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**AVIVA RISK MANAGEMENT SOLUTIONS UK LIMITED
ANNUAL REPORT AND FINANCIAL STATEMENTS
2012**

MONDAY



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COMPANIES HOUSE

Aviva Risk Management Solutions UK Limited

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Aviva Risk Management Solutions UK Limited

Directors and officer

Directors:

S Crowe
I C Ferguson
B F Wallace

Officer - Company Secretary:

Aviva Company Secretarial Services Limited
St Helen's
1 Undershaft
London
EC3P 3DQ

Auditor:

PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
7 More London Riverside
London, SE1 2RT

Head office:

3rd Floor, Friars Gate
1011 Stratford Road
Solihull
West Midlands
B90 4BN

Registered office:

8 Surrey Street
Norwich
Norfolk
NR1 3NG

Company number:

Registered in England and Wales No 02584450

Other information:

Aviva Risk Management Solutions UK Limited ("the Company") is a member of the Aviva plc group of companies ("the Group")

Aviva Risk Management Solutions UK Limited

Registered in England and Wales: No. 02584450

Directors' report

For the year ended 31 December 2012

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

Directors

The current directors and those in office during the year are as follows

S Crowe
B F Wallace
I C Ferguson
R M Hynes (resigned on 31 July 2012)

Principal activity

The Company provides technical risk services to fellow Group companies and to major third party clients

Business review

Financial position and performance

The financial position of the Company at 31 December 2012 is shown in the statement of financial position on page 12, with the trading results shown in the income statement on page 11 and the statement of cash flows on page 14

Profit before tax is £488 thousand in 2012, compared to £380 thousand in 2011. This is due to several factors as summarised by the KPIs and also detailed below

The Company's revenue decreased by 2.9% in the year due to the reduction in crosscharge to other Group companies and cost of sales has decreased by 6.0% due mainly to reduced staff benefits and headcount reductions. Administrative expenses have increased by 12.5% mainly due to increased use of contractors and lower recovery of VAT

Key performance indicators ("KPI")

The directors consider that the Company's key performance indicators ("KPIs") that communicate the financial performance are as follows

- operating profit as a proportion of revenue
- increase/(decrease) in revenue

A summary of the KPIs is set out below

Measure	2012	2011
Operating profit as a proportion of revenue	2.8%	2.2%
Decrease in revenue	(2.9)%	(8.5)%

Principal risks and uncertainties

A description of the principal risks and uncertainties facing the Company and the Company's risk management policies are set out in note 15 to the financial statements

Aviva Risk Management Solutions UK Limited

Directors' report (continued)

Business review (continued)

Future outlook

The strategy of the Group is determined by the Board of Aviva plc, and a summary of this is shown in its financial statements. The directors consider that the Company's principal activity will continue unchanged into the foreseeable future.

Dividends

No interim dividend for the year was paid (2011 £ nil). The directors do not recommend the payment of a final dividend (2011 £ nil).

Going concern

After making enquiries, the directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. For this reason, they continue to adopt the going concern basis in preparing the financial statements.

Financial instruments

The business of the Company includes the use of financial instruments. Details of the Company's risk management objectives, policies and exposures to risk relating to financial instruments are set out in note 15 to the financial statements.

Creditor payment policy

It is the Company's policy to pay creditors when they fall due for payment. Terms of payment are agreed with suppliers when negotiating each transaction and the policy is to abide by those terms, provided that the suppliers also comply with all relevant terms and conditions.

The amounts due to trade creditors as at 31 December 2012 represented approximately 18 days of average daily purchases through the year (2011 22 days).

Employees

All staff are employed by a fellow subsidiary undertaking of Aviva plc, Aviva Employment Services Limited. Disclosures relating to employees may be found in the Annual Report and Financial Statements of Aviva Employment Services Limited.

Disclosure of information to the auditor

Each person who was a director of the Company on the date that this report was approved, confirms that

- (a) so far as the director is aware, there is no relevant audit information, being information needed by the auditor in connection with preparing their report, of which the auditor is unaware, and
- (b) each director has taken all the 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 auditor is aware of that information.

Aviva Risk Management Solutions UK Limited

Directors' report (continued)

Auditor

Following a competitive tender process by the Company's ultimate parent company, Aviva plc, PricewaterhouseCoopers LLP were appointed as auditor to the Company for the year ended 31 December 2012 in accordance with the provisions of the Companies Act 2006

It is the intention of the directors to reappoint the auditor under the deemed appointment rules of Section 487 of the Companies Act 2006

Directors' liabilities

Aviva plc, the Company's ultimate parent, has granted an indemnity to the directors against liability in respect of proceedings brought by third parties, subject to the conditions set out in the Companies Act 1985, which continue to apply in relation to any provision made before 1 October 2007

This indemnity was granted in 2004 and the provisions in the Company's articles of association constitute "qualifying third party indemnities" for the purposes of sections 309A to 309C of the Companies Act 1985. These qualifying third party indemnity provisions remain in force as at the date of approving the Directors' Report by virtue of paragraph 15, Schedule 3 of The Companies Act 2006 (Commencement No. 3, Consequential Amendments, Transitional Provisions and Savings) Order 2007

Statement of directors' responsibilities

The directors are responsible for preparing the Directors' 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 prepared the financial statements in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union. In preparing these financial statements, the directors have also elected to comply with IFRSs, issued by the International Accounting Standards Board (IASB). 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 judgements and accounting estimates that are reasonable and prudent,
- state whether applicable International Financial Reporting Standards (IFRSs) as adopted by the European Union have been followed, subject to any material departures disclosed and explained in the financial statements, 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 irregularities

By order of the Board on 24 September 2013



S Crowe
Director

Aviva Risk Management Solutions UK Limited

Independent auditor's report

To the members of Aviva Risk Management Solutions UK Limited

We have audited the financial statements of Aviva Risk Management Solutions UK Limited for the year ended 31 December 2012 which comprise the Income Statement, the Statement of Financial Position, the Statement of Changes in Equity, the Statement of Cash Flow, the Accounting Policies, and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union.

Respective responsibilities of directors and auditors

As explained more fully in the statement of directors' responsibilities set out on page 4, 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.

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

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 profit and cash flows for the year then ended,
- have been properly prepared in accordance with IFRSs as adopted by the European Union, and
- have been prepared in accordance with the requirements of the Companies Act 2006.

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.

Aviva Risk Management Solutions UK Limited

Independent auditor's report (continued)

To the members of Aviva Risk Management Solutions UK Limited

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



Lee Clarke (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
London
24 September 2013

Aviva Risk Management Solutions UK Limited

Accounting policies

The Company is a limited liability company incorporated and domiciled in United Kingdom. The principal activity of the Company is providing technical risk services to fellow Group companies and to major third party clients.

The principal accounting policies adopted in the preparation of these financial statements are set out below. These policies have been consistently applied to all years presented, unless otherwise stated.

(A) Basis of presentation

The financial statements have been prepared and approved by the directors in accordance with International Financial Reporting Standards (IFRS) as endorsed by the European Union (EU). In addition to fulfilling their legal obligation to comply with IFRS as adopted by the EU, the Company have also complied with IFRS applicable at 31 December 2012. The financial statements have been prepared under the historical cost convention, as modified by the revaluation of financial assets and financial liabilities (including derivative instruments) at fair value through profit and loss.

New standards, interpretations and amendments to published standards that have been adopted by the Company
The Company has adopted the following new amendments to standards which became effective for financial years beginning on or after 1 January 2012. Neither of these amendments has a material impact on these financial

- (i) Amendment to IFRS 7, Financial Instruments – Disclosures, relating to the transfer of financial assets
- (ii) Amendment to IAS 12, Income Taxes, relating to deferred tax

Standards, interpretations and amendments to published standards that are not yet effective and have not been adopted early by the Company

The following new standards, amendments to existing standards and interpretations that are relevant to the Company have been issued. They are not yet effective and have not been adopted by the Company.

Effective for annual periods beginning on or after 1 January 2013

(i) Amendment to IFRS 7, Financial Instruments – Disclosures

The amendment includes enhanced disclosures to enable users of the financial statements to evaluate the effect or potential effect of netting arrangements in the statement of financial position. The amendments will not have a significant impact for the Company. The amendment has yet to be endorsed by the EU.

(ii) IFRS 13, Fair Value Measurement

IFRS 13 replaces the guidance on fair value measurement in existing IFRSs with a single standard. The standard does not include requirements regarding which items should be measured at fair value but provides guidance on how to determine fair value. The standard also includes enhanced disclosures about fair value measurement. The adoption of IFRS 13 is not expected to have a significant impact on the financial statements. The standard has not yet been endorsed by the EU.

(iii) Annual Improvements 2011

The Annual Improvements 2011 details amendments to five IFRSs, including IAS 1, Presentation of Financial Statements, IAS 32, Financial Statements – Presentation, and IAS 34, Interim Financial Reporting. The amendments clarify existing guidance and do not give rise to a change in existing accounting practice. There are no implications for the Company. The amendments have been endorsed by the EU.

Effective for annual periods beginning on or after 1 January 2014

Amendment to IAS 32, Financial Instruments – Presentation

The amendment to IAS 32 clarifies the requirements for offsetting financial assets and financial liabilities on the statement of financial position. The impact of the adoption of the amendment has yet to be fully assessed but is not expected to have significant implications for the Company's financial statements. The amendment has not yet been endorsed by the EU.

Aviva Risk Management Solutions UK Limited

Accounting policies (continued)

Effective for annual periods beginning on or after 1 January 2015

IFRS 9, Financial Instruments

IFRS 9 will replace IAS 39, Financial Instruments – Recognition and Measurement. Under IFRS 9, all recognised financial assets that are currently within the scope of IAS 39 will be measured at either amortised cost or fair value. The basis of classification will depend on the business model and the contractual cash flow characteristics of the financial asset. All equity instruments will be at fair value. A debt instrument is measured at amortised cost only if it is held to collect the contractual cash flows and the cash flows represent principal and interest, otherwise it is measured at fair value through profit and loss (FVTPL). For financial liabilities designated as at FVTPL, a change in the fair value attributable to changes in the liability's credit risk is recognised in other comprehensive income unless it gives rise to an accounting mismatch in profit or loss.

We have not yet completed our assessment of the impact of the adoption of IFRS 9 on the Company. The standard has not yet been endorsed by the EU.

The financial statements are stated in pounds sterling, which is the Company's functional and presentation currency. Unless otherwise noted, the amounts shown in these financial statements are in thousands of pounds sterling ("£000").

(B) Use of estimates

The preparation of financial statements requires the Company to make estimates and assumptions that affect items reported in the statement of financial position and income statement and the disclosure of contingent assets and liabilities at the date of the financial statements. Although these estimates are based on management's best knowledge of current facts, circumstances and, to some extent, future events and actions, actual results ultimately may differ from those estimates, possibly significantly.

(C) Revenue recognition

Revenue comprises the fair value derived from the sale of services to customers during the year, net of value added tax, rebates and discounts.

Sales of services are recognised in the accounting period in which the services are rendered, by reference to the completion of the specific transaction and assessed on the basis of the actual service provided as a proportion of the total services to be provided.

Interest income is recognised as it accrues using the effective interest method.

Aviva Risk Management Solutions UK Limited

Accounting policies (continued)

(D) Derecognition and offset of financial assets and financial liabilities

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is derecognised where

- (i) the rights to receive cash flows from the asset have expired,
- (ii) the Company retains the right to receive cash flows from the asset, but has assumed an obligation to pay them in full without material delay to a third party under a “pass-through” arrangement, or
- (iii) the Company has transferred its rights to receive cash flows from the asset and either
 - (a) has transferred substantially all the risks and rewards of the asset, or
 - (b) has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset

A financial liability is derecognised when the obligation under the liability is discharged, cancelled or expires

Financial assets and liabilities are offset and the net amount reported in the statement of financial position when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis, or realise the asset and settle the liability simultaneously

(E) Equipment

All items classed as equipment within the Statement of financial position are carried at historical cost less accumulated depreciation

Depreciation is calculated on the straight-line method to write down the cost of assets to their residual values over their estimated useful lives as follows

Equipment	Three to five years
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Where the carrying amount of an asset is greater than its estimated recoverable amount, it is written down immediately to its recoverable amount. Gains and losses on disposal of equipment are determined by reference to their carrying amount and are taken into account in determining operating profit

(F) Trade receivables

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment. A provision for impairment of trade receivables is established when there is objective evidence that the Company will not be able to collect all amounts due according to the original terms of receivables. The amount of the provision is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the effective interest rate. The movement in the amount of the provision is recognised in the income statement

Aviva Risk Management Solutions UK Limited

Accounting policies (continued)

(G) Cash and cash equivalents

Cash and cash equivalents consist of cash at bank and in hand, deposits held at call with banks, treasury bills and other short-term highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of change in value. Such investments are those with less than three months' maturity from the date of acquisition, or which are redeemable on demand with only an insignificant change in their fair values.

(H) Leases

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor, are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to the income statement on a straight-line basis over the period of the lease.

(I) Income taxes

The current tax expense is based on the taxable profits for the year, after any adjustments in respect of prior years. Tax, including tax relief for losses if applicable, is allocated over profits before taxation and amounts charged or credited to reserves as appropriate.

Provision is made for deferred tax liabilities, or credit taken for deferred tax assets, using the liability method, on all material temporary differences between the tax bases of assets and liabilities and their carrying amounts in the financial statements. The rates enacted or substantively enacted at the balance sheet date are used to determine the deferred tax. Deferred tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

(J) Share capital and dividends

Equity instruments

An equity instrument is a contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Accordingly, a financial instrument is treated as equity if:

- (i) there is no contractual obligation to deliver cash or other financial assets or to exchange financial assets or liabilities on terms that may be unfavourable, and
- (ii) the instrument will not be settled by delivery of a variable number of shares or is a derivative that can be settled other than for a fixed amount of cash, shares or other financial assets.

Dividends

Interim dividends on ordinary shares are recognised in equity in the period in which they are paid. Final dividends on these shares are recognised when they have been approved by shareholders.

(K) Trade payables

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

Aviva Risk Management Solutions UK Limited

Income statement

For the year ended 31 December 2012

	Note	<u>2012</u> £000	<u>2011</u> £000
Revenue		15,692	16,158
Cost of sales		(12,802)	(13,624)
Gross profit		2,890	2,534
Administrative expenses		(2,450)	(2,178)
Operating profit		440	356
Finance income	2	48	24
Profit before tax	1	488	380
Tax expense	6	(119)	(98)
Profit for the year		<u>369</u>	<u>282</u>

The Company has no recognised income and expenses other than those included in the results above and therefore a statement of comprehensive income has not been presented

The accounting policies on pages 7 to 10 and notes on pages 15 to 26 are an integral part of these financial statements

Aviva Risk Management Solutions UK Limited

Statement of financial position

As at 31 December 2012

	Note	<u>2012</u> £000	<u>2011</u> £000
ASSETS			
Non-current assets			
Equipment	7	<u>4</u>	<u>7</u>
		<u>4</u>	<u>7</u>
Current assets			
Receivables	8	1,042	1,047
Cash and cash equivalents	14(b)	<u>3,111</u>	<u>3,035</u>
		<u>4,153</u>	<u>4,082</u>
LIABILITIES			
Current liabilities			
Trade and other payables	10	(464)	(459)
Other liabilities	11	<u>(930)</u>	<u>(1,255)</u>
		<u>(1,394)</u>	<u>(1,714)</u>
Net current assets		<u>2,759</u>	<u>2,368</u>
Non-current liabilities			
Current tax liability	9	<u>(119)</u>	<u>(100)</u>
Net assets		<u>2,644</u>	<u>2,275</u>
EQUITY			
Ordinary share capital	12	2,000	2,000
Retained earnings		<u>644</u>	<u>275</u>
Total equity		<u>2,644</u>	<u>2,275</u>

The accounting policies on pages 7 to 10 and notes on pages 15 to 26 are an integral part of these financial statements

The financial statements on pages 7 to 26 were approved by the Board of Directors on 24 September 2013 and signed on its behalf by



S Crowe
Director

Aviva Risk Management Solutions UK Limited

Statement of changes in equity For the year ended 31 December 2012

	Ordinary share capital £000	Retained earnings £000	Total equity £000
Balance at 1 January 2011	2,000	(7)	1,993
Total comprehensive income for the year	-	282	282
Total movements in the year	-	282	282
Balance at 31 December 2011	2,000	275	2,275
Total comprehensive income for the year	-	369	369
Total movements in the year	-	369	369
Balance at 31 December 2012	2,000	644	2,644

The accounting policies on pages 7 to 10 and notes on pages 15 to 26 are an integral part of these financial statements

Aviva Risk Management Solutions UK Limited

Statement of cash flows

For the year ended 31 December 2012

	Note	<u>2012</u> £000	<u>2011</u> £000
Cash flows from operating activities			
Net cash inflow from operating activities	14(a)	32	624
<i>Net cash from operating activities</i>		<u>32</u>	<u>624</u>
Cash flows from investing activities			
Purchases of equipment		(4)	(5)
Interest received		48	24
<i>Net cash from investing activities</i>		<u>44</u>	<u>19</u>
Net increase in cash and cash equivalents		76	643
Cash and cash equivalents at 1 January		3,035	2,392
Cash and cash equivalents at 31 December	14(b)	<u>3,111</u>	<u>3,035</u>

The accounting policies on pages 7 to 10 and notes on pages 15 to 26 are an integral part of these financial statements

Aviva Risk Management Solutions UK Limited

Notes to the financial statements

1 Profit before tax

The following items have been included in arriving at profit before tax

	<u>2012</u> £000	<u>2011</u> £000
Depreciation of owned equipment	7	8
Operating lease payments	151	127

2 Finance income

	<u>2012</u> £000	<u>2011</u> £000
Finance income	48	24

Finance income relates to bank interest received

3 Employee information

All staff are employed by a fellow Group company, Aviva Employment Services Limited. Disclosures relating to employees may be found in the annual report and financial statements of Aviva Employment Services Limited.

4 Directors

All directors of the Company are remunerated for their roles as employees across the Group. They are not remunerated directly for their services as Directors of this Company and the amount of time spent performing their duties is incidental to their roles across the Group. No cost is borne by the Company for these services.

5 Auditor's remuneration

The total remuneration payable by the Company, excluding VAT, to its auditor, PricewaterhouseCoopers LLP and its associates (2011: Ernst and Young LLP), in respect of the audit of these financial statements, is shown below:

	<u>2012</u> £000	<u>2011</u> £000
Fees payable to the Company's auditor for the audit of the Company's financial statements	9	2

Fees paid to PricewaterhouseCoopers LLP and its associates for services other than the statutory audit of the Company are not disclosed in these accounts since the consolidated accounts of the Company's ultimate parent company, Aviva plc (see note 17(c)), are required to disclose other (non-audit) services on a consolidated basis.

Audit fees are paid by Aviva Central Services UK Limited, a fellow Group company, and recharged as appropriate to the Company and fellow Group companies.

Aviva Risk Management Solutions UK Limited

Notes to the financial statements (continued)

6 Tax

(a) Tax charged to the income statement

(i) The total tax charge comprises

	<u>2012</u> <u>£000</u>	<u>2011</u> <u>£000</u>
Current tax:		
For this year	119	100
Adjustment to tax charge in respect of prior years	-	(2)
Total current tax	<u>119</u>	<u>98</u>
Total tax charged to income statement	<u>119</u>	<u>98</u>

(ii) Unrecognised tax losses and temporary differences of previous years were used to reduce current tax expense by £nil (2011 £1 thousand)

(b) Tax reconciliation

The tax on the Company's profit before tax differs from the theoretical amount that would arise using the tax rate in the United Kingdom as follows

	<u>2012</u> <u>£000</u>	<u>2011</u> <u>£000</u>
Net profit before tax	<u>488</u>	<u>380</u>
Tax calculated at standard UK corporation tax rate of 24.5% (2011 26.5%)	120	101
Adjustment to tax charge in respect of prior years	-	(2)
Deferred tax assets not recognised	<u>(1)</u>	<u>(1)</u>
Tax charged for the period (note 6(a))	<u>119</u>	<u>98</u>

The UK corporation tax rate reduced to 24% from 1 April 2012. A subsequent reduction in the UK corporation tax rate to 23% was substantively enacted on 3 July 2012 and will apply from 1 April 2013. The substantively enacted rate of 23% has been used in the calculation of the UK's deferred tax assets and liabilities.

Further reductions in the corporation tax rates to 21% from 1 April 2014 and then to 20% from 1 April 2015 were substantively enacted on 2 July 2013. There is no impact to the company's net assets from the reduction in rate as the company does not have any recognised deferred tax balances.

Aviva Risk Management Solutions UK Limited

Notes to the financial statements (continued)

7 Equipment

	<u>2012</u> <u>£000</u>	<u>2011</u> <u>£000</u>
Cost		
At 1 January	302	297
Additions	4	5
At 31 December	<u>306</u>	<u>302</u>
Depreciation		
At 1 January	295	287
Charge for the year	7	8
At 31 December	<u>302</u>	<u>295</u>
Carrying amount at 31 December	<u>4</u>	<u>7</u>

8 Receivables

	<u>2012</u> <u>£000</u>	<u>2011</u> <u>£000</u>
Trade receivables	195	286
Amounts due from related parties (note 17(a)(ii))	847	761
	<u>1,042</u>	<u>1,047</u>
Expected to be recovered in less than one year	<u>1,042</u>	<u>1,047</u>

All receivables are carried at amortised cost, which approximates to fair value

Aviva Risk Management Solutions UK Limited

Notes to the financial statements (continued)

9 Tax assets and liabilities

(a) Current tax	2012 £000	2011 £000
Tax liability		
Expected to be payable in more than one year	119	100
Tax liability recognised in statement of financial position	<u>119</u>	<u>100</u>

Liabilities for prior years' tax settled by group relief of £100 thousand (2011 £109 thousand) are included within trade and other payables (note 10) and within the related party transactions (note 17(a)(iii)) and are payable in less than one year

(b) Deferred taxes

The Company has unrecognised temporary differences of £38 thousand (2011 £41 thousand) to carry forward indefinitely against future taxable income

10 Trade and other payables

	2012 £000	2011 £000
Trade payables	52	260
Social security and other taxes	208	64
Amounts due to related parties (note 17(a)(iii))	204	135
	<u>464</u>	<u>459</u>
Expected to be settled within one year	<u>464</u>	<u>459</u>

All trade and other payables are carried at amortised cost, which approximates to fair value

11 Other liabilities

	2012 £000	2011 £000
Deferred income	170	166
Accruals	760	1,089
	<u>930</u>	<u>1,255</u>
Expected to be settled within one year	<u>930</u>	<u>1,255</u>

Aviva Risk Management Solutions UK Limited

Notes to the financial statements (continued)

12 Ordinary share capital

Details of the Company's ordinary share capital are as follows

	<u>2012</u> £000	<u>2011</u> £000
Allotted, called up and fully paid		
2,000,000 (2011 2,000,000) ordinary shares of £1 each	<u>2,000</u>	<u>2,000</u>

The Companies Act 2006 abolished the requirement for a company to have an authorised share capital and the articles of association adopted by the Company on 21 July 2010 reflect this. Directors may exercise any power of the Company to allot shares or grant rights to subscribe for or to convert any security into such shares and are authorised to do so under the Company's articles of association. Ordinary shares in issue in the Company rank pari passu. All the ordinary shares in issue carry the same right to receive all dividends and other distributions declared, made or paid by the Company.

13 Commitments

Operating lease commitments

Future aggregate minimum lease payments under non-cancellable operating leases are as follows

	<u>2012</u> £000	<u>2011</u> £000
Within 1 year	137	30
Later than 1 year and not later than 5 years	206	-
	<u>343</u>	<u>30</u>

Aviva Risk Management Solutions UK Limited

Notes to the financial statements (continued)

14 Statement of cash flows

	<u>2012</u> £000	<u>2011</u> £000
(a) The reconciliation of profit before tax to the net cash flow from operating activities is:		
Profit before tax	488	380
Adjustments for		
Depreciation of equipment	7	8
Interest receivable	(48)	(24)
Changes in working capital		
(Increase)/decrease in receivables	(95)	(10)
Increase/(decrease) in trade and other payables	5	60
Increase/(decrease) in other liabilities	(325)	210
Net cash inflow from operating activities	<u>32</u>	<u>624</u>

"(Increase)/decrease in receivables" is stated after eliminating £100 thousand (2011 £109 thousand) of corporation tax liability settled or to be settled by group relief

(b) Cash and cash equivalents in the cash flow statement at 31 December comprise:

	<u>2012</u> £000	<u>2011</u> £000
Cash at bank	<u>3,111</u>	<u>3,035</u>

Aviva Risk Management Solutions UK Limited

Notes to the financial statements (continued)

15 Risk management

The ultimate parent company, Aviva plc, and its subsidiaries, joint ventures and associates, (collectively known as "the Group"), operate a risk management framework ("RMF"), which is the collection of processes and tools that have been put in place to ensure that the risks to which it is exposed are identified, measured, managed, monitored and reported on a continuous basis. The RMF is designed to facilitate a common approach to, and language regarding, the management of risk across the Group. The key instruments of the RMF include the risk management policies, risk reports, risk models, the governance and oversight infrastructure and the risk appetite framework. The RMF has been adopted in the Aviva businesses collectively referred to as "UK&I GI" (including this Company and the UK and Ireland general insurance business carried out primarily within Aviva Insurance Limited).

Risks are usually grouped by risk type – credit, liquidity and operational risk. Risk falling within these types may affect a number of key metrics including those relating to strength within the statement of financial position, liquidity and profit. They may also affect the performance of the products that the Company delivers to customers and the service to customers and distributors, which can be categorised as risks to the Company's franchise.

The Group has a set of formal risk policies that facilitate a consistent approach to the management of all the Group's risks across all businesses and locations in which the Group operates. These risk policies define the Group's appetite for different, specific risk types and set out risk management and control standards for the Group's worldwide operations.

UK&I GI sets limits to manage material risks to ensure the risks stay within risk appetite (the amount of risk UK&I GI is willing to accept). UK&I GI assesses the size and scale of a risk by considering how likely it is that the risk will materialise and the potential impact the risk could have on its business, customers and other stakeholders. Where risks are outside of appetite, actions are agreed to mitigate the exposure. Impact assessments are considered against financial, operational and reputational criteria and take into account underlying factors such as economic conditions, for example, UK economic growth and inflation.

UK&I GI has an established governance framework, which has the following key elements:

- defined terms of reference for the legal entity Boards and the associated Board and management committees,
- a clear organisational structure with documented delegated authorities and responsibilities from the legal entity Boards to management, and
- adoption of the Group risk management framework that defines risk appetite measures and sets out risk management and control standards for the Group's worldwide operations. The risk management framework also sets out the roles and responsibilities of businesses, policy owners and risk oversight committees.

UK&I GI operates a three lines of defence risk management model. Primary responsibility for risk identification and management lies with business management (the first line of defence). Support for and challenge on the completeness and accuracy of risk assessment, risk reporting and adequacy of mitigation plans are performed by specialist risk functions (the second line of defence). Independent and objective assurance on the robustness of the risk management framework and the appropriateness and effectiveness of internal control is provided by Internal Audit (the third line of defence).

Aviva Risk Management Solutions UK Limited

Notes to the financial statements (continued)

15 Risk management (continued)

(a) Financial risk management

(i) Credit risk

Credit risk is the risk of loss in the value of financial assets due to counterparties failing to meet all or part of their obligations

UK&I GI's management of credit risk is carried out in accordance with Group credit risk processes, which include setting exposure limits and monitoring exposures in accordance with ratings set by credit ratings agencies such as Standard & Poor's. Exposure levels for UK&I GI are reported to, and reviewed by, the Asset Liability Committee

Financial assets are graded according to current credit ratings issued. AAA is the highest possible rating. Investment grade financial assets are classified within the range of AAA to BBB ratings. Financial assets which fall outside this range are classified as speculative grade. Credit limits for each counterparty are set based on default probabilities that are in turn based on the rating of the counterparty and the type of exposure concerned.

The following table provides information regarding the aggregated credit risk exposure of the Company. "Non-rated" capture assets not rated by external ratings agencies.

31 December 2012	Credit rating						Carrying value in the statement of financial position
	AAA	AA	A	BBB	Speculative grade	Non-rated	
	£000	£000	£000	£000	£000	£000	£000
Trade receivables	-	-	-	54	116	25	195
Cash and cash equivalents	-	3,111	-	-	-	-	3,111

31 December 2011	Credit rating						Carrying value in the statement of financial position
	AAA	AA	A	BBB	Speculative grade	Non-rated	
	£000	£000	£000	£000	£000	£000	£000
Trade receivables	-	-	-	78	-	208	286
Cash and cash equivalents	-	3,035	-	-	-	-	3,035

At 31 December 2012, the Company's cash and cash equivalents were placed with one counterparty (2011: one).

Aviva Risk Management Solutions UK Limited

Notes to the financial statements (continued)

15 Risk management (continued)

(a) Financial risk management (continued)

(i) Credit risk (continued)

At 31 December 2012 and 2011, no financial assets were impaired. The following table provides information regarding the ageing of financial assets that are past due but not impaired.

<u>Financial assets that are past due but not impaired</u>						Carrying value of impaired financial assets	Carrying value in the statement of financial position
31 December 2012	Neither past due nor impaired	0 to 3 months	3 to 6 months	6 months to 1 year	Greater than 1 year	£000	£000
Trade receivables	101	28	66	-	-	-	195

<u>Financial assets that are past due but not impaired</u>						Carrying value of impaired financial assets	Carrying value in the statement of financial position
31 December 2011	Neither past due nor impaired	0 to 3 months	3 to 6 months	6 months to 1 year	Greater than 1 year	£000	£000
Trade receivables	253	26	7	-	-	-	286

At 31 December 2012, receivables are £1,042 thousand (2011: £1,047 thousand). Of this amount, £847 thousand (2011: £761 thousand) is due from related parties, details of which are set out in note 17(a)(ii).

The management of credit risk for UK&I GI is overseen by the Asset Liability Committee.

(ii) Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations as they fall due.

UK&I GI has set its investment strategy to ensure it has sufficient liquid funds to meet its expected obligations on an expected basis and under adverse circumstances. In extreme circumstances, the Company would approach the Group for additional short-term borrowing whilst the Company liquidated other assets. The Group maintains significant committed borrowing facilities from a range of highly rated banks to mitigate this risk further.

The following table provides an analysis, by maturity date of the principal, of the carrying value of financial assets which are available to fund the repayment of liabilities as they crystallise.

31 December 2012	Within 1 year	1 to 5 years	Total
	£000	£000	£000
Receivables	1,042	-	1,042
Cash and cash equivalents	3,111	-	3,111
	4,153	-	4,153
31 December 2011	Within 1 year	1 to 5 years	Total
	£000	£000	£000
Receivables	1,047	-	1,047
Cash and cash equivalents	3,035	-	3,035
	4,082	-	4,082

Aviva Risk Management Solutions UK Limited

Notes to the financial statements (continued)

15 Risk management (continued)

(ii) Liquidity risk (continued)

The following table shows the Company's financial liabilities

	Within 1 year	1 to 5 years	Total
31 December 2012	£000	£000	£000
Trade and other payables	464	-	464
Other liabilities	930	-	930
	<u>1,394</u>	<u>-</u>	<u>1,394</u>
31 December 2011	£000	£000	£000
Trade and other payables	459	-	459
Other liabilities	1,255	-	1,255
	<u>1,714</u>	<u>-</u>	<u>1,714</u>

The management of liquidity risk for UK&I GI is overseen by the Asset Liability Committee

(b) Strategic risk management

UK&I GI is exposed to a number of strategic risks. UK&I GI's strategy supports its vision, purpose and objectives and is responsive to both the external and internal environment, for example, changes in the competitive landscape arising from economic conditions, customer demands and competitor activity, regulatory changes, merger and acquisition opportunities and emerging trends (such as climate change and pandemic events)

Strategic risk is explicitly considered throughout UK&I GI's strategic review and planning process. Developments are assessed during the quarterly performance management process where all aspects of the risk profile are considered.

UK&I GI actively engages with external bodies to share the benefit of its expertise in responding to emerging risks as well as challenging developments that could be damaging to the business and the industry as a whole.

(c) Operational risk management

Operational risk is the risk of loss resulting from inadequate or failed internal processes, people and systems or from external events. Operational risks include taxation, reputation and regulatory risks, such as compliance. Only financial instrument risk requires quantification under IFRS and consequently no quantification of this risk is provided.

Operational risk is managed in accordance with control standards set out in Group risk management framework.

The management of operational risk for UK&I GI is overseen by the Operational Risk & Reputation Committee.

Aviva Risk Management Solutions UK Limited

Notes to the financial statements (continued)

16. Capital structure

The Company maintains an efficient capital structure from equity shareholder's funds, consistent with the Company's overall risk profile and market requirements of the business. This note describes the way the Company manages capital and shows where this is employed.

(a) General

IFRS underpins the Company's capital structure and, accordingly, the capital structure is analysed on this basis.

(b) Capital management

In managing its capital, the Company seeks to

- (i) maintain financial strength,
- (ii) retain financial flexibility by maintaining strong liquidity, and
- (iii) allocate capital efficiently and repatriate excess capital where appropriate.

The Company considers not only the traditional sources of capital funding, but alternative sources when assessing its deployment and usage of capital.

(c) Measure of capital

The Company is required to report its results on an IFRS basis.

(d) Capital structure

	IFRS net assets 2012 £000	IFRS net assets 2011 £000
Provision of technical risk services	2,644	2,275
Total capital employed	2,644	2,275
Financed by		
Equity shareholder's funds	2,644	2,275

Aviva Risk Management Solutions UK Limited

Notes to the financial statements (continued)

17 Related party transactions

(a) The company had the following related party transactions in 2012 and 2011

(i) The Company provides technical risk services to the parent company, Aviva Insurance Limited and to other parts of the Group. The Company receives services from Aviva Employment Services Limited for recharges of employment costs. Aviva Central Services UK Limited provides services for recharges of central costs such as accounts payable, fleet costs and mobile telephones.

(ii) Services provided to related parties

	2012		2011	
	Income earned in year £000	Receivable at year end £000	Income earned in year £000	Receivable at year end £000
Parent	14,405	828	14,798	756
Fellow Group companies	17	19	28	5
	<u>14,422</u>	<u>847</u>	<u>14,826</u>	<u>761</u>

The related parties' receivables are not secured and no guarantees have been received in respect thereof.

(iii) Services provided by related parties

	2012		2011	
	Expense incurred in year £000	Payable at year end £000	Expense incurred in year £000	Payable at year end £000
Fellow Group companies	<u>14,946</u>	<u>204</u>	<u>10,500</u>	<u>135</u>

(iv) Key management compensation

The key management of the Company are considered to be the statutory directors of the Company. Note 4, Directors, gives details of their compensation as directors of the Company.

(b) Immediate parent company

The Company's immediate parent Company is Aviva Insurance Limited, registered in Scotland.

(c) Ultimate controlling entity

The ultimate controlling entity is Aviva plc. Its Annual Report and Accounts are available on application to the Group Company Secretary, Aviva plc, St Helen's, 1 Undershaft, London EC3P 3DQ.