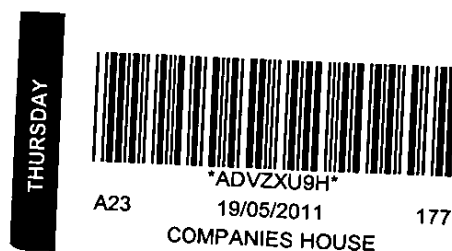


Registered Number 00090372

AXA DIRECT INSURANCE LIMITED
Directors' Report and Financial Statements
for the year ended 31 December 2010



Registered Office 5 Old Broad Street, London EC2N 1AD

AXA DIRECT INSURANCE LIMITED

DIRECTORS' REPORT

The directors present their report and financial statements for the year ended 31 December 2010

REVIEW OF ACTIVITIES

The Company is a dormant company

DIRECTORS AND SECRETARY

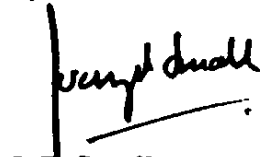
The present directors and secretary, who have served throughout the year, unless otherwise stated, are noted below

GRE Nominee Shareholdings Limited	(Director)
Mr J P Small	(Director)
Mr J P Small	(Secretary)

EXERCISE OF DIRECTORS' AXA SA SHARE OPTIONS

One director of the Company exercised share options during the year (2009. nil).

By Order of the Board



J. P. Small
Director
18 May 2011

AXA DIRECT INSURANCE LIMITED**BALANCE SHEET****AS AT 31 DECEMBER 2010**

	Note	2010 £'000	2009 £'000
Current assets			
Amount due from immediate parent undertaking		<u>42,595</u>	<u>42,595</u>
Capital and reserves			
Called-up share capital	3, 4	63,000	63,000
Profit and loss account	4	(20,405)	(20,405)
Equity shareholders' funds	4	<u>42,595</u>	<u>42,595</u>

The notes on pages 3 to 5 form an integral part of these financial statements.

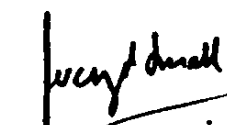
For the year ended 31 December 2010 the Company was entitled to the exemption under section 480 of the Companies Act 2006 relating to dormant companies.

Directors' responsibilities.

- The members have not required the Company to obtain an audit of its accounts for the year in question in accordance with section 476; and
- The directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts

These accounts have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime

The financial statements on pages 2 to 5 were approved by the Board of Directors on 18 May 2011 and signed on its behalf by



J. P. Small
Director

AXA DIRECT INSURANCE LIMITED

NOTES TO THE FINANCIAL STATEMENTS

1. STATEMENT OF ACCOUNTING POLICIES

The principal accounting policies are set out below

Basis of preparation and changes in accounting policies

The Company's financial statements have been prepared on the going concern basis under the historical cost convention and in accordance with the provisions of The Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008 ("SI2008/410") and applicable UK accounting standards

A summary is set out below of where changes have been made to previous policies on adoption of new accounting standards in the year

The Company has not adopted Financial Reporting Standard ("FRS") 29 (Financial Instruments Disclosures), FRS 23 (The Effects of Changes in Foreign Exchange Rates), or any subsequent amendments to these standards. The Company is exempt from these standards as it has not adopted FRS 26 (Financial Instruments: Recognition and Measurement).

The Company has adopted the amendment to FRS 25 (Financial Instruments: Presentation), the purpose of which is to ensure this UK standard remains aligned with its International equivalent (IAS 32). The principal requirements of the amendment is the classification of any puttable financial instruments as equity where the instrument imposes an obligation to deliver to another entity a pro-rata share of the net assets of the entity upon its liquidation. The amendment is applicable for accounting periods beginning on or after 1 January 2010, but has had no significant effect on the financial statements.

The Company has adopted the amendments to FRS 20 (Share Based Payments) – Group Cash-Settled Share-Based Payment Transactions. The amendment clarifies both the scope of the standard and the accounting for group cash-settled share-based payment transactions, in the separate or individual financial statements of the entity receiving the goods or services, when that entity has no obligation to settle the share-based payments transaction. This amendment is effective for accounting periods beginning on or after 1 January 2010, but has had no significant effect on the financial statements.

The Company has adopted the amendments to FRS 11 (Impairment of Fixed Assets and Goodwill) and Urgent Issue Task Force abstract 46 (Hedges of a Net Investment in a Foreign Operation), as part of the annual improvements review of all accounting standards, including the basis of conclusions and application guidance. The amendments are applicable for accounting periods beginning on or after 1 January 2010, but have had no significant effect on the financial statements.

AXA DIRECT INSURANCE LIMITED**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)****2. DIRECTORS' EMOLUMENTS**

The directors are employed and paid by companies in the AXA group and their directorships are held as part of that employment. No director has received any emoluments or other benefits from the Company or from any other company in the AXA group in respect of services to the Company.

GRE Nominee Shareholdings Limited is a company within the AXA group.

3. SHARE CAPITAL

	2010 £'000	2009 £'000
Allotted and fully paid:		
6,300,000 Ordinary shares of £10 each	<u>63,000</u>	<u>63,000</u>

4. SHAREHOLDERS' FUNDS

	Share capital £'000	Profit and loss account £'000	Total £'000
At 1 January 2010 and 31 December 2010	<u>63,000</u>	<u>(20,405)</u>	<u>42,595</u>

5. CASH FLOW STATEMENT

Under FRS 1 (Cash flow statements (revised 1996)), the Company is exempt from the requirement to prepare a cash flow statement on the grounds that it is a subsidiary undertaking of a parent undertaking which produces a consolidated cash flow statement. The cash flow of the Company is consolidated in the Guardian Royal Exchange plc financial statements, which can be obtained from 5 Old Broad Street, London EC2N 1AD.

6. RELATED PARTIES

The Company has taken advantage of the exemption granted under FRS 8 (Related Party Disclosures) which exempts it from disclosing related party transactions where the related party is part of the intermediate parent company, AXA UK plc group.

No transactions arose with other companies in the ultimate parent company, AXA group.

AXA DIRECT INSURANCE LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

7. IMMEDIATE AND ULTIMATE PARENT COMPANIES

The Company is a subsidiary of AXA General Insurance Limited, a company incorporated in Great Britain and registered in England and Wales

In the opinion of the directors, the Company's ultimate parent and controlling company is AXA, a company incorporated in France. The parent undertaking of the largest group which includes the Company and for which group financial statements are prepared is AXA. Copies of the AXA group financial statements can be obtained from 23, avenue Matignon, 75008 Paris, France

The parent undertaking of the smallest group which includes the Company and for which group financial statements are prepared is Guardian Royal Exchange plc, a company registered in England and Wales. Copies of the Guardian Royal Exchange plc financial statements can be obtained from 5 Old Broad Street, London EC2N 1AD