

GROUPAMA INSURANCES GROUP LIMITED
(Registered No: 2772002)
FINANCIAL STATEMENTS
FOR YEAR ENDED 31 DECEMBER 2004



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Directors' Report

The Directors of Groupama Insurances Group Limited present their Report and the audited Financial Statements for the year ended 31 December 2004.

Business Review

The Company did not trade during the year. It has received no income and incurred no expenditure during the year. The Directors do not foresee any future activity by the Company.

Directors

The Directors currently holding office are:

P. Lefèvre	Chairman and Chief Executive
F-X. B. Boisseau	
R. L. Sampson	
P. W. Picknett	

They have all held office throughout the year, with the exception of T. H. Bishop who resigned on 31 January 2004.

None of the Directors holding office at the year end have an interest in the shares of the Company or any other group undertaking.

None of the Directors received any remuneration for services to the Company during the year.

Expenses

All contracts of employment of the UK Group's employees are with fellow subsidiary undertakings. All expenses including auditors' remuneration are borne by Groupama UK Services Limited, a fellow subsidiary undertaking.

Directors' Report (continued)

Statement of Directors' responsibilities

Company law requires the Directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the Company and of the profit or loss for that period. In preparing those financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently, with the exception of changes arising on the adoption of new accounting standards in the year;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departure 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 confirm that the Financial Statements comply with the above requirements.

The Directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the Company and to enable them to ensure that the financial statements comply with the Companies Act 1985. 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.

Auditors

PricewaterhouseCoopers LLP have expressed their willingness to continue in office as auditors and accordingly a resolution to propose their reappointment will be submitted at the Annual General Meeting.

By order of the Board


R. Whitfield-Jones
Secretary
28 April 2005

Groupama House
24-26 Minories
London EC3N 1DE

Independent Auditors' Report

Independent auditors' report to the members of Groupama Insurances Group Limited

We have audited the Financial Statements on pages 5 to 6, which have been prepared in accordance with the accounting policies set out on page 6.

Respective responsibilities of Directors and auditors

The Directors' responsibilities for preparing the annual report and the Financial Statements in accordance with applicable United Kingdom law and accounting standards are set out in the statement of Directors' responsibilities on page 3.

Our responsibility is to audit the Financial Statements in accordance with relevant legal and regulatory requirements and United Kingdom Auditing Standards issued by the Auditing Practices Board. This opinion has been prepared for and only for the Company's members in accordance with Section 235 of the Companies Act 1985 and for no other purpose. We do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or in to whose hands it may come save where expressly agreed by our prior consent in writing.

We report to you our opinion as to whether the Financial Statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you if, in our opinion, the Directors' report is not consistent with the Financial Statements, if the Company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding Directors' remuneration and transactions is not disclosed.

We read the other information contained in the annual report and consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the Financial Statements. The other information comprises only the Directors' report.

Basis of audit opinion

We conducted our audit in accordance with auditing standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the Financial Statements. It also includes an assessment of the significant estimates and judgements made by the Directors in the preparation of the Financial Statements, and of whether the accounting policies are appropriate to the Company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the Financial Statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the Financial Statements.

Opinion

In our opinion the Financial Statements give a true and fair view of the state of affairs of the Company as at 31 December 2004 and of its result for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



PricewaterhouseCoopers LLP
Chartered Accountants and
Registered Auditors

Southwark Towers,
32 London Bridge Street,
London SE1 9SY
United Kingdom

28 April 2005

Balance Sheet

As at 31 December 2004

	Notes	2004 £000	2003 £000
Current Assets			
Amounts owed by fellow subsidiary undertakings		87,464	87,458
Cash at bank		<u>~</u>	<u>6</u>
		87,464	87,464
Creditors : amounts falling due within one year		<u>(9)</u>	<u>(9)</u>
Total assets less current liabilities		87,455	87,455
Creditors : amounts falling due after more than one year			
Amounts owed to fellow subsidiary undertakings		<u>(5,950)</u>	<u>(5,950)</u>
Net assets		81,505	81,505
Capital and reserves			
Called up share capital	2	246,869	246,869
Share premium account		29,573	29,573
Other reserves		13,405	13,405
Profit and loss account		<u>(208,342)</u>	<u>(208,342)</u>
Total shareholders' funds		81,505	81,505

Profit and Loss Account

During the year ended 31 December 2004 and the preceding financial year the Company did not trade and received no income and incurred no expenditure. Consequently during these years, the Company made neither a profit or a loss.

There are no recognised gains or losses during these years.

The Financial Statements on pages 5 to 6 were approved by the Board of Directors on 28 April 2005 and signed on its behalf by



P. Lefèvre
Chairman and Chief Executive

The Notes on page 6 form an integral part of these Financial Statements.

Notes to the Financial Statements

For the year ending 31 December 2004

1. ACCOUNTING POLICIES

Basis of Presentation

The Financial Statements have been prepared in accordance with schedule 4 to the Companies Act 1985 and with applicable accounting standards.

The Company, which is a wholly owned subsidiary, has used the exemption available in FRS 1 (Revised) and does not produce a cash flow statement.

Deferred taxation

Deferred taxation is recognised as an asset or liability if transactions have occurred at the balance sheet date that gave rise to the right to pay less taxation in future or an obligation to pay more tax in future. An asset is not recognised to the extent that the transfer of economic benefits in the future is uncertain.

2. CALLED UP SHARE CAPITAL

	2004 £000	2003 £000
Authorised 355,000,000 (2003 : 355,000,000) ordinary shares of £1 each	355,000	355,000
Allotted and fully paid 246,869,000 (2003 : 246,869,000) ordinary shares of £1 each	246,869	246,869

3. RELATED PARTY TRANSACTIONS

The Company has taken advantage of the exemption under FRS8 – Related Party Disclosures, that no disclosure is required in the Financial Statements of related party transactions in relation to subsidiary undertakings, 90% or more of whose voting rights are controlled within the Group.

4. ULTIMATE PARENT UNDERTAKING

The Company's immediate parent undertaking is Groupama (UK) Limited, which is registered in England. The Directors regard Groupama S.A., a company incorporated in France, as its ultimate parent undertaking. Copies of the financial statements of both companies can be obtained from the registered office of Groupama Insurances Group Limited, as shown in the Directors' Report.