



**You may be required to take  
action in respect of this letter.**

**If you have any questions please  
visit our website  
[www.transfers.rsagroup.com](http://www.transfers.rsagroup.com) or  
call us on 0845 600 9044 (UK) or  
00 44 121 415 0211 (overseas)**

[•] August 2011

Dear Sir/Madam

## SIMPLIFYING OUR STRUCTURE

### Introduction

As part of an internal restructuring of RSA Group's insurance operations in the United Kingdom, general insurance and reinsurance business (the "**Transferring Business**") of certain RSA Group companies and PA(GI) Limited ("**PAGI**") (a former RSA Group company) (together, the "**Transferors**") will be transferred to Royal & Sun Alliance Insurance plc ("**RSAI**") and/or The Marine Insurance Company Limited ("**Marine**") and/or Sun Insurance Office Limited ("**Sun**") (together, the "**Transferees**").

The proposed transfers are being undertaken as part of a programme to simplify the administration of the RSA Group's UK insurance business and its UK group structure and in preparation for the implementation of new European rules on insurance regulation which are expected to come into force in 2013.

The proposed transfers will be effected through a number of related insurance business transfers (together, the "**Transfers**" or "**Schemes**") using the insurance business transfer provisions of Part VII of the Financial Services and Markets Act 2000 ("**FSMA**").

In order for each Transfer to become effective, the High Court of Justice of England and Wales (the "**Court**") must sanction each Transfer. The Court hearing for this purpose is expected to take place on 12 December 2011 and it is proposed that the Transfers will take effect on 1 January 2012 (the "**Effective Date**"). At the hearing, the Court will also be asked to transfer the benefit of all reinsurance associated with the relevant Transferring Business to the relevant Transferee.

**Why are we writing to you?**

This letter is being sent to you because we believe that you placed or might have placed business with, or wrote or might have written business on behalf of, one or more of the Transferors that is to be transferred to one or more of the Transferees.

Therefore, you may have clients whose policies or contracts will be transferred to one or more of the Transferees under the Transfers and who may not have received notice of the Transfers from us.

**How do the Transfers affect you?**

The Transfers will not change any existing broking arrangements, nor will they change any existing arrangements for your clients' policies that will be transferred.

**What do you need to do?**

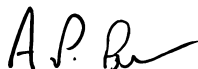
We enclose with this letter a copy of the letters we have sent to policyholders and reinsurers which provide more information about the Transfers. We request that you notify any of your clients whom you believe may be affected by any of the Transfers and send a copy of the relevant enclosures to them. Alternatively, please supply the contact details of all such persons to us and we will notify them directly.

We should be grateful if you would keep a record of the number of policyholders you notify and advise us of this and any responses you receive by emailing us on [RSAtransfers@gcc.rsagroup.com](mailto:RSAtransfers@gcc.rsagroup.com), by no later than 31 October 2011. Should you receive any responses from policyholders after 31 October 2011, we would be grateful if you could inform us at your earliest convenience.

**Further Information**

If you would like any further information or have any comments or queries about any of the Transfers, you can contact us by email on [RSAtransfers@Equiniti.com](mailto:RSAtransfers@Equiniti.com), in writing at RSA Transfers, Royal & Sun Alliance Insurance plc, One Plantation Place, 30 Fenchurch Street, London EC3M 3BD or by calling the Transfers helpline 0845 600 9044 (from the UK) or 00 44 121 415 0211 (from overseas).

Yours faithfully



Adrian Brown  
Chief Executive UK