

**RSA Insurance Group plc**

**Results of Annual General Meeting**

**10 May 2019**

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 8 May 2019 was 1,031,325,650.

The total number of votes received for each resolution is as follows:

<b>Resolution</b>	<b>For</b>	<b>% of votes cast</b>	<b>Against</b>	<b>% of votes cast</b>	<b>Votes cast as % of Issued Share Capital</b>	<b>Votes Withheld <sup>1</sup></b>
1. To receive the 2018 Annual Report and Accounts	760,177,761	99.99	45,131	0.01	73.71%	1,087,548
2. To approve the Directors’ Remuneration Report	663,513,344	97.63	16,093,123	2.37	65.90%	81,688,249
3. To approve a final dividend	760,577,253	100.00	21,858	0.00	73.75%	707,943
4. To re-elect Martin Scicluna as a Director	738,333,061	97.08	22,224,712	2.92	73.75%	752,510
5. To re-elect Stephen Hester as a Director	755,952,445	99.40	4,599,738	0.60	73.75%	758,101
6. To re-elect Scott Egan as a Director	755,506,953	99.34	5,042,922	0.66	73.74%	760,009
7. To re-elect Alastair Barbour as a Director	650,659,005	85.55	109,884,893	14.45	73.74%	760,819
8. To elect Sonia Baxendale as a Director	760,359,609	99.98	186,028	0.02	73.74%	759,081
9. To re-elect Kath Cates as a Director	675,236,067	98.90	7,521,362	1.10	66.20%	78,547,289
10. To re-elect Enrico Cucchiani as a Director	755,000,932	99.27	5,544,486	0.73	73.74%	759,300
11. To re-elect Isabel Hudson as a Director	754,866,390	99.25	5,683,654	0.75	73.74%	752,992
12. To re-elect Charlotte Jones as a Director	752,947,757	99.00	7,598,399	1.00	73.74%	758,762
13. To re-elect Martin Strobel as a Director	754,830,437	99.25	5,719,843	0.75	73.74%	754,438
14. To re-appoint KPMG LLP as the auditor	750,752,810	99.98	166,198	0.02	72.81%	10,389,204
15. To determine the auditor’s remuneration	760,403,687	99.98	171,574	0.02	73.75%	733,595
16. To authorise political donations	742,924,661	98.33	12,617,230	1.67	73.26%	5,751,972
17. To permit the Directors to allot further shares	737,913,332	96.94	23,295,325	3.06	73.81%	92,212
18. To give general authority for disapplication of pre-emption rights under resolution 17	759,915,834	99.96	267,763	0.04	73.71%	1,104,871
19. To give additional authority for disapplication of pre-emption rights under resolution 17 for the purpose of acquisition or capital investment	743,464,470	97.80	16,720,853	2.20	73.71%	1,103,743
20. To give authority to allot	747,267,455	98.30	12,918,086	1.70	73.71%	1,086,863

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	746,686,764	98.22	13,528,045	1.78	73.71%	1,084,451
22. To give authority for the Company to buy back up to 10% of issued ordinary shares	751,239,461	98.69	9,935,424	1.31	73.81%	131,066
23. To renew the Sharesave Plan and give authority to establish or renew further plans for the benefit of employees outside the UK based on the Sharesave Plan	755,101,668	99.20	6,118,248	0.80	73.81%	87,258
24. To renew the SIP and give authority to establish further plans for the benefit of employees outside the UK based on the SIP	760,365,071	99.89	841,989	0.11	73.81%	100,242
25. To authorise the Directors to continue the Scrip Dividend Scheme	760,498,282	99.99	75,135	0.01	73.75%	730,678
26. To approve the notice period for general meetings	713,461,618	94.43	42,121,938	5.57	73.26%	5,723,746

#### Notes

<sup>1</sup> 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](http://www.morningstar.co.uk/uk/nsm).

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LEI: 549300HOGQ7E0TY86138

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