

RSA Insurance Group plc

Results of Annual General Meeting

11 May 2018

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 and were duly passed.

The issued share capital as at 9 May 2018 was 1,026,463,717.

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 2017 Annual Report and Accounts	739,653,990	99.98	168,142	0.02	72.07%	905,709
2. To approve the Directors’ Remuneration Report	714,310,728	96.63	24,908,947	3.37	72.02%	1,508,165
3. To approve a final dividend	740,193,773	100.00	20,169	0.00	72.11%	515,009
4. To re-elect Martin Scicluna as a Director	718,452,628	97.13	21,217,725	2.87	72.06%	1,058,597
5. To re-elect Stephen Hester as a Director	739,928,131	99.97	256,991	0.03	72.11%	543,729
6. To re-elect Scott Egan as a Director	738,330,137	99.75	1,842,532	0.25	72.11%	556,282
7. To re-elect Alastair Barbour as a Director	718,022,557	97.01	22,136,440	2.99	72.11%	569,953
8. To re-elect Kath Cates as a Director	738,134,214	99.73	2,034,761	0.27	72.11%	560,079
9. To re-elect Enrico Cucchiani as a Director	739,864,658	99.96	293,435	0.04	72.11%	570,961
10. To re-elect Isabel Hudson as a Director	739,198,571	99.87	963,041	0.13	72.11%	567,442
11. To elect Charlotte Jones as a Director	740,032,351	99.98	117,965	0.02	72.11%	578,738
12. To re-elect Joseph Streppel as a Director	739,893,851	99.96	268,569	0.04	72.11%	566,634
13. To re-elect Martin Strobel as a Director	739,069,563	99.85	1,101,836	0.15	72.11%	557,655
14. To re-appoint KPMG LLP as the auditor	730,223,657	99.93	498,171	0.07	71.19%	10,007,225
15. To determine the auditor’s remuneration	740,016,531	99.98	153,255	0.02	72.11%	559,268
16. To authorise political donations	714,802,063	97.02	21,963,573	2.98	71.78%	3,963,418
17. To permit the Directors to allot further shares	700,575,524	94.59	40,057,489	5.41	72.15%	96,041
18. To give general authority for disapplication of pre-emption rights under resolution 17	737,296,246	99.80	1,498,632	0.20	71.97%	1,934,176
19. To give additional authority for disapplication of pre-emption rights under resolution 17 for the purpose of acquisition or capital investment	721,438,710	97.65	17,349,476	2.35	71.97%	1,940,867
20. To give authority to allot	724,323,799	98.04	14,478,091	1.96	71.98%	1,927,163

new ordinary shares in relation to an issue of mandatory convertible securities						
21. To give authority to allot equity securities for cash under the authority given under resolution 20	718,806,681	97.30	19,978,739	2.70	71.97%	1,943,633
22. To give authority for the Company to buy back up to 10% of issued ordinary shares	730,498,816	98.63	10,111,664	1.37	72.15%	118,573
23. To approve an amendment to the Articles of Association	739,954,135	99.97	185,463	0.03	72.11%	589,456
24. To approve the notice period for general meetings	697,268,300	94.63	39,562,049	5.37	71.78%	3,898,253

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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