



RSA Insurance Group plc Board Diversity Policy (the Policy)

Purpose and Scope

The Board values the breadth of perspective that diversity can bring and the beneficial impact it can have on Board effectiveness and throughout the Group more broadly, and is committed to maintaining a diverse Board in terms of gender, social and ethnic backgrounds, and of cognitive and personal strengths, amongst other qualities.

This Policy sets out the approach of the Board of RSA Insurance Group plc to diversity and inclusion and the Board is responsible for adhering to the Policy. The Policy is applicable to the Board only, the Group's wider diversity commitment is included in the Group's Diversity and Inclusion Policy.

Commitment

The Board is committed to improving diversity on the Board and at senior management level and aspires to meet the recommendations of the Hampton Alexander Review; 33% of Board and a minimum 33% representation of women in senior management positions by 2020.

The Board is also supportive of the recommendations regarding ethnic diversity in the Parker Review and is committed to further improving its representation of diverse social and ethnic backgrounds. The Board aims to have at least one B.A.M.E (Black, Asian and minority ethnic) Board member.

Implementation

The Group Nomination and Governance Committee (the Committee) keeps under review the structure, size and composition of the Board, including the skills, experience, independence, knowledge and diversity.

When considering new appointments to the Board and reviewing succession plans, the Board's decision-making will be based on merit and objective criteria and, within this context, should promote diversity of gender, social and ethnic backgrounds, cognitive and personal strengths.

In its search for candidates to become members of the Board, the Committee intends only to engage executive search firms who have signed up to the Standard Code of Conduct for Executive Search Firms.

The Committee also considers diversity when reviewing succession plans and oversees the maintenance of a pipeline of talented individuals across the Group for senior leadership positions.

Review and reporting

On behalf of the Board, the Committee will review the Policy annually and monitor future relevant recommendations. Any proposed amendments to the Policy will be considered by the Committee before being presented to the Board for approval.

Progress against the Policy will be reported to the Board annually (and as appropriate).

Progress against the Policy will be reported in the Annual Report and Accounts together with key diversity data, both about the Board and our wider employee population.