Registered Number: 00150643

# LIVERPOOL MARINE AND GENERAL INSURANCE COMPANY LIMITED

Annual Report and Accounts for the year ended 31 December 2012

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**Company information** 

#### Directors

J M Mills

Non-Destructive Testers Limited

#### Secretary

Roysun Limited

## Registered office

St Mark's Court Chart Way Horsham West Sussex RH12 1XL

#### Auditor

Deloitte LLP Chartered Accountants and Statutory Auditor London

**Directors' report** 

for the year ended 31 December 2012

The directors present their annual report on the affairs of the Company and the audited financial statements for the year ended 31 December 2012

#### Business review, principal activity and future outlook

The principal activity of the Company was the writing of marine insurance business. The whole of the Company's net insurance account was reinsured with its parent company. The Company ceased writing new business in 1993.

The technical account comprises the running down of the existing book of business and is classified as discontinued

The results for the Company show a profit on ordinary activities before tax of £nil (2011 £208,000) for the year The shareholder funds of the Company were £5,699,000 as at 31 December 2012 (31 December 2011 £5,734,000)

As part of the RSA Insurance Group's (the Group's) response to the anticipated implementation of the Solvency II Directive and to deliver significant operational efficiencies, the Company undertook an insurance business transfer under Part VII of the Financial Services and Markets Act 2000 whereby all of the business was transferred from the Company to other Group companies, Royal & Sun Alliance Insurance plc and The Manne Insurance Company Limited, with effect from 1 January 2012 The Company was deauthorised by the Financial Services Authority on 1 January 2012 The Company no longer holds a share in an investment pool

Accordingly, the financial statements have been drawn up on a basis other than that of a going concern. There is no current intention to wind up the Company

#### Dividends

The directors do not recommend payment of a dividend in respect of the year ended 31 December 2012 (2011 £nil)

#### Principal risks and uncertainties

The Company's principal risks and uncertainties are integrated within and managed together with the principal risks of the Group. The principal risks and uncertainties of the Group, which include those of the UK business, and hence the Company until its deauthorisation by the Financial Services Authority on 1 January 2012 and the subsequent transfer of its share in the investment pool to another Group company on the same date, are set out in the estimation techniques, risks, uncertainties and contingencies on pages 88 to 91, and in the risk review on pages 26 to 29 of the 2012 Annual Report & Accounts of the Group which do not form part of this report

A discussion of the management of financial risk is set out below

#### Financial risk management

The Company's management of risk is set at Group level

The Company's principal exposure is to debts due from group companies which the directors expect to be settled in full as they fall due or on demand as applicable

#### Key performance indicators

The directors of RSA Insurance Group pic manage the Group's operations on a divisional basis. For this reason the Company's directors believe that analysis using key performance indicators (KPIs) for the Company is not necessary or appropriate for an understanding of the development, performance or position of the business of the Company. Further information on financial KPIs is detailed in the Annual Report & Accounts of the Group (which do not form part of this report) within the Group Chief Executive's review on pages 10 to 13 and the regional business reviews on pages 18 to 25. This document also includes non-financial KPIs which are detailed in the regional business reviews on pages 18 to 25, the corporate responsibility report on pages 30 to 33 and the directors' and corporate governance report on pages 40 to 54.

#### Directors

The names of the current directors are listed on page 1 Ms K A Baily and Mr J M Mills were appointed as directors on 9 March 2012 Non-Destructive Testers Limited was appointed as a director on 28 June 2012 Mrs D P Cockrem, Mr I A Craston, Mr M G Culmer, Mr N G P Donaldson, Mr M Harns and Mr W R B McDonnell served as directors until they resigned on 9 March 2012 Ms K A Baily served as a director until her resignation on 13 June 2012 Mr R J Clayton served as a director until his resignation on 13 February 2013

The directors' responsibilities statement appears on page 4 and is incorporated by reference into this report

Directors' report (continued)

for the year ended 31 December 2012

#### **Auditor**

Each of the persons who is a director at the date of approval of this report confirms that

- so far as the director is aware, there is no relevant audit information of which the Company's auditor is unaware, and
- the director has taken all steps that he ought to have taken as a director in order to make himself aware of any relevant audit information, and to establish that the Company's auditor is aware of that information

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006

At the 2013 Annual General Meeting of RSA Insurance Group plc, the Company's ultimate parent company, KPMG LLP were appointed as external auditor to the Group Accordingly Deloitte LLP will not be seeking re-appointment as auditor of the Company at the conclusion of their current term of office. There are no circumstances connected with the resignation of Deloitte LLP as external auditor which should be brought to the attention of members or creditors of the Company.

By order of the Board

E C Klonandes For and on behalf of Roysun Limited Secretary

June 2013

## **Directors' responsibilities statement**

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgments and accounting estimates that are reasonable and prudent,
- state whether applicable UK Accounting Standards have been followed, and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregulanties.

## Independent auditor's report to the member of Liverpool Marine and General Insurance Company Limited

We have audited the financial statements of Liverpool Manne and General Insurance Company Limited for the year ended 31 December 2012 which comprise the profit and loss account, the balance sheet and the related notes 1 to 15. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice)

This report is made solely to the Company's member in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's member those matters we are required to state to it in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's member for our audit work, for this report, or for the opinions we have formed

#### Respective responsibilities of directors and auditor

As explained more fully in the Directors' responsibilities statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

#### Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the Company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements. In addition we read all the financial and non-financial information in the annual report to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

#### Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the Company's affairs as at 31 December 2012 and of its loss for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006

#### Emphasis of matter - financial statements prepared other than on a going concern

In forming our opinion on the financial statements, which is not modified, we have considered the adequacy of the disclosure made within note 1 to the financial statements, which explains that the financial statements have been prepared on a basis other than that of a going concern

#### Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements

#### Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns, or
- · certain disclosures of directors' remuneration specified by law are not made, or
- · we have not received all the information and explanations we require for our audit

Mark McQueen (Senior Statutory Auditor) for and on behalf of Deloitte LLP Chartered Accountants and Statutory Auditor London, United Kingdom

June 2013

M. M. Buez

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## **Profit & loss account**

for the year ended 31 December 2012

Technical account – general business			
		2012	2011
	Notes	0003	2000
Claims paid			
Gross amount		(8)	18
Reinsurers' share		8	(18)
Change in the provision for claims		·	
Gross amount		8	4
Reinsurers' share		(8)	
Claims incurred, net of reinsurance	<del></del>	<u> </u>	
Balance on the technical account for general business		•	
All figures relate to discontinued operations			

The notes on pages 9 to 13 form an integral part of these accounts

Profit & loss account (continued)

for the year ended 31 December 2012

#### Non-technical account

		2012	2011
	Notes	0003	£000
Balance on the technical account for general business Investment income	7	185	285
Unrealised losses on investments		(185)	(77)
Profit on ordinary activities before taxation			208
Taxation on profit on ordinary activities	8	(35)	(50)
(Loss)/profit for the financial year		(35)	158

All figures relate to discontinued operations

There have been no recognised gains or losses in either reporting period other than those recorded in the profit and loss account. Accordingly, no statement of total recognised gains and losses is presented.

The notes on pages 9 to 13 form an integral part of these accounts

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## LIVERPOOL MARINE AND GENERAL INSURANCE COMPANY LIMITED

## **Balance sheet**

as at 31 December 2012

Assets	Notes	2012 £000	2011 £000
Investments			
Participation in investment pool	9		6,196
Reinsurers' share of technical provisions			
Claims outstanding		•	8
Debtors			
Amounts owed by group undertakings		5,734	-
Total assets	_	5,734	6,204
Liabilities	Notes	2012 £000	2011 £000
Capital and reserves			
Called up share capital	10	3,300	3,300
Profit and loss account	11 _	2,399	2,434
Shareholder funds	11	5,699	5,734
Technical provisions			
Gross claims outstanding		•	8
Creditors	_		
Amounts owed to group undertakings		4	412
Other creditors including taxation and social security	12	35	50
		35	462
Total liabilities	-	5,734	6,204

The notes on pages 9 to 13 form an integral part of these accounts

The financial statements were approved by the Board of Directors and are signed on its behalf by

J M Mills Director

2 June 2013

#### Notes to the accounts

#### 1 Financial statements

The financial statements are prepared in accordance with applicable UK accounting standards and in compliance with the Companies Act 2006, and the Statement of Recommended Practice (SORP) on Accounting for insurance Business issued by the Association of British Insurers in December 2005 (as amended in December 2006) The financial statements have been prepared under the current value rules, as permitted by Schedule 3 of the Companies Act 2006, on a basis other than that of a going concern

The Company ceased trading, through the transfer of insurance business from the Company by way of a Part VII transfer to other group companies, with effect from 1 January 2012 Accordingly the financial statements have been drawn up on a basis other than that of a going concern. The directors are satisfied that no change is required to the carrying value of the Company's assets and liabilities.

A summary of the major accounting policies, which have been applied consistently throughout the year and the preceding year, is set out below

#### a) General insurance business

#### Underwriting results

The underwriting result is accounted for on an annual basis whereby the incurred cost of claims, commission and related expenses are charged against the earned proportion of premiums, net of reinsurance. Premiums written are accounted for in the year in which the contract is entered into and include estimates where the amounts are not determined at the balance sheet date. Premiums written exclude taxes and duties levied on premiums. Commission and other acquisition costs incurred in writing the business are deferred and amortised over the period in which the related premiums are earned.

Claims paid represent all payments made during the period whether ansing from events during that or earlier periods

#### Technical provisions

The provision for unearned premiums represents the proportion of premiums written relating to periods of insurance subsequent to the balance sheet date, calculated principally on a daily pro rata basis

The provision for claims outstanding, whether reported or not, comprises the estimated cost of claims incurred but not settled at the balance sheet date. It includes related expenses and a deduction for the expected value of salvage and other recoveries. The provision is determined using the best information available of claims settlement patterns, forecast inflation and settlement of claims.

Differences between the estimated cost and subsequent settlement of claims are dealt with in the technical account for the year in which the claims are settled or in which the provisions for claims outstanding are re-estimated

Provision is made, based on information available at the balance sheet date, for any estimated future underwriting losses relating to unexpired risks after taking into account future investment income that is expected to be earned from the assets backing the provision for unearned premiums (net of deferred acquisition costs). The unexpired risk provision is assessed in aggregate for business classes which, in the opinion of the directors, are managed together. When considering any requirement for a provision for unexpired risks, no account is taken of any new claims events occurring after the balance sheet date other than those that can be expected during the unexpired period of risk at the balance sheet date.

Provisions are calculated gross of any reinsurance recoveries. A separate estimate is made of the amounts that will be recoverable from reinsurers based upon gross provisions and having due regard to collectability.

#### iii Reinsurance recoveries

Reinsurance recoveries in respect of estimated claims incurred but not reported are assumed to be consistent with the historical pattern of such recoveries, adjusted to reflect changes in the nature and extent of the Company's reinsurance programme over time. An assessment is also made of the recoverability of reinsurance recoveries having regard to the market data on the financial strength of each of the reinsurance companies and taking into account any disputes on, and defects in, contract wordings

#### b) Investment return

Income from investments is included in the non-technical account on an accruals basis. Investment return comprises all investment income, realised investment gains and losses and movements in unrealised gains and losses, net of investment expenses. Dividends on equity investments are recognised on the date at which the investment is priced 'ex dividend'.

Realised gains and losses on investments are calculated as the difference between net sales proceeds and purchase price

Movements in unrealised gains and losses on investments represent the difference between their carrying value at the balance sheet date and their purchase price or their carrying value at the last balance sheet date, together with the reversal of unrealised gains and losses recognised in earlier accounting periods in respect of investment disposals in the current period

#### c) Taxation

Current tax, based on profits and income for the year, including UK corporation tax and foreign tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date

Notes to the accounts (continued)

#### 1 Financial statements (continued)

#### d) Investments

The beneficial interest in the investment pool is stated at the Company's share of the value of the underlying assets. Movements in carrying value, together with profits and losses arising on disposal of any part of the beneficial interest, are taken to the non-technical account.

Other investments are stated in the balance sheet at market values comprising stock exchange values for listed securities

#### 2 Estimation Techniques, Uncertainties & Contingencies

#### Introduction

One of the purposes of insurance is to enable policyholders to protect themselves against uncertain future events. Insurance companies accept the transfer of uncertainty from policyholders and seek to add value through the aggregation and management of these risks.

The uncertainty inherent in insurance is inevitably reflected in the financial statements of insurance companies. The uncertainty in the financial statements principally arises in respect of the insurance contract liabilities of the company.

The insurance liabilities of an insurance company include the provision for unearned premiums and unexpired risks and the provision for outstanding claims. Unearned premiums and unexpired risks represent the amount of income set aside by the company to cover the cost of claims that may arise during the unexpired period of risk of insurance policies in force at the balance sheet date. Outstanding claims represents the company's estimate of the cost of settlement of claims that have occurred by the balance sheet date but have not yet been finally settled.

In addition to the inherent uncertainty of having to make provision for future events, there is also considerable uncertainty as regards the eventual outcome of the claims that have occurred by the balance sheet date but remain unsettled. This includes claims that may have occurred but have not yet been notified to the company and those that are not yet apparent to the insured. As a consequence of this uncertainty, the insurance company needs to apply sophisticated estimation techniques to determine the appropriate provisions.

#### Estimation techniques

Claims and unexpired risks provisions are determined based upon previous claims experience, knowledge of events and the terms and conditions of the relevant policies and on interpretation of circumstances. Particularly relevant is experience with similar cases and historical claims payment trends. The approach also includes the consideration of the development of loss payment trends, the potential longer term significance of large events, the levels of unpaid claims, legislative changes, judicial decisions and economic, political and regulatory conditions.

Where possible the Company adopts multiple techniques to estimate the required level of provisions. This assists in giving greater understanding of the trends inherent in the data being projected. The Company's estimates of losses and loss expenses are reached after a review of several commonly accepted actuarial projection methodologies and a number of different bases to determine these provisions. These include methods based upon the following.

- the development of previously settled claims, where payments to date are extrapolated for each prior year,
- estimates based upon a projection of claims numbers and average cost,
- notified claims development, where notified claims to date for each year are extrapolated based upon observed development of earlier years, and
- expected loss ratios

In addition, the Company uses other methods such as the Bornhuetter-Ferguson method, which combines features of the above methods. The Company also uses bespoke methods for specialist classes of business. In selecting its best estimate, the Company considers the appropriateness of the methods and bases to the individual circumstances of the provision class and underwriting year. The process is designed to select the most appropriate best estimate.

Large claims impacting each relevant business class are generally assessed separately, being measured either at the face value of the loss adjusters' estimates or projected separately in order to allow for the future development of large claims

Provisions are calculated gross of any reinsurance recoveries. A separate estimate is made of the amounts that will be recoverable from reinsurers based upon the gross provisions and having due regard to collectability.

Notes to the accounts (continued)

#### 2 Estimation Techniques, Uncertainties & Contingencies (continued)

The claims provisions are subject to close scrutiny both within the Company's business units and at Group Corporate Centre. In addition, for major classes where the risks and uncertainties inherent in the provisions are greatest, regular and ad hoc detailed reviews are undertaken by advisers who are able to draw upon their specialist expertise and a broader knowledge of current industry trends in claims development. As an example, the Company's exposure to asbestos and environmental pollution is examined on this basis. The results of these reviews are considered when establishing the appropriate levels of provisions for outstanding claims and unexpired periods of risk.

It should be emphasised that the estimation techniques for the determination of insurance contract liabilities involve obtaining corroborative evidence from as wide a range of sources as possible and combining these to form the overall estimate. This technique means that the estimate is inevitably deterministic rather than stochastic

#### Uncertainties and contingencies

The uncertainty arising under insurance contracts may be characterised under a number of specific headings, such as

- uncertainty as to whether an event has occurred which would give rise to a policyholder suffering an insured loss,
- uncertainty as to the extent of policy coverage and limits applicable,
- uncertainty as to the amount of insured loss suffered by a policyholder as a result of the event occurring, and
- uncertainty over the timing of a settlement to a policyholder for a loss suffered

The degree of uncertainty will vary by policy class according to the characteristics of the insured risks and the cost of a claim will be determined by the actual loss suffered by the policyholder

There may be significant reporting lags between the occurrence of the insured event and the time it is actually reported to the Company Following the identification and notification of an insured loss, there may still be uncertainty as to the magnitude and timing of the settlement of the claim. There are many factors that will determine the level of uncertainty such as inflation, inconsistent judicial interpretations and court judgments that broaden policy coverage beyond the intent of the original insurance, legislative changes and claims handling procedures.

The establishment of insurance contract liabilities is an inherently uncertain process and, as a consequence of this uncertainty, the eventual cost of settlement of outstanding claims and unexpired risks can vary substantially from the initial estimates, particularly for the Company's long tail lines of business. The Company seeks to provide appropriate levels of claims provision and provision for unexpired risks taking the known facts and expenence into account.

The Company evaluates the concentration of exposures to individual and cumulative insurance risk and establishes its reinsurance policy to reduce such exposure to levels acceptable to the Company

#### 3 Segmental information

All business was written in the United Kingdom and was within the marine, aviation and transport class and is discontinued

#### 4 Auditor's remuneration

Fees payable to Deloitte LLP for the audit of the Company's annual accounts were £1,650 (2011 £1,650) which were borne by a Group company, Royal & Sun Alliance Insurance plc Details of non-audit fees payable to Deloitte LLP are disclosed in the RSA Insurance Group plc 2012 Annual Report & Accounts

#### 5 Directors' emoluments

None of the directors received any emoluments from the Company during the year (2011 £nil) Where applicable, the directors receive remuneration from Royal & Sun Insurance plc as employees of that company, and it is not appropriate, because of the non-executive nature of their services, to make an apportionment of their emoluments in respect of the Company

#### 6 Employees and staff costs

The Company did not employ anyone during the year (2011 nil) All administrative duties are performed by employees of Royal & Sun Alliance Insurance plc at no cost to the Company (2011 £nil)

Notes to the accounts (continued)

7 Investment income, expenses and charges		
	2012	2011
	0003	£000
Income from participation in investment pool		280
Gains on the realisation of investments	185	5
	185	285
8 Taxation		
The charge for taxation in the profit and loss account comprises	2012	2011
	€000	£000
Current tax	<u> </u>	
UK corporation tax	35	50
Total current tax	35	50
Tax charge	35	50

The UK corporation tax for the current year is based on a rate of 24 5% (2011 26 5%) The rate of corporation tax has reduced from 26% to 24% effective 1 April 2012, and as a result a composite rate of 24 5% has been used in the accounts

Factors affecting the current tax charge

The current tax charge for the year is more than 24 5% (2011 less than 26 5%) due to the items set out in the reconciliation below

	2012	2011
	0003	000£
Profit on ordinary activities before tax	-	208
Tax at 24 5% (2011 26 5%)	-	55
Factors affecting charge		
Fiscal adjustments	35	(5)
Current tax charge for the year	35	50
The Company had no deferred tax assets or liabilities at 31 December 2012 or 2011		
9 Investments		
	2012	2011
	£000	£000
Participation in investment pool		6,196
Listed investments included in the above are as follows		
Debt securities and other fixed income securities	•	5,502

The investment pool was wound up and was transferred to another group company on 1 January 2012

The composition of the investment pool is nil (2011 29%) British government stocks, nil (2011 60%) other government and corporate bonds and nil (2011 11%) deposits with credit institutions. The historical cost of other financial investments is £nil (2011 £5,892,000)

Notes to the accounts (continued)

5,699

5,734

#### 10 Share capital

			2012	2011
			2000	£000
Allotted, issued and fully paid up			-	
3,300,000 (2011 3,300,000) ordinary shares of £1 each			3,300	3,300
			3,300	3,300
11 Movements in shareholder funds				
		Profit & loss		
	Share capital	account	2012	2011
	0002	5000	0003	2000
Shareholder funds at 1 January	3,300	2,434	5,734	5,576
Profit for the financial year	• <u> </u>	(35)	(35)	158

3,300

2,399

#### 12 Other creditors

Other creditors including taxation and social security includes £35,000 (2011 £50,000) in respect of corporation tax payable

#### 13 Cash flow statement

Shareholder funds at 31 December

The Company is a wholly-owned subsidiary of RSA Insurance Group pic and the cash flows of the Company are included in the consolidated cash flow statement of RSA Insurance Group pic. The Company has thus taken advantage of the exemption permitted by FRS 1 (revised 1996) 'Cash flow Statements' and has elected not to prepare its own cash flow statement.

#### 14 Related party transactions

Advantage has been taken of the exemption provided in FRS 8 'Related Party Disclosures' from disclosing details of transactions with RSA Insurance Group pic and its subsidiaries and associated undertakings. There were no other related party transactions requiring disclosure

#### 15 Parent companies

The Company's immediate parent company is Sun Alliance and London Insurance plc, which is registered in England and Wales

The Company's ultimate parent company and controlling party is RSA Insurance Group plc, which is registered in England and Wales and is the parent company of the smallest and largest group to consolidate these financial statements. A copy of that company's accounts can be obtained from 9th Floor, One Plantation Place, 30 Fenchurch Street, London, EC3M 3BD