.45%	2,464,641

21. To give authority to allot new ordinary shares in relation to an issue of mandatory convertible securities	729,863,617	99.21	5,818,543	0.79	72.11%	6,005,212
22. To give authority to allot equity securities for cash under the authority given under resolution 21	717,941,407	97.59	17,747,552	2.41	72.11%	5,998,413
23. To give authority for the Company to buy back up to 10% of issued ordinary shares	736,882,421	99.37	4,659,460	0.63	72.68%	145,491
24. To approve the notice period for general meetings	700,545,382	94.90	37,674,960	5.10	72.35%	3,467,030

Notes

¹ A vote withheld is not a vote in law and is not counted in the calculation of the votes for or against a resolution.

In accordance with Listing Rule 9.6.2, a copy of all resolutions passed other than resolutions concerning ordinary business will shortly be submitted to the UK Listing Authority via the National Storage Mechanism and will be available for inspection at www.morningstar.co.uk/uk/nsm.

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