



RSA Insurance Group plc  
(Registered in England and Wales under number 2339826)

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# NOTICE OF THE 2011 ANNUAL GENERAL MEETING

Monday, 23 May 2011 at 11.00am

The Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London SW1P 3EE

Your attention is drawn to the letter from the Chairman of RSA Insurance Group plc (the 'Company') which is set out on pages 2 and 3 of this document, which recommends you vote in favour of the resolutions to be proposed at the 2011 Annual General Meeting (the 'AGM').

Notice of the AGM to be held at The Queen Elizabeth II Conference Centre on Monday, 23 May 2011 at 11.00am is set out on pages 4 to 8 of this document. Shareholders will also find enclosed with this document a proxy form for use in connection with the AGM.

If you are unable to attend the AGM, please complete and submit a proxy form in accordance with the instructions printed on the enclosed proxy form. Completion and return of a proxy form will not preclude shareholders from attending and voting at the AGM should they choose to do so. The proxy form must be received by our registrars, Equiniti, no later than 11.00am on Thursday, 19 May 2011, being 48 hours before the time appointed for the AGM (note: non-working days have not been included in calculating this deadline in accordance with the Company's Articles of Association (Article 70(C)). Further instructions relating to the proxy form are set out on page 9 of this document.

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should seek your own advice from your independent financial adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all of your shares in RSA Insurance Group plc, please pass this Notice of the 2011 Annual General Meeting together with the accompanying documents to the purchaser or transferee, or to the stockbroker or other agent through whom the sale or transfer was effected, so they can pass these documents to the person who now holds the shares.



RSA Insurance Group plc  
9th Floor, One Plantation Place  
30 Fenchurch Street  
London  
EC3M 3BD

22 March 2011

Dear Shareholder,

### **NOTICE OF THE 2011 ANNUAL GENERAL MEETING**

I am writing to you with details of our AGM which we are holding at The Queen Elizabeth II Conference Centre on Monday, 23 May 2011 at 11.00am. The formal Notice of AGM is set out on pages 4 to 8 of this document together with explanatory notes on pages 9 to 12.

If you would like to vote on the resolutions but cannot attend the AGM, please complete the proxy form accompanying this document and return it to our registrars, Equiniti, as soon as possible, to arrive no later than 11.00am on Thursday, 19 May 2011. Submitting a proxy form will not prevent you from attending and voting at the AGM.

I encourage you to register your proxy appointment electronically by visiting our registrars' website ([www.sharevote.co.uk](http://www.sharevote.co.uk)) where full details of the procedures are given. The electronic facility is quick and easy to use and reduces costs. Further details on electronic proxy voting can be found in note 6 on page 10 of this document.

### **FINAL DIVIDEND FOR 2010 AND SCRIP DIVIDEND SCHEME**

Shareholders are being asked to approve a final dividend of 5.70 pence per ordinary share for the year ended 31 December 2010. If shareholders approve the recommended final dividend, this will be paid on 3 June 2011 to all ordinary shareholders who were on the register of members on 4 March 2011.

Your Directors are pleased to continue to offer shareholders the option to receive dividends in the form of shares through participation in the Company's scrip dividend scheme (the 'Scheme'). The Scheme applies to both interim and final dividends and enables shareholders to increase their holding in the Company without incurring dealing costs or stamp duty. Those shareholders who have already elected to join the Scheme will not need to take any further action.

Shareholders wishing to join the Scheme for the proposed final dividend for 2010 (and all future dividends) should return a completed mandate form to the Company's registrars, Equiniti, by 5 May 2011. Copies of the mandate form and the scrip dividend booklet may be obtained from Equiniti or from the Company's website [www.rsagroup.com/scripdividend](http://www.rsagroup.com/scripdividend). The relevant contact details for Equiniti can be found in note 13 on page 11 of this document.

## BOARD APPOINTMENTS

On 27 January 2011, RSA were pleased to announce the appointment of Edward Lea as Senior Independent Director.

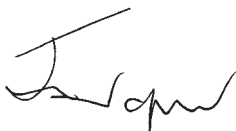
The debate on the question of the annual election of the Chairman and/or Boards has moved on with its incorporation in the UK Corporate Governance Code. This leaves the matter open to a 'comply or explain' process and in practice will take some time to settle. The Board has listened to a wide range of views and comments on this issue. Although under the previous three year rule, no RSA Director would have been eligible for election this year, the Code now contains a recommendation for annual election of the Board. Whilst continuing to have reservations about the wisdom of the annual re-election guideline, we will be contributing to the spirit of the intent of the new guidance by seeking the re-election as Directors of the newly appointed Senior Independent Director and Chairman of the Group Audit Committee, Edward Lea; the Group Chief Executive, Andy Haste; and myself, as Chairman.

Biographical details for each of the Directors offering themselves for re-election can be found on page 4 of this document.

## RECOMMENDATION

Your Board considers that each of the resolutions to be put to the AGM are in the best interests of the Company and its shareholders as a whole and unanimously recommends that you vote in favour of them as we intend to do in respect of our own shareholdings.

Yours faithfully



**John Napier**  
Chairman

# NOTICE OF THE 2011 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of RSA Insurance Group plc will be held at The Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London SW1P 3EE on Monday, 23 May 2011 at 11.00am.

Shareholders will be asked to consider and, if thought fit, to pass the resolutions below. Resolutions 9, 12 and 13 will be proposed as special resolutions. All other resolutions will be proposed as ordinary resolutions.

## 1. To receive the 2010 Annual Report and Accounts

**We will be asking you to vote on the following ordinary resolution:**

THAT the Company's Annual Report and Accounts for the financial year ended 31 December 2010, together with the reports of the Directors and auditor be received.

## 2. To declare a final dividend

**We will be asking you to vote on the following ordinary resolution:**

THAT the final dividend for the year ended 31 December 2010 of 5.70 pence per ordinary share recommended by Directors be authorised for payment on 3 June 2011 to shareholders on the register at the close of business on 4 March 2011.

## 3. To re-elect John Napier as a Director

**We will be asking you to vote on the following ordinary resolution:**

THAT John Napier be re-elected as a Director of the Company.

*The biographical details for John are as follows:*

Age 68. John joined as a Non-Executive Director in January 2003 and became Chairman of the Board and Nomination Committee in March 2003. He is a member of the Investment and Remuneration Committees. John is currently the Chairman of Aegis Group plc (media) and was also interim Chief Executive of Aegis Group plc from December 2008 until May 2010. Previous roles include Chairman of Kelda Group plc (water utility), stepping down after its sale and subsequent de-listing from the London Stock Exchange. He has previously been Chairman of Booker plc (cash and carry) and Managing Director of Hays plc (business services) and AGB Research plc (international market research and information services).

Further notes for resolutions 3, 4 and 5 follow the biographical details in resolution 5.

## 4. To re-elect Andy Haste as a Director

**We will be asking you to vote on the following ordinary resolution:**

THAT Andy Haste be re-elected as a Director of the Company.

*The biographical details for Andy are as follows:*

Age 49. Andy joined the Board as Group Chief Executive in April 2003 and is a member of the Group Executive Team, Investment Committee and Board Risk Committee. He was appointed as a Non-Executive Director of ITV plc (media) in August 2008 and has been a member of the Board of the Association of British Insurers since 2003. Previous roles include Chief Executive of AXA Sun Life plc and Director of AXA UK plc (life and pensions), President and Chief Executive Officer of Global Consumer Finance Europe at GE Capital UK, Western Europe and Eastern Europe (financial services) and President of National Westminster Bank's US Consumer Credit Business (retail banking).

Further notes for resolutions 3, 4 and 5 follow the biographical details in resolution 5.

## 5. To re-elect Edward Lea as a Director

**We will be asking you to vote on the following ordinary resolution:**

THAT Edward Lea be re-elected as a Director of the Company.

*The biographical details for Edward are as follows:*

Age 69. Appointed as a Non-Executive Director in July 2003, Edward was appointed Senior Independent Director on 27 January 2011. He is Chairman of the Group Audit Committee and a member of the Remuneration, Nomination and Investment Committees. Edward is currently a Director of Powertraveller Limited and MacIntyre Care (charity). Previous roles include Director of BUPA and Redbourn Group Limited (property management and investment).

Notes for resolutions 3, 4 and 5: Each Director has stood for re-election within the last two years and therefore under the Articles of Association no Director is obliged to retire and stand for re-election at the 2011 AGM. However, John Napier, Chairman; Andy Haste, Group Chief Executive; and Edward Lea, Chairman of the Group Audit Committee and Senior Independent Director have offered themselves for re-election this year. The Board believes that each of the Directors standing for re-election makes a significant contribution to the work of the Board and brings valuable skills and experience to the Board to assist in its various tasks. The external Board evaluation in 2010 confirmed that the performance of each of the Directors continues to be effective and that they are committed to the role.

## 6. To approve the Directors' Remuneration Report

**We will be asking you to vote on the following ordinary resolution:**

THAT the Directors' Remuneration Report contained in the Annual Report and Accounts for the financial year ended 31 December 2010 be approved.

*Under section 439 of the Companies Act 2006, Directors are required to ask shareholders to vote on the Remuneration Report. Your Directors, who have unanimously endorsed the Remuneration Report, consider that asking shareholders to vote on this report facilitates accountability and transparency.*

## 7. To re-appoint Deloitte LLP as the auditor

**We will be asking you to vote on the following ordinary resolution:**

THAT Deloitte LLP be re-appointed as auditor of the Company until the conclusion of the next AGM of the Company.

*The Company is required to appoint an auditor at each general meeting at which accounts are laid before shareholders. The auditor is usually appointed from the conclusion of an AGM until the conclusion of the following year's AGM.*

## 8. To determine the auditor's remuneration

**We will be asking you to vote on the following ordinary resolution:**

THAT the Directors be authorised to determine the remuneration of the auditor.

## 9. To approve the notice period for general meetings

**We will be asking you to vote on the following special resolution:**

THAT a general meeting, other than an AGM, may be called on not less than 14 clear days' notice.

*This resolution renews the authority that was given at our last AGM. The notice period required by the Companies Act 2006 for general meetings of the Company is 21 clear days unless shareholders approve a shorter notice period, which cannot be less than 14 clear days. AGMs must always be held on at least 21 clear days' notice.*

*At our last AGM, shareholders authorised the calling of general meetings other than an AGM on not less than 14 clear days' notice, and it is proposed that this authority be renewed. The authority granted by resolution 9, if passed, will be effective until the*

*Company's next AGM when it is intended that a similar resolution will be proposed.*

*The flexibility offered by this resolution will be used where, taking into account the circumstances, the Directors consider it is merited by the business of the meeting and is thought to be to the advantage of the Company and shareholders as a whole.*

## 10. To give authority for the Group to make donations to political parties, independent election candidates and political organisations and to incur political expenditure

**We will be asking you to vote on the following ordinary resolution:**

THAT, in accordance with sections 366 and 367 of the Companies Act 2006, the Company and all companies that are its subsidiaries at any time during the period for which this resolution is effective (the Group) are authorised, in aggregate, to:

- (a) make political donations to political parties and/or independent election candidates not exceeding £100,000 in total;
- (b) make political donations to political organisations other than political parties, not exceeding £100,000 in total; and
- (c) incur political expenditure not exceeding £100,000 in total;

(as such terms are defined in sections 363 to 365 of the Companies Act 2006) provided that the aggregate amount of any such donations and expenditure shall not exceed £100,000 during the period beginning with the date of passing this resolution and expiring at the conclusion of the next AGM of the Company or on 30 June 2012, whichever is the earlier.

*This resolution renews the authority that was given at our last AGM. There is a formal Group policy currently in place which prohibits any donations to political parties within the ordinary meaning of those words and the Directors have no intention of using this authority for that purpose. However, the relevant sections of the Companies Act 2006 are very widely drafted. As a result, it is possible that normal business activities such as funding seminars and other functions to which politicians are invited, supporting certain bodies involved in policy review and law reform as well as certain charitable donations may be regarded as political in nature.*

*Accordingly, the Directors have decided to continue to seek shareholder authority for political donations and political expenditure in case any of our normal activities are caught by the legislation. As permitted by the Companies Act 2006, the resolution*

*covers any political donations made, or political expenditure incurred, by any subsidiaries of the Company. The Companies Act 2006 covers three categories: political parties and independent election candidates, political organisations and political expenditure. The Directors have decided to retain the cap of £100,000 per category provided that authorised political donations or political expenditure do not exceed in aggregate £100,000. The authority will expire at the conclusion of the next AGM or on 30 June 2012, whichever is the earlier. The Directors expect to continue to seek to renew this authority at each AGM.*

## II. To permit the Directors to allot further shares

### We will be asking you to vote on the following ordinary resolution:

THAT the Directors of the Company be authorised generally and without conditions, in accordance with section 551 of the Companies Act 2006, to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company:

- (a) up to a nominal amount of £320,667,149 (such amount to be reduced by the nominal amount allotted or granted under paragraph (b) below in excess of such sum); and
- (b) comprising equity securities (as defined in section 560(1) of the Companies Act 2006) up to a nominal amount of £641,334,297 (such amount to be reduced by any allotments or grants made under paragraph (a) above) in connection with an offer by way of a rights issue:
  - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
  - (ii) to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary;

and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and

- (c) comprising preference shares up to a nominal amount of £175,000,000;

such authorities to apply until the conclusion of the next AGM of the Company or, whichever is the earlier, on 30 June 2012 but, in each case, during this period the Company may make

offers and enter into agreements which would, or might, require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after the authority ends and the Directors may allot shares or grant rights to subscribe for or convert securities into shares under any such offer or agreement as if the authority had not ended.

*This resolution renews the authority that was given at our last AGM. Paragraph (a) of this resolution would give the Directors the authority to allot ordinary shares or rights to subscribe for or convert securities into ordinary shares up to an aggregate nominal amount equal to £320,667,149. This amount represents approximately one-third of the issued ordinary share capital of the Company as at 21 March 2011 (being the latest practicable date prior to publication of this AGM notice).*

*In line with guidance issued by the Association of British Insurers ('ABI'), paragraph (b) of this resolution would give the Directors authority to allot ordinary shares or rights to subscribe for or convert securities into ordinary shares in connection with a rights issue in favour of ordinary shareholders up to an aggregate nominal amount equal to £641,334,297, as reduced by the nominal amount of any shares issued under paragraph (a) of this resolution. This amount (before any reduction) represents approximately two-thirds of the issued ordinary share capital of the Company as at 21 March 2011 (being the latest practicable date prior to publication of this AGM notice).*

*Paragraph (c) of this resolution gives the Directors the authority to allot preference shares up to an aggregate nominal amount equal to £175,000,000.*

*The authorities sought under paragraphs (a), (b) and (c) of this resolution will expire on the earlier of 30 June 2012 or at the conclusion of next year's AGM.*

*The Directors have no present intention of issuing new ordinary shares or preference shares, other than pursuant to the exercise of options under employees' share schemes and under the Company's scrip dividend scheme. However, the authority gives the Directors the flexibility to take advantage of business opportunities as they arise. If the Directors do exercise the authorities under paragraphs (a) or (b) above, the Directors intend to follow ABI recommendations concerning their use (including as regards the Directors standing for re-election in certain cases).*

*There are no shares held in treasury as at 21 March 2011 (being the latest practicable date prior to publication of this AGM notice).*

## 12. To relax the restrictions which normally apply when ordinary shares are issued for cash

**Subject to passing resolution 11, we will be asking you to vote on the following special resolution:**

THAT if resolution 11 is passed, the Directors of the Company be given power to allot equity securities (as defined in section 560(3) of the Companies Act 2006) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such power to be limited:

- (a) to the allotment of equity securities and sale of treasury shares for cash in connection with an offer of, or invitation to apply for, equity securities (but in the case of the authority granted under paragraph (b) of resolution 11, by way of a rights issue only):
  - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
  - (ii) to holders of other equity securities, as required by the rights of those securities or as the Directors otherwise consider necessary;

and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and

- (b) in the case of the authority granted under paragraph (a) of resolution 11 and/or in the case of any sale of treasury shares for cash, to the allotment (otherwise than under paragraph (a) above) of equity securities up to a nominal amount of £48,100,072;

such power to apply until the conclusion of next year's AGM (or, if earlier, until the close of business on 30 June 2012) but, in each case, during this period the Company may make offers and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the power ends and the Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not ended.

*This resolution renews the authority that was given at our last AGM. Unless they are given an appropriate authority, Directors may allot new equity shares for cash (excluding shares issued under*

*employees' share schemes) only if they have first been offered to existing shareholders in proportion to their holdings. There may, however, be occasions when, in order to act in the best interests of the Company, the Directors will need the flexibility to finance business opportunities as they arise by the issue of small quantities of shares for cash in circumstances such as the acquisition of a new company or business.*

*Except as provided in the next paragraph, this authority would be limited to allotments or sales in connection with pre-emptive offers and to holders of other equity securities if required by the rights of those shares or as the Directors otherwise consider necessary, or otherwise up to an aggregate nominal amount of £48,100,072. This aggregate nominal amount represents approximately 5% of the issued ordinary share capital of the Company as at 21 March 2011 (being the latest practicable date prior to publication of this AGM notice). In respect of this aggregate nominal amount, the Directors confirm their intention to follow the provisions of the Pre-Emption Group's Statement of Principles, (the 'Principles') regarding cumulative usage of authorities within a rolling three-year period where the Principles provide that usage in excess of 7.5% should not take place without prior consultation with shareholders.*

*Allotments made under the authorisation in paragraph (b) of resolution 11 would be limited to allotments by way of a rights issue only (subject to the right of the Directors to impose necessary or appropriate limitations to deal with, for example, fractional entitlements and regulatory matters).*

*This authority will automatically expire at the conclusion of next year's AGM or on 30 June 2012, whichever is earlier.*

## 13. To give authority for the Company to buy back up to 10% of issued ordinary shares

**We will be asking you to vote on the following special resolution:**

THAT the Company is authorised for the purposes of section 701 of the Companies Act 2006 generally and without conditions to make one or more market purchases (as defined in section 693(4) of the Companies Act 2006) of its ordinary shares provided that:

- (a) the Company may not purchase more than 349,818,708 ordinary shares;
- (b) the Company may not pay less than the nominal value (currently 27.5p) for each ordinary share purchased; and
- (c) the Company may not pay more per ordinary share than the higher of:

- (i) an amount equal to 5% over the average of the middle market quotation of the ordinary shares, based on the London Stock Exchange's Daily Official List for the five business days before the day on which the Company agrees to buy the shares; and
- (ii) an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share as derived from the London Stock Exchange Trading System.

This authority will expire at the conclusion of next year's AGM or on 30 June 2012, whichever is the earlier. However, the Company may enter into a contract to purchase ordinary shares which will or may be completed or executed fully or partly after this authority ends and the Company may purchase ordinary shares pursuant to any such contract as if the power had not ended.

*This resolution renews the authority that was given at our last AGM. It allows the Company to buy back up to 349,818,708 of its issued ordinary shares on the stock market. This equals 10% of the Company's issued ordinary shares on 21 March 2011 (being the latest practicable date before publication of this AGM notice). You will see that the resolution sets out the lowest and highest prices that the Company can pay for the shares. Any shares which would be bought back may either be cancelled or held in treasury.*

*Your Directors are committed to managing the Company's capital effectively. Buying back the Company's ordinary shares is one of the options they keep under review. We will only buy back our ordinary shares if the Directors think it is in the best interests of the Company, and of its shareholders generally, and to do so could be expected to result in an increase in earnings per share.*

*The total number of options and awards to subscribe for equity shares outstanding at 21 March 2011 is approximately 117.7 million. This represents approximately 3.4% of the Company's current ordinary issued share capital. If the Company bought back the maximum number of shares permitted pursuant to the existing authority given at our last AGM and the authority now being sought by this resolution and all such shares were cancelled, the total number of options outstanding would represent approximately 4.2% of the Company's ordinary issued share capital. There are currently no outstanding warrants to subscribe for equity shares in the Company and no shares are held in treasury.*

*This authority will automatically expire at the conclusion of next year's AGM or on 30 June 2012, whichever is the earlier.*

By order of the Board



**Derek Walsh**  
Group General Counsel and Group Company Secretary

22 March 2011

Registered Office:

9th Floor, One Plantation Place  
30 Fenchurch Street  
London EC3M 3BD

Registered in England and Wales No. 2339826

# NOTES

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## 1. ENTITLEMENT TO VOTE

To be entitled to attend and vote at the AGM (and for the purpose of the determination by the Company of the votes they may cast), shareholders must be registered on the register of members of the Company at 6.00pm on Thursday, 19 May 2011 (or, in the event of any adjournment, on the date which is two days before the time of the adjourned meeting excluding any non-working days). Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.

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## 2. PROXIES

Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. A shareholder may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the Company. A proxy form which may be used to make such appointment and give proxy instructions accompanies this document. If you do not have a proxy form and believe that you should have one, or if you require additional forms, please contact the Company's registrars, Equiniti on 0871 384 2048\* (overseas callers should use +44 (0)121 415 7064). You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.

To be valid any proxy form or other instrument appointing a proxy must be received by post or (during normal business hours only) by hand at the Company's registrars, Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, United Kingdom or at [www.sharevote.co.uk](http://www.sharevote.co.uk), in each case no later than 11.00am on Thursday, 19 May 2011. The return of a completed proxy form, other such instrument or any CREST Proxy Instruction (as described in note 5 below) will not prevent a shareholder attending the AGM and voting in person if he/she wishes to do so.

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## 3. NOMINATED PERSONS

Any person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a 'Nominated Person') may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights. The statement of the rights

of shareholders in relation to the appointment of proxies in note 2 above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the Company. Nominated Persons are reminded that they should contact the registered holder of their shares (and not the Company) on matters relating to their investments in the Company.

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## 4. VOTING AT MEETING

As at previous AGMs, voting on each resolution will be conducted by way of a poll. This allows the votes of both shareholders who have lodged proxies and shareholders who attend the meeting to be taken into account. All the votes of those present will be counted and added to those received by proxy. If you have already voted by proxy you can still vote on the day at the AGM. This vote will replace any vote previously lodged. On arrival at the AGM, shareholders will be required to register. Shareholders are requested to bring their attendance card. The voting results will be released to the London Stock Exchange and published on our website later on in the day following the meeting.

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## 5. ELECTRONIC PROXY VOTING THROUGH CREST

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual (available via [www.euroclear.com/CREST](http://www.euroclear.com/CREST)). The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA19) by 11.00am on Thursday, 19 May 2011. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee

\*Calls to this number are charged at 8p per minute from a BT landline. Other telephone provider costs may vary.

through other means. CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

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## 6. ELECTRONIC PROXY VOTING THROUGH THE INTERNET

We encourage you to register the appointment of a proxy or proxies electronically by logging on to the website [www.sharevote.co.uk](http://www.sharevote.co.uk). You will need your Voting ID, Task ID and Shareholder Reference Number printed on the accompanying proxy form. Full details of the procedure are given on the website. If you wish to appoint more than one proxy please contact Equiniti on 0871 384 2048\* for assistance. Overseas callers should use +44 (0)121 415 7064. Alternatively, if you have registered for a Shareview portfolio, log on to your portfolio at [www.shareview.co.uk](http://www.shareview.co.uk) and click on the link 'vote' under your holding details. The proxy appointment and instructions must be received by Equiniti no later than 11.00am on Thursday, 19 May 2011. You can also indicate your intention to attend the AGM on the website. Please note that any electronic communication that is found to contain a computer virus will not be accepted. The use of the internet service in connection with the AGM is governed by Equiniti's conditions of use set out on their website which may be read by logging on to [www.sharevote.co.uk](http://www.sharevote.co.uk) and entering the Voting ID, Task ID and Shareholder Reference Number printed on the accompanying proxy form.

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## 7. CORPORATE REPRESENTATIVES

Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.

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## 8. PUBLICATION OF WEBSITE STATEMENT PURSUANT TO SECTION 527 OF THE COMPANIES ACT 2006

Under section 527 of the Companies Act 2006 members meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to:

- (a) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the AGM; or
- (b) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Companies Act 2006.

The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under section 527 of the Companies Act 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website.

The business which may be dealt with at the AGM includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on a website.

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## 9. TOTAL VOTING RIGHTS

As at 21 March 2011 (being the latest practicable date prior to the publication of this AGM notice), the Company's issued share capital consists of 3,498,187,077 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 21 March 2011 are 3,498,187,077.

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## 10. ASKING QUESTIONS AT THE AGM

Any member attending the meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if:

- (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
- (b) the answer has already been given on a website in the form of an answer to a question; or

- (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

We welcome shareholder questions at the meeting. The Chairman of the meeting will invite you to ask questions. You may hand in a written question, if you would prefer, at the registration desk. As this is a shareholders' meeting, we ask you to please restrict your questions to shareholder matters. If your question concerns a policy matter, representatives from our business will be available at the policyholder help desk to deal with your questions. If you are unable to attend the AGM, but have a specific question you would like to ask at the meeting, you are invited to send the Chairman an email via the Company's website at [www.rsagroup.com/agm2011](http://www.rsagroup.com/agm2011) or write to him at the registered office address.

A copy of this notice, and other information required by section 311A of the Companies Act 2006, can be found at [www.rsagroup.com/agm2011](http://www.rsagroup.com/agm2011).

## II. DOCUMENTS AVAILABLE FOR INSPECTION

The following documents will be available for inspection at the office of RSA Insurance Group plc, 9th Floor, One Plantation Place, 30 Fenchurch Street, London EC3M 3BD from the date of dispatch of the notice convening the meeting until the close of the meeting and at The Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London SW1P 3EE for at least 15 minutes prior to and during the meeting:

- Copies of the Executive Directors' service contracts; and
- Copies of letters of appointment of the Non-Executive Directors.

## 12. SPECIAL REQUIREMENTS

The Company is committed to providing a quality service to all its shareholders. Please let us know if, for example, you would like documentation to be provided to you in a special format. We will do our best to meet your requirements. You can also write to Equiniti or telephone them on their Shareholder Helpline. Equiniti also provide a service for those shareholders who have a text phone facility. Contact details for Equiniti are provided in note 13 below.

## 13. SHAREHOLDER INFORMATION

### Registrars

The Company has appointed Equiniti as its registrars to manage the shareholder register, ensuring that all information held about the Company's shareholders is kept up to date, and to pay dividends.

Equiniti's address is:

Equiniti Limited  
Aspect House  
Spencer Road  
Lancing  
West Sussex BN99 6DA

### Shareholder Helpline

Telephone 0871 384 2048\*. Overseas shareholders should call +44 (0)121 415 7064.

Lines are open 8.30am to 5.30pm, Monday to Friday.

Shareholders with a text phone facility should use 0871 384 2255\*. Overseas shareholders with a text phone facility should use +44 (0)121 415 7028.

If you have any queries, please call Equiniti on the numbers provided above. Alternatively, you can write to Equiniti using the address above.

### Information Online

There is now a range of shareholder information online at [www.shareview.co.uk](http://www.shareview.co.uk). Shareholders can check holdings, find practical help on transferring shares or updating details, and register their email address to receive shareholder information and the Annual Report and Accounts electronically.

Shareholders can also register the appointment of a proxy (see note 6 above).

### Registered Office

RSA Insurance Group plc  
9th Floor, One Plantation Place  
30 Fenchurch Street  
London EC3M 3BD  
Telephone: +44 (0)20 7111 7000  
[www.rsagroup.com](http://www.rsagroup.com)

The Company is registered in England and Wales with Registered No. 2339826.

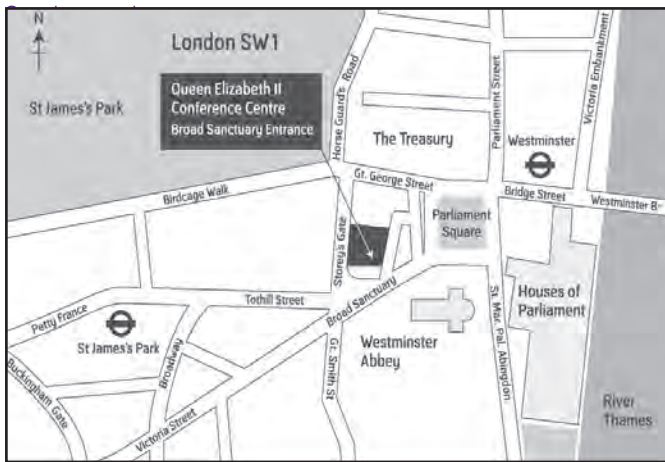
**Note:** Please note that shareholders may not use any electronic address provided in either this notice or any related documents (including the proxy form) to communicate with the Company for any purposes other than those expressly stated. Shareholders may not use any telephone number set out in this document for the purpose of lodging instructions for the 2011 AGM. Similarly, the Company's website may not be used to send documents or instructions for the 2011 AGM.

\*Calls to this number are charged at 8p per minute from a BT landline. Other telephone provider costs may vary.

### How to get to the Annual General Meeting

The Queen Elizabeth II Conference Centre  
Broad Sanctuary  
Westminster  
London SW1P 3EE

Telephone: +44 (0)20 7222 5000



Please use the Broad Sanctuary entrance. The nearest Underground station is Westminster. The closest rail connections are London Charing Cross, London Waterloo and London Victoria.

### When you arrive

When you arrive at the meeting, please go to the registration desk to register your attendance. Please bring your attendance card with you to the meeting. This will help us to admit you into the meeting as quickly as possible. For your safety there will be security checks at the venue. Please avoid bringing large bags or briefcases. We do not allow cameras or recording equipment into the meeting.

### Assistance for shareholders with disabilities

We have made arrangements to help shareholders with disabilities. This includes an induction loop which will be installed at the meeting venue.

### Services at the venue

Tea and coffee will be served before the meeting starts and a light lunch will be available after the meeting. The following services will be provided to deal with personal concerns and queries:

- *Shareholder enquiries.* The Company's registrars and the Company's staff will be available to answer any questions you may have concerning your shareholding; and
- *Policyholder enquiries.* Representatives from the Company will be available at a policyholder help desk to answer your questions and give you further information about our products and services.