

STATEMENT REGARDING REMUNERATION CONSULTANTS

This document is the statement required by Provision B.2.1 of the June 2008 edition of the Combined Code.

1. The Remuneration Committee of the Board of directors of RSA Insurance Group plc (the “Committee”) obtains its principal advice from Towers Perrin as its remuneration consultants.
2. Towers Perrin has no other connection with RSA Insurance Group plc other than in the provision of advice on executive and employee remuneration.
3. Towers Perrin advises the Committee directly on matters within the Committee’s terms of reference on which the Committee chooses to consult Towers Perrin.
4. Towers Perrin also advises the Company generally on all aspects of executive and employee remuneration, typically on the implementation of executive remuneration schemes. Such advice is usually provided through Group Human Resources.
5. Towers Perrin advises the Board of directors of RSA Insurance Group plc (or those directors charged by the Board to make recommendations) from time to time on the remuneration of Non-Executive directors, including the Chairman.

January 2009