

RSA Insurance Group plc
("the Company")

Results of Annual General Meeting

7 May 2020

RSA Insurance Group plc held its Annual General Meeting for shareholders at 11.00 a.m. today.

Further to the announcement on 8 April 2020, Resolution 4 in relation to the declaration of a final year dividend was withdrawn from the business of the meeting. All other resolutions as detailed in the 2020 AGM Notice of Meeting were put to the meeting on a poll and were duly passed.

The issued share capital as at 5 May 2020 was 1,034,519,472.

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 ISC	Votes Withheld ¹
1. To receive the Company's Annual Report and Accounts for the year ended 31 December 2019	767,538,048	99.98	133,146	0.02	74.21%	403,687
2. To approve the Directors' Remuneration Policy	742,441,744	96.69	25,383,856	3.31	74.22%	249,281
3. To approve the Directors' Remuneration Report (other than the part containing the Directors' Remuneration Policy)	725,625,014	95.45	34,620,760	4.55	73.49%	7,829,107
4. * <i>Resolution withdrawn</i> *						
5. To re-elect Martin Scicluna as a Director	741,155,417	96.50	26,854,109	3.50	74.24%	65,355
6. To re-elect Stephen Hester as a Director	763,194,395	99.37	4,817,565	0.63	74.24%	62,922
7. To re-elect Scott Egan as a Director	763,221,206	99.38	4,794,492	0.62	74.24%	59,184
8. To re-elect Charlotte Jones as a Director	762,571,703	99.29	5,444,198	0.71	74.24%	58,981
9. To re-elect Alastair Barbour as a Director	711,165,123	92.60	56,849,397	7.40	74.24%	60,361
10. To re-elect Sonia Baxendale as a Director	763,378,898	99.40	4,638,349	0.60	74.24%	57,635
11. To elect Clare Bousfield as a Director	767,827,868	99.98	188,577	0.02	74.24%	58,437
12. To re-elect Kath Cates as a Director	760,129,857	98.99	7,766,071	1.01	74.23%	178,954
13. To re-elect Enrico Cucchiani as a Director	763,015,851	99.35	4,994,451	0.65	74.24%	64,580
14. To re-elect Martin Strobel as a Director	761,784,531	99.19	6,229,800	0.81	74.24%	60,551
15. To re-appoint KPMG LLP as the Company's auditor until the conclusion of the next AGM of the Company	754,952,232	99.98	152,535	0.02	72.99%	12,970,115
16. To authorise the Directors to determine the auditor's remuneration	767,581,444	99.94	431,922	0.06	74.24%	61,516
17. To give authority for the Group to make donations to political parties, independent election candidates and	750,507,789	97.72	17,471,814	2.28	74.24%	95,279

political organisations and to incur political expenditure						
18. To approve the increase to the cap on Directors' fees	751,704,792	97.88	16,250,991	2.12	74.23%	119,099
19. To permit the Directors to allot further shares and to grant rights to subscribe for or convert any security into shares in the Company	733,257,090	95.47	34,756,395	4.53	74.24%	61,397
20. To give general authority for disapplication of pre-emption rights	759,650,975	98.91	8,354,667	1.09	74.24%	69,240
21. To give additional authority for disapplication of pre-emption rights for the purpose of acquisition or capital investment	746,623,995	97.21	21,392,171	2.79	74.24%	58,715
22. To give authority to allot new ordinary shares in relation to an issue of mandatory convertible securities	746,621,861	97.21	21,409,165	2.79	74.24%	43,855
23. To give authority to allot equity securities for cash under the authority given under resolution 22	741,977,369	96.61	26,034,158	3.39	74.24%	63,354
24. To give authority for the Company to buy back up to 10% of issued ordinary shares	752,134,163	97.97	15,574,546	2.03	74.21%	366,172
25. To adopt new Articles of Association	765,045,189	99.62	2,941,289	0.38	74.24%	88,404
26. To approve the notice period for general meetings	725,462,603	94.46	42,565,441	5.54	74.24%	46,838

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 <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>

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