



RSA Insurance Group plc
20 Fenchurch Street,
17th Floor,
London
EC3M 3AU
UK

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

**If you have any questions please
visit our website
www.rsagroup.com/brexit**

or call us on +44(0) 121 415 0953

**or email us on
RSABrexit@Equiniti.com**

Dear Sir/Madam,

Proposed transfer of business in response to Brexit

Our records show that your company (and/or its predecessor entities) or another entity within its group (and/or their predecessor entities) placed business with, or wrote business as a broker, managing general agent, co-insurer, other third party intermediary or pursuant to delegated insurance authority arrangements or scheme arrangements on behalf of the United Kingdom's (UK) establishment of Royal & Sun Alliance Insurance plc (RSAI) insuring whole or in part risks located in the European Economic Area (EEA) states other than the UK (the **London Business**), pursuant to one or more terms of business agreement(s) (or similar agreement(s)) entered into with RSAI with respect to the London Business **(TOBA(s))**.

We are writing to provide you with important information regarding the proposed transfer of the London Business and certain other business to RSA Luxembourg S.A. (RSAL), a subsidiary of RSAI incorporated in Luxembourg. RSAL is authorised by the Luxembourg Minister of Finance and supervised by the Commissariat Aux Assurance (CAA), the Luxembourg insurance regulator.

The proposed transfer is subject to regulatory and legal approvals and, if approved, is currently expected to take effect immediately following midnight (UK time) on 1 January 2019.

Please note that, due to the complications of the split of the London Business between the risks located in an EEA state other than the UK and the risks located in the UK or another non-EEA jurisdiction, RSAI will contact you regarding the proposed future business arrangements, including the TOBA(s), in due course. For the avoidance of doubt, the TOBA(s) relating to the London Business will not automatically be transferring to RSAL, either in whole or in part.

Background

As a result of the UK's prospective withdrawal from the European Union (EU) (commonly known as "Brexit"), RSAI is taking the necessary steps to establish a new legal entity in Luxembourg, RSAL, and proposes to transfer the EEA Branch Business and the London Business to RSAL. These changes are required to ensure that we are able continue to service our European business following Brexit. If the proposed transfer does not take place and the UK does withdraw from the EU, then it may not be legally permissible for RSAI to pay valid claims in respect of its EEA risks following Brexit.

The transfer process

The proposed transfer is being effected under UK law through an insurance business transfer scheme (**Scheme**) pursuant to Part VII of the UK Financial Services and Markets Act 2000.

RSAI and RSAL have approved the Scheme and have consulted closely with their regulators in the UK, the Prudential Regulation Authority (**PRA**) and the Financial Conduct Authority (**FCA**), and in Luxembourg, the CAA. The PRA, after consulting with the FCA, has approved the appointment of an Independent Expert who, in accordance with UK law, is required to review the Scheme and report on its impact on policyholders and other interested parties. A summary of the Independent Expert's report is provided within the enclosed booklet.

For the Scheme to become effective, the High Court of Justice of England and Wales (**Court**) must sanction the Scheme. The Court hearing for this purpose is expected to take place on 29 November 2018 and it is proposed that the Scheme will take effect immediately after midnight (UK time) on 1 January 2019 (the **Effective Time**).

Why are we writing to you?

We are writing to you primarily to inform you about the proposed transfer of the London Business and certain other business to RSAL.

We are also writing to you because you may have clients whose policies, claims or contracts are proposed to be transferred to RSAL pursuant to the Scheme and you may receive queries from them (including those who hold expired policies) regarding the Scheme. The information in this letter and its enclosures should provide you with the information you need to respond to these queries.

We propose to write to all policyholders with in-force policies and/or current claims, either through data held on our databases (including where we have been provided with addresses by you), or by a communication from you. Therefore, some clients of yours may receive notification of the Scheme, however other clients of yours, for example those that hold expired policies and who do not have open claims, may not receive notice of the Scheme from us but may still contact you with queries regarding the Scheme.

How does the Transfer affect you?

If the Scheme is approved by the Court, the Scheme will not change any arrangements which you may have with your clients.

The Scheme will split your existing clients' policies and substitute RSAL as the insurer for the risks located in an EEA state other than the UK in place of RSAI. RSAI will continue to insure any risks located in the UK and non-EEA jurisdictions. Your clients will, therefore, be a policyholder of both RSAI and RSAL. This split will have no other effect on the cover provided under the policies or claims, and your clients will continue to have the same rights, benefits and obligations and be subject to the same terms and conditions, including all applicable policy limits, as before.

What do you need to do?

We would encourage you (and any of your clients that you believe may be affected by the Scheme) to read the information provided in this letter and its enclosures carefully so that you (and your clients) can consider the implications of the Scheme.

We enclose with this letter a copy of the letter and policyholder information booklet that we have sent to transferring policyholders. The policyholder booklet should be sufficient to address many of your clients'

queries. If your clients have queries which cannot be answered by referring to the commonly asked questions section of the policyholder booklet, please direct your clients to the contact options in the “Further Information” section below.

If you believe that you would be adversely affected by the proposed scheme, you may raise concerns with us in writing or over the telephone and we will make a record of your concerns and communicate these to the PRA, the FCA, the Independent Expert and the Court. You are entitled to have your objections heard and/or make representations at the Court hearing to sanction the Scheme in person or by counsel.

The Court hearing to sanction the Scheme is currently scheduled to take place on 29 November 2018 at The Rolls Building, Fetter Lane, London, EC4A 1NL. Updates on the Court hearing will be made available on www.rsagroup.com/brexit (the **RSA website**), which will be updated should the Court hearing date change.

Further Information

If you would like any further information or have any comments or queries about the Scheme, you can contact us using the methods set out below. In order to help direct your query to us, please clearly state or mark your query with the following reference ‘**RSA BREXIT**’.

- Write to us at RSA UK & International, 20 Fenchurch Street, London, EC3M 3AU; or
- Email us at RSABrexit@Equiniti.com; or
- Call the RSA Brexit contact centre on +44(0) 121 415 0953. The helpline will be open from 08:00 to 18:00 (UK time) on Monday to Friday. Calls may be recorded.

Any other general queries relating to policies or claims that do not relate to the Scheme should continue to be made to your usual contact or using the contact details set out in your TOBA(s).

The Independent Expert’s full report and, when available, supplemental report can be found on the RSA website and are also available free of charge on request. These documents are available in English, French, German, Spanish and Dutch languages.

Further updates relating to the Scheme, including any changes to the Court hearing date will be posted on the RSA website, so you may wish to check for updates. If the transfer is approved, it will be announced on the RSA website.

Yours faithfully,

For and on behalf of

Royal & Sun Alliance Insurance plc