



This is an important letter regarding the transfer of certain insurance business. You are not required to take any action in respect of this letter.

However, if you have any questions please visit our website www.rsagroup.com/RSATransfers or call us on +44 121 415 0966. Details of how to raise any concerns in relation to the transfer are set out below.

7 February 2019

Dear Sir/Madam,

Transfer of Certain Insurance Business

On 7 February 2017, RSA Insurance Group plc ("**RSA**") announced that two of its subsidiaries, Royal & Sun Alliance Insurance plc ("**RSAI**") and The Marine Insurance Company Limited ("**MIC**") (together the "**Transferors**"), had contracted with certain subsidiaries of Enstar Group Limited ("**EGL**") to dispose of certain of their UK-based general commercial insurance businesses (the "**Business**").

Subject to the approval of the High Court of Justice of England and Wales (the "**Court**"), the Business will be transferred to Mercantile Indemnity Company Limited ("**Mercantile**") (a regulated entity within the group of EGL) by way of an insurance business transfer scheme under Part VII of the Financial Services and Markets Act 2000 ("**FSMA**") (the "**Scheme**"). As explained below, we enclose a copy of a letter sent to policyholders that includes various information regarding the Scheme, including a summary of the Business that is to be transferred (which is set out in section 2 of the document titled 'Summary of the Scheme and the Independent Expert Report' in the communications pack enclosed with the copy of the letter sent to policyholders).

Why we are writing to you?

This letter is being sent to you because we believe that you brokered, intermediated or placed, or might have brokered, intermediated or placed business with, or wrote, or might have written business on behalf of, one of the Transferors (or their predecessors) that is to be transferred to Mercantile and forms part of the Business. Therefore, you may have clients whose policies or

contracts will be transferred to Mercantile under the Scheme and who may not have received individual notice of the Scheme from us.

How does this transfer affect you?

The Scheme will not change any existing broking arrangements, nor will it change the terms and conditions, premium or duration of your clients' policies that are to be transferred.

Broadly, the effect of the Scheme is that RSAI's and MIC's rights and obligations under the policies comprising the Business will be transferred without alteration to Mercantile. Any rights and obligations your clients may have under such policies will remain unchanged but will, following the Scheme, be exercisable against or owed to Mercantile alone. The assets and liabilities of the Business will also transfer to Mercantile. Mercantile will become the legal owner of the Business. There will be no need to reissue policies or for policyholders to sign any transfer document.

All claims under the transferred policies which are currently being dealt with by the Transferors (or otherwise within the Transferors' group or pursuant to arrangements with third parties on behalf of any Transferors) will be handled by, or on behalf of, Mercantile. Policyholders do not need to take any action in this regard.

The Scheme will allow for the continuation, by or against Mercantile, of any legal proceedings commenced prior to the date of transfer by or against any of the Transferors that relate to their respective rights and obligations in respect of the Business.

What happens next?

The insurance business transfer process requires that the Court approves the Scheme. The Court will only approve the Scheme if certain legal requirements are satisfied and if, in all the circumstances of the case, the Court considers it appropriate to approve the Scheme. In reaching its decision, the Court will consider the views of policyholders, the Independent Expert (referred to below), the Prudential Regulation Authority, the Financial Conduct Authority and any person who alleges that they would be adversely affected by the Scheme.

A hearing is scheduled for 13 June 2019 for the Court to consider and, if considered appropriate, approve the Scheme. Provided that the Court approves the Scheme, the actual transfer is expected to take place on 1 July 2019. Unless the Scheme takes effect on or before 1 October 2019 (or a later date, if allowed by the Court), it shall lapse.

Report of the Independent Expert

When the Court is asked to approve an insurance business transfer, an independent expert is required to report, pursuant to section 109 of FSMA, on the effects of the transfer on policyholders and policyholders' protection. For these purposes, "policyholder" includes both the legal holder of the policy and any person to whom, under the policy, a sum, periodic payment or benefit is or may become due or payable.

An independent expert, Derek Newton of Milliman LLP (the "**Independent Expert**"), has prepared a report confirming that he believes: (i) the security of benefits of policyholders of the Transferors

will not be materially adversely affected by the implementation of the Scheme on the effective date of the Scheme; and (ii) the Scheme will have no impact on service standards experienced by the policyholders of the Transferors.

What do you do now?

We enclose with this letter a copy of the letter we have sent to policyholders which provides more information about the Scheme. We request that you notify any of your clients whom you believe may be affected by the Scheme and send a copy of the policyholder letter and the relevant enclosures to them. Alternatively, please supply the contact details of all such persons to us and we will give them individual notice.

We should be grateful if you would keep a record of the number of policyholders you notify and advise us of this by emailing us on RSATransfers@equiniti.com at your earliest convenience. If any policyholder communicates with you in respect of this letter, the policyholder letter and communications pack or the Scheme, or raises any questions or concerns about them or informs you that they intend to make representations in respect of the Scheme, please contact us using the information provided below or direct the policyholders to do so.

Unless there are any concerns about this proposal, no action is required from any potentially affected person. Any person who alleges that they may be adversely affected by the Scheme, which may include certain of your clients, has the right to make representations and/or to appear at the Court hearing, which is currently scheduled to take place on 13 June 2019 at the High Court of Justice of England and Wales (High Court), 7 Rolls Building, Fetter Lane, London EC4A 1NL. The RSA website will be updated to include details of the proposed hearing time and of any changes to the proposed hearing date or time. While you are not required to inform anyone in advance, if any of your clients intend to make representations (either in writing or by telephone) and/or appear at the hearing (either in person or using legal representation), we would encourage you to please call us on +44 121 415 0966 or write to us at RSA Insurance Group, 20 Fenchurch Street, London EC3M 3AU (Attention: Jonathan Colson) prior to the date of the hearing.

Further Information

If you or your clients have any questions or concerns about this letter, the policyholder letter and communications pack or the Scheme, please contact us (either in writing or by telephone) using the details overleaf.

Yours sincerely,



Scott Egan
CEO UK and International

Relevant Contact Details

If you or your clients have any questions or concerns about this letter, the policyholder letter and the communications pack or the Scheme, please contact RSA as follows:

Telephone: +44 121 415 0966

Address: Jonathan Colson
RSA Insurance Group
20 Fenchurch Street
London EC3M 3AU

Email: RSATransfers@equiniti.com

Website: www.rsagroup.com/RSATransfers