

Group Secretariat

Group Nomination Committee Terms of Reference

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RSA Insurance Group plc
One Plantation Place, 9th Floor
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RSA Insurance Group plc

GROUP NOMINATION COMMITTEE - TERMS OF REFERENCE

1. Definitions

Board	The board of directors of the Company
Committee	The Group Nomination Committee of the Company
Company	RSA Insurance Group plc
Group	The RSA Insurance Group plc group of companies

2. Principal Function

The Committee is responsible for managing the process to advise and make recommendations to the Board on matters relating to the Board's membership and related appointments.

3. Membership and procedures

- 3.1 The Committee shall be appointed by the Board and shall comprise a Chairman and at least two other members who are independent Non-Executive Directors.
- 3.2 All Non-Executive Directors and the Group Chief Executive would be involved in interviewing any potential new non-executives before a recommendation is made to the Board on a particular candidate or candidates.
- 3.3 The Board shall appoint the Committee Chairman and determine the period for which they shall hold office. The Committee Chairman should be either the Chairman of the Board or an independent Non-Executive Director. The Chairman of the Board shall not chair the Committee when it is dealing with the process regarding the appointment of his successor.
- 3.4 In the absence of the Committee Chairman, the remaining members present shall elect one of their number to chair the meeting, who may be a member of the Committee or the Senior Independent Director.
- 3.5 No one other than the Committee members shall be entitled to attend the Committee meetings. The Committee may invite any directors or other executives of the Group or external professional advisers to attend meetings.

4. Secretary

The General Counsel and Group Company Secretary or his duly appointed nominee shall act as Secretary to the Committee.

5. Quorum

- 5.1 The quorum necessary for the transaction of business shall be two members of the Committee.

- 5.2 A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise any or all of the authorities, powers and discretions vested in or exercisable by the Committee.
- 5.3 The Committee may meet for the despatch of business, adjourn and otherwise regulate meetings as they think fit. Without prejudice to the foregoing, all members of the Committee may participate in a meeting of the Committee by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other. A member of the Committee so participating shall be deemed to be present in person at the meeting and shall be entitled to fully participate and be counted in the quorum accordingly.

6. Frequency of meetings

- 6.1 Meetings of the Committee shall be held at least once a year and at such times as the Chairman of the Committee considers necessary or appropriate.

7. Minutes of meetings

- 7.1 The Secretary shall minute the proceedings and decisions of all Committee meetings. Minutes of Committee meetings shall be circulated promptly to the Committee Chairman and, once agreed, to all members of the Committee for approval. The Chairman of the Committee shall decide if it is appropriate that the full minutes of meetings be circulated to the rest of the Board, or appropriately redacted.

8. Responsibilities

- 8.1 The Chairman of the Committee shall attend the Annual General Meeting prepared to respond to any shareholder queries on the Committee's activities and responsibilities.
- 8.2 The Committee shall:
- (A) keep under review:
 - (i) the capabilities required by the Board and set out a timetable for any proposed changes to the Board;
 - (ii) the leadership needs of the organisation and, in consultation with the Remuneration Committee, ensure the continued ability of the organisation to compete effectively in the marketplace and attract and retain key people;
 - (B) satisfy itself with regard to succession planning for the Board, that the processes and plans are in place with regard to Board and nominated senior executive appointments;
 - (C) manage the process of identifying potential Board appointees, seeking advice from external advisers as appropriate for recommending candidates for assessment by the Board as a whole; and

- (D) assess and ensure the time commitment to adequately fulfil the role of Chairman of the Board, Committee Chairmen, Senior Independent Director or Non-Executive Director is advised and made available.

8.3 The Committee shall also make recommendations to the Board in relation to:

- (A) the re-appointment of any Non-Executive Director at the conclusion of his or her specified term of office;
- (B) the re-election by shareholders of any Director under the 'retirement by rotation' provision in section 106 of the Company's Articles of Association; and
- (C) in general, any matters concerning the continuation in office of any director at any time;

9. Authority

The Committee is authorised by the Board to:

- 9.1 seek any information it reasonably requires in order to effectively perform its duties;
- 9.2 obtain, at the Company's expense, external independent legal or other professional advice on matters considered to be within its terms of reference; and
- 9.3 recommend to the Board any recruitment consultants to be used to select Board candidates, including authority to approve their fees and other retention terms.

Approved by the Board on 29 March 2011

