Kiln Pension Guarantee Limited

Annual Report and Financial Statements For the year ended 31 December 2015

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11/08/2016 COMPANIES HOUSE #4

Registered Office

20 Fenchurch Street London EC3M 3BY

Registered Number 05091865

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Strategic report for the year ended 31 December 2015

The directors of Kiln Pension Guarantee Limited (the Company) present their strategic report together with the audited financial statements for the year ended 31 December 2015. Kiln Pension Guarantee Limited is a private limited company incorporated and registered in England and Wales.

With the consent of its parent, the Company adopted FRS 101 Reduced Disclosure framework from 1 January 2015. FRS 101 provides a reduced disclosure framework for qualifying subsidiaries of entities otherwise reporting under full EU endorsed IFRS.

Principal activities and review of the business

The Company is a wholly-owned subsidiary of Tokio Marine Kiln Group Limited (TMKGL). The principal activity of the Company is to hold funds that may be required for fellow subsidiary Tokio Marine Kiln Syndicates Limited's (TMKSL) defined benefit (DB) pension scheme.

The Company has guaranteed that in the event of TMKS becoming insolvent, the Company will meet the pension obligations of TMKS, up to £20 million, due to the TMKS's Pension and Assurance scheme.

As the principal activity of the Company is to hold funds rather than generate income, the requirement of the business review to include analysis using key financial performance indicators is not considered relevant.

Summary of financial results

The profit for the financial year was £681,000 (2014: £436,000). The net asset position as at 31 December 2015 was £21,162,000 (2014: £20,481,000).

During 2015, the funds held within the Company have been invested, which has generated investment income and contributed to the increased result in 2015.

Future developments

The company will continue to hold funds that may be required for fellow subsidiary TMKS's defined benefit (DB) pension scheme.

Principal risks and uncertainties

The principal risks of the Company are operational risk, credit risk and market risk.

Operational Risk

Operational risk is the risk that errors caused by people, processes or systems result in financial loss. The Company is operated as part of the Tokio Marine Kiln Group (TMK Group), which seeks to manage this risk through the use of a comprehensive risk register and a quarterly review system with departmental heads responsible for identifying, assessing, and controlling operational risks effectively.

The TMK Group has a strong risk reporting and risk governance system in place to ensure effective risk management of risk. Management receive operational risk updates on a monthly basis and the TMK Group Audit, Risk and Compliance Committee also reviews the operational risk profile bi-annually.

Credit Risk

Credit risk is the risk of loss if another party fails to settle its financial obligations, including failure to settle them in a timely manner.

The TMK Group has a framework of policies, procedures and internal controls. All policies are subject to board approval and ongoing review by management, the TMK Group Credit Control Committee and TMK

Strategic report for the year ended 31 December 2015 (Continued)

Group internal audit. Any changes to policies or strategies are communicated clearly via policy statements and guidelines.

Market Risk

Market risk is the risk that arises from fluctuations in values of, or income from, assets or interest or exchange rates. Funds managed by our investment managers are subject to TMK Group guidelines, and the on-going investment strategy and investment objectives that are agreed by the TMK Group Investment Committee. These include the requirement for the prudent person principal as outlined in the Solvency II Directive text. Additionally, meetings are held regularly with the fund managers to review performance.

By order of the Board

F J Molloy

Company Secretary

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22 June 2016

Directors' report for the year ended 31 December 2015 (Registered number 05091865)

The directors of Kiln Pension Guarantee Limited ('the Company') present their report together with the audited financial statements for the year ended 31 December 2015.

Future developments

Future developments are discussed in the strategic report.

Dividends

The directors did not declare or pay a dividend for the year ended 31 December 2015 (2014: Nil).

Directors and officers

The directors and officers who served during the financial year and up to the date of signing the financial statements are as follows:

P Culham (appointed 1 April 2016) C A S Franks R C W Lewis (resigned 31 March 2016) F J Molloy (Company Secretary)

Directors' and officers' liability insurance

Directors' and officers' liability insurance has been purchased by Tokio Marine Kiln Group Limited (TMKGL) in respect of all TMK Group companies and this was in force during the year and at the date of signing the financial statements.

Financial instruments and risk management

It is the TMK Group's policy to confine its exposure to risk primarily to its core areas of expertise: the underwriting of specialist insurance and reinsurance risks. This approach means that we are at the cautious end of the spectrum in all areas of financial risk management, such as investment management. Therefore the Company's principal financial risk is liquidity risk.

Liquidity risk is defined as the risk of the Company being unable to meet its liabilities in a timely manner because of the lack of liquid resources. Future cash flows are managed on a daily basis and the Company ensures that there is sufficient day-to-day cash to settle immediate liabilities.

Statement of disclosure of information to auditors

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

- 1) so far as each of them is aware, there is no information relevant to the audit of the Company's financial statements for the year ended 31 December 2015 of which the auditors are unaware; and
- 2) each director has taken all steps that he ought to have taken in his duty as a director in order to make himself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

Directors' report for the year ended 31 December 2015 (Registered number 05091865) (Continued)

Statement of directors' responsibilities

The directors are responsible for preparing the Strategic Report, 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 United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), including Financial Reporting Standard 101 Reduced Disclosure Framework (FRS 101). 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 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 United Kingdom Accounting Standards, including FRS 101, have been followed, subject to any material departures disclosed and explained in the financial statements;
- notify the Company's shareholders in writing about the use of disclosure exemptions, if any, of FRS
 101 used in the preparation of 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.

The directors are responsible for the maintenance and integrity of the Company's corporate and financial information, which is included on the TMKGL website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Appointment of independent auditors

The board has approved the appointment of PricewaterhouseCoopers LLP as auditors on an ongoing basis.

By order of the Board

F J Molloy

Company Secretary

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22 June 2016

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF KILN PENSION GUARANTEE LIMITED

Report on the financial statements

Our opinion

In our opinion, Kiln Pension Guarantee Limited's financial statements (the "financial statements"):

- give a true and fair view of the state of the Company's affairs as at 31 December 2015 and of its profit 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.

What we have audited

The financial statements, included within the Annual Report and Financial Statements (the "Annual Report"), comprise:

- the Balance sheet as at 31 December 2015;
- the Income statement for the year then ended;
- the Statement of changes in equity for the year then ended; and
- the notes to the financial statements, which include a summary of significant accounting policies and other explanatory information

The financial reporting framework that has been applied in the preparation of the financial statements is United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law (United Kingdom Generally Accepted Accounting Practice).

In applying the financial reporting framework, the directors have made a number of subjective judgements, for example in respect of significant accounting estimates. In making such estimates, they have made assumptions and considered future events.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion, the information given in the Strategic Report and the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Other matters on which we are required to report by exception

Adequacy of accounting records and information and explanations received

- Under the Companies Act 2006 we are required to report to you if, in our opinion:
- we have not received all the information and explanations we require for our audit; or
- 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.

We have no exceptions to report arising from this responsibility.

Directors' remuneration

Under the Companies Act 2006 we are required to report to you if, in our opinion, certain disclosures of directors' remuneration specified by law are not made. We have no exceptions to report arising from this responsibility.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF KILN PENSION GUARANTEE LIMITED (continued)

Responsibilities for the financial statements and the audit

Our responsibilities and those of the directors

As explained more fully in the Statement of directors' responsibilities set out on page 5, 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) ("ISAs (UK & 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 parent 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.

What an audit of financial statements involves

- We conducted our audit in accordance with ISAs (UK & Ireland). 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.

We primarily focus our work in these areas by assessing the directors' judgements against available evidence, forming our own judgements, and evaluating the disclosures in the financial statements.

We test and examine information, using sampling and other auditing techniques, to the extent we consider necessary to provide a reasonable basis for us to draw conclusions. We obtain audit evidence through testing the effectiveness of controls, substantive procedures or a combination of both.

In addition, we read all the financial and non-financial information in the Annual Report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Deepti **V**ohra (Senior Statutory Auditor)

for and on behalf of PricewaterhouseCoopers LLP Chartered Accountants and Statutory Auditors

London

22 June 2016

Income statement

for the year ended 31 December 2015

	Note	2015 £'000	2014 £'000
Investment income	3	855	764
Investment expenses and charges	3	(5)	(6)
Unrealised losses on investments	3	(52)	(82)
Interest paid		· · -	(1)
Operating income and other charges	4 _	56	(120)
Profit on ordinary activities before taxation		854	555
Tax on profit on ordinary activities	8	(173)	(119)
Profit for the financial year	_	681	436

All activities are continuing. There is no other comprehensive income or loss attributable to the members of the Company (2014: nil). Accordingly, a separate statement of comprehensive income has not been provided for current or prior year.

There is no material difference between the profit on ordinary activities before taxation and the profit for the financial year stated above, and their historical cost equivalents.

Statement of changes in equity

for the year ended 31 December 2015

	Called- up share capital £'000	Share premium £'000	Profit and loss account £'000	Total £'000
Balance as at 1 January 2014	-	20,000	45	20,045
Profit for the year	-		436	436
Balance as at 31 December 2014		20,000	481	20,481
Balance as at 1 January 2015	-	20,000	481	20,481
Profit for the year	-	-	681	681
Balance as at 31 December 2015		20,000	1,162	21,162

The notes on pages 10 to 16 form part of these financial statements.

Balance sheet

as at 31 December 2015

	Note	2015 £′000	2014 £′000
Fixed Assets			
Financial Investments	9	19,712	19,877
Current assets			
Amount owed by group undertakings		351	104
Cash at bank and in hand		1,569	634
	-	21,632	20,615
Creditors: amounts falling due within one year			
Other creditors including taxation and social security	10 _	(470)	(134)
	_	(470)	(134)
Net assets		21,162	20,481
Capital and reserves			
Called up share capital	11	-	-
Share Premium account		20,000	20,000
Profit and loss Account	_	1,162	481
Total shareholders' funds	_	21,162	20,481

The financial statements on pages 8 to 16 were approved by the board of directors on 22 June 2016 and signed on its behalf by:

C A S Franks

Chief Executive Officer

The notes on pages 10 to 16 form part of these financial statements.

1 Accounting policies

1.1 Basis of presentation

The financial statements have been prepared in accordance with Financial Reporting Standard 101, 'Reduced Disclosure Framework' (FRS 101). They are prepared on the going concern basis, under the historical cost convention and in accordance with the Companies Act 2006.

The preparation of financial statements in conformity with FRS 101 requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company's accounting policies.

Exemptions for qualifying entities under FRS101

FRS 101 allows a qualifying entity certain disclosure exemptions, subject to certain conditions which have been complied with, including notification of and no objection to, the use of exemptions by the Company's shareholders.

The company has taken advantage of the following exemptions:

- The preparation of cash flow statements on the basis that the parent company's consolidated statement of cash flows will include the Company's cash flows;
- The preparation of related party disclosures on the basis that the parent company's consolidated financial statements will include the Company's related party disclosures;

New standards, amendments and IFRIC interpretations

No new accounting standards, or amendments to accounting standards, or IFRIC interpretations that are effective for the year ended 31 December 2015, have had a material impact on the Company.

1.2 Principal accounting policies

The significant accounting policies adopted in the preparation of the financial statements are set out below. They have been applied consistently to all periods presented in these financial statements.

a. Investment Return

Investment return comprises interest and dividends receivable for the year together with realised and unrealised investment gains and losses from the assets held by the Company.

b. Financial investments

Investments in marketable securities are stated at their market value at the balance sheet date.

2 Use of critical accounting estimates and judgements in applying accounting policies

The Company makes estimates and assumptions that affect the reported amounts of assets and liabilities within the next financial year. Estimates and judgements are continually evaluated and based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The following sets out the significant estimate and judgement made:

Financial investments

Financial investments are carried in the balance sheet at market values. Market valuations of funds are obtained from fund administrators. The fair value of financial instruments where no active market exists or where quoted prices are not otherwise available are determined by using valuation techniques.

3 Investment Return

	2015 £′000	2014 £'000
Income from financial assets at fair value through profit and loss	855	764
Investment management expenses	(5)	(6)
Net unrealised losses on investments	(52)	(82)
Total investment return	798	676

All investment return is derived from assets held at fair value through the profit and loss.

4 Operating income and other charges

	2015 £'000	2014 £'000
Net foreign exchange gains	593	495
Net (losses) on translation of assets and liabilities at closing rates	(529)	(611)
Other charges	(8)	(4)
Total other charges	56	(120)
5 Auditors' remuneration		
	2015	2014
	£′000	£′000
Audit services:		
Fees payable to the Company's auditor for the audit of the statutory		
financial statements	6_	4

The Company has not incurred any non-audit fees during the year.

6 Staff costs

The Company has no employees (2014: nil). Staff engaged in the business of the Company, are employed by fellow group undertaking, Tokio Marine Kiln Insurance Services Limited.

7 Directors' remuneration

All directors are also directors of TMK Group and their emoluments for services to the group are reported in the TMKGL consolidated financial statements. The directors do not receive emoluments for their services provided to this Company.

8 Tax on profit on ordinary activities

a. Analysis of charge in current year

	2015 £′000	2014 £'000
Current Tax		
UK corporation tax on profit for the year	173	119
Total current tax	173	119

b. Factors affecting tax charge for year

The tax on the Company's profit before tax is the same as (2014: same as) the theoretical amount that would arise using the weighted average tax rate applicable to profits of the Company.

-	2015 £′000	2014 £'000
Profit on ordinary activities before taxation	854	555
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 20.25% (2014: 21.5%)	173	119
Tax charge for the year	173	119

The rate of UK corporation tax changed from 21% to 20% on 1 April 2015 and remained at 20% from 1 April 2016. Accordingly, the Company's profits for this accounting year are taxed at an effective rate of 20.25%.

9 Financial Investments

Fair value estimation

Financial instruments that are fair valued through profit and loss are classified using a fair value hierarchy that reflects the significance of the inputs used in these measurements.

- Level 1 financial instrument comprises government bonds and foreign currency derivatives. These have been valued at fair value using quoted prices in an active market.
- Level 2 financial instruments are less regularly traded government agency bonds and corporate bonds. These fair values have been derived from quoted prices.
- The fair value for level 3 financial instruments is generally derived from inputs that are not based on observable market data. Level 3 securities consist of a position in a private corporate loan fund.

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	Level 1	Level 2	Level 3	Total
Debt securities:				
Government securities	4,151	-	-	4,151
Debt securities	-	2,609	-	2,609
Loan fund	-	-	12,913	12,913
Derivatives	39	-	-	39
Total financial investments at fair value through profit and loss - designated upon initial recognition	4,190	2,609	12,913	19,712
			014 000	
	Level 1	Level 2	Level 3	Total
Debt securities:				
Government securities	3,313	973	-	4,286
Debt securities	-	6,259	= .	6,259
Loan fund	-	-	9,268	9,268
Derivatives	64	-	-	64
Total financial investments at fair value through profit and loss - designated upon initial recognition	3,377	7,232	9,268	19,877
Level 3 financial instruments				
Level 5 imaneiai instruments		201 £'00		2014 £'000
Financial investment assets				
Opening balance		9,26 5,00		12 207
Purchases during the year Sales during the year		(1,82		12,307 (3,573)
Gain recognised in the profit and loss		46	-	534
Closing balance		12,91	13	9,268
10 Creditors: amounts falling due within one y	ear			
		201	1 5	2014
		£'00	00	£′000
Amounts owed to group undertakings		12	22	13
Other creditors			75	2
UK Corporation tax payable			73	119
t .		47	70	134

11 Called up share capital

	2015 £	2014 £
1,000 ordinary shares of £1 each	1,000	1,000
Allotted and fully paid: 2 ordinary shares of £1 each	2	2

12 Risk Management

Details of the Company's risk management framework are given in the 'principal risks and uncertainties' section pages 2-3 of the Strategic report.

Financial risk

The Company is exposed to a range of financial risks through its financial assets. In particular, the key financial risk is that the proceeds from financial assets are not sufficient to fund the pension obligations arising from an insolvency of TMKS. The most important components of this financial risk are credit risk, liquidity risk and market risk (including interest rate risk).

These risks arise from open positions in interest rate products, all of which are exposed to general and specific market movements. The risks that the Company primarily faces due to the nature of its investments are interest rate risk.

Credit risk

For details of the management of the Company's credit risk please refer to pages 2-3.

The following table provides information regarding credit risk exposures of the Company by classifying assets according to the credit ratings of the counterparties. For financial investments, the Standard & Poor's credit rating was used. For other assets, where a rating is provided by more than one rating agent, the highest rating was assigned to that asset. Where a security has no credit rating the rating of the issuer is used. During the year there were no material breaches in exposure limits.

2015	AAA £'000	AA £'000	A £′000	<a £'000</a 	NR £'000	Total £'000
Other financial investments	4,304	2,456	-	39	12,913	19,712
Cash at bank and in hand	<u>-</u>	-	1,569	-	<u>-</u>	1,569
Total credit risk exposure	4,304	2,456	1,569	39	12,913	21,281
2014	AAA £'000	AA £'000	A £′000	<a £'000</a 	NR £′000	Total £'000
Other financial investments	6,298	3,720	591	-	9,268	19,877
Cash at bank and in hand	-	-	634	-	-	634
Total credit risk exposure	6,298	3,720	1,225	-	9,268	20,511

Liquidity risk

For details of the management of the Company's liquidity risks please refer to page 4.

The following table analyses the significant monetary assets into their relevant maturity groups based on the remaining period at the year end date to their contractual maturities or expected settlement dates. The financial instruments can be realised at any time, but the table presents their maturity profiles should they continue to be held.

2015	Up to 1 year £'000	1-3 years £'000	3-5 years £'000	Over 5 years £'000	Total £'000
Assets					
Other financial investments	4,630	662	1,271	13,149	19,712
Cash at bank and in hand	1,569	-	-	-	1,569
	6,199	662	1,271	13,149	21,281
2014	Up to 1 year £'000	1-3 years £′000	3-5 years £'000	Over 5 years £'000	Total £'000
Assets					
Other Financial investments	7,751	1,268	1,590	9,268	19,877
Cash at bank and in hand	634	<u>-</u>	-	-	634
	8,385	1,268	1,590	9,268	20,511

Interest rate market risk

The Company holds investments in its balance sheet and the performance of its investment portfolio may have an effect on profit. The income derived by the company from its investments, and the capital value of its investments, may fall as well as rise. Therefore, changes in interest rates, credit ratings and other economic variables could substantially affect the company's profitability.

Interest rate sensitivity analysis

The analysis below is performed for possible movements in key variables with all other variables held constant, showing the impact on profit before tax. The correlation of variables will have a significant effect in determining the ultimate impact. However, to isolate and demonstrate the impact due to changes in variables, each variable has been changed on an individual basis. It should be noted that movements in these variables are non-linear.

The table below shows the estimated impact of a 1% movement in the UK interest rates on the market value of the company's investments.

	2015	2014
	Impact on profit before tax £'000	Impact on profit before tax £'000
1% movement in the UK interest rates	(1)	(1)

13 Transition to FRS 101

This is the first year that the Company has presented its financial statements under FRS 101. The last financial statements prepared under UK GAAP were for the year ended 31 December 2014. The date of transition to FRS 101 was the 1 January 2014. The adoption of FRS 101 has not changed the Company's financial position or performance.

14 Ultimate parent company and controlling party

The ultimate parent company and controlling party is Tokio Marine Holdings, Inc. incorporated in Japan. Copies of the consolidated financial statements of Tokio Marine Holdings, Inc. are available from 1-2-1 Marunouchi, Chiyoda-ku, Tokyo, 100-0005, Japan.

The immediate parent company is Tokio Marine Kiln Group Limited, which is incorporated in Great Britain and registered in England and Wales. Copies of the consolidated financial statements of Tokio Marine Kiln Group Limited are available from 20 Fenchurch Street, London EC3M 3BY.