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In accordance with  
Regulation 32 of the  
Overseas Companies  
Regulations 2009

**OS AA01**

Statement of details of parent law and other  
information for an overseas company



Companies House

☒ **What this form is for**  
You may use this form to  
accompany your accounts  
disclosed under parent law

☒ **What this form is NOT for**  
You cannot use this form to  
an alteration of manner of co  
with accounting requirements

TUESDAY



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A10

25/10/2016

#314

COMPANIES HOUSE

## Part 1 Corporate company name

Corporate name of  
overseas company ①

RSA OVERSEAS (NETHERLANDS) B.V.

UK establishment  
number

B R 0 0 8 2 4 9

### → Filling in this form

Please complete in typescript or in  
bold black capitals

All fields are mandatory unless  
specified or indicated by \*

① This is the name of the company in  
its home state

## Part 2 Statement of details of parent law and other information for an overseas company

### A1 Legislation

Please give the legislation under which the accounts have been prepared and,  
if applicable, the legislation under which the accounts have been audited

Legislation ②

The Netherlands Civil Code

② This means the relevant rules or  
legislation which regulates the  
preparation and, if applicable, the  
audit of accounts

### A2 Accounting principles

Accounts

Have the accounts been prepared in accordance with a set of generally accepted  
accounting principles?

Please tick the appropriate box

☐ **No** Go to Section A3

☒ **Yes** Please enter the name of the organisation or other  
body which issued those principles below, and then go to Section A3

③ Please insert the name of the  
appropriate accounting organisation  
or body

Name of organisation  
or body ③

Part 9, Book 2 of the Netherlands Civil Code

### A3 Accounts

Accounts

Have the accounts been audited? Please tick the appropriate box

☒ **No** Go to Section A5

☐ **Yes** Go to Section A4

# OS AA01

## Statement of details of parent law and other information for an overseas company

<b>A4 Audited accounts</b>		
Audited accounts	Have the accounts been audited in accordance with a set of generally accepted auditing standards? Please tick the appropriate box <input type="checkbox"/> No Go to Part 3 'Signature' <input type="checkbox"/> Yes Please enter the name of the organisation or other body which issued those standards below, and then go to Part 3 'Signature'	① Please insert the name of the appropriate accounting organisation or body
Name of organisation or body ①		
<b>A5 Unaudited accounts</b>		
Unaudited accounts	Is the company required to have its accounts audited? Please tick the appropriate box <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	
<b>Part 3 Signature</b>		
Signature	I am signing this form on behalf of the overseas company	
	Signature <b>X K. Tait</b> <b>FOR ROISIN LTD</b>	<b>X</b>
	This form may be signed by Director, Secretary, Permanent representative	

# OS AA01

Statement of details of parent law and other information for an overseas company



## Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name	SOPHIE ASHTON									
Company name	RSA INSURANCE GROUP PLC									
Address	20 FENCHURCH STREET									
Post town	LONDON									
County/Region										
Postcode	E	C	3	M		3	A	U		
Country										
DX										
Telephone	0207 111 1953									



## Checklist

We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following

- ☐ The company name and, if appropriate, the registered number, match the information held on the public Register
- ☐ You have completed all sections of the form, if appropriate
- ☐ You have signed the form



## Important information

Please note that all this information will appear on the public record



## Where to send

You may return this form to any Companies House address

### England and Wales

The Registrar of Companies, Companies House,  
Crown Way, Cardiff, Wales, CF14 3UZ  
DX 33050 Cardiff

### Scotland

The Registrar of Companies, Companies House,  
Fourth floor, Edinburgh Quay 2,  
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF  
DX ED235 Edinburgh 1  
or LP - 4 Edinburgh 2 (Legal Post)

### Northern Ireland

The Registrar of Companies, Companies House,  
Second Floor, The Linenhall, 32-38 Linenhall Street,  
Belfast, Northern Ireland, BT2 8BG  
DX 481 N R Belfast 1



## Further information

For further information, please see the guidance notes on the website at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk) or email [enquiries@companieshouse.gov.uk](mailto:enquiries@companieshouse.gov.uk)

This form is available in an alternative format. Please visit the forms page on the website at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

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**RSA OVERSEAS (Netherlands) B.V.**  
**Amsterdam**  
**FINANCIAL STATEMENTS 2015**

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		COMPANIES HOUSE	

## **RSA OVERSEAS (NETHERLANDS) B V., AMSTERDAM**

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**RSA OVERSEAS (NETHERLANDS) B.V., AMSTERDAM**

**1. BALANCE SHEET AS AT DECEMBER 31, 2015 (before appropriation of result)**

	<u>2015</u>	<u>2014</u>
	<u>GBP</u>	<u>GBP</u>
<b>ASSETS</b>		
<b>FIXED ASSETS</b>		
<b>4 1 Financial fixed assets</b>		
Investments in affiliates or associates	2,509,131,650	2,766,225,632
<b>CURRENT ASSETS</b>		
<b>Receivables</b>		
Group companies	988,085,998	977,627,297
Other receivables and accrued income	<u>57,852,533</u>	<u>49,767,601</u>
	1,045,938,531	1,027,394,898
<b>Cash at bank</b>	2,143	2,200
<b>TOTAL ASSETS</b>	<u><b>3,555,072,324</b></u>	<u><b>3,793,622,730</b></u>
<b>LIABILITIES</b>		
<b>4 2 EQUITY</b>		
Issued capital	22,068	22,068
Share premium	1,646,203,581	1,646,203,581
Legal reserves	581,394,001	571,788,862
Other reserves	1,121,340,658	1,098,165,216
Current year result	<u>126,716,745</u>	<u>401,562,344</u>
	3,475,677,053	3,717,742,071
<b>4.3 CURRENT LIABILITIES</b>		
Group companies	75,880,785	72,313,273
Other debts and accrued expense	<u>3,514,486</u>	<u>3,567,386</u>
	79,395,271	75,880,659
<b>TOTAL LIABILITIES</b>	<u><b>3,555,072,324</b></u>	<u><b>3,793,622,730</b></u>

**RSA OVERSEAS (NETHERLANDS) B.V., AMSTERDAM**

**2. PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2015**

	<b>2015</b>	<b>2014</b>
	<b>GBP</b>	<b>GBP</b>
Operating expense	(144)	(141)
<b>Operating result</b>	<b>(144)</b>	<b>(141)</b>
Financial income and expenses	18,543,594	12,554,999
<b>Result before taxation</b>	<b>18,543,450</b>	<b>12,554,858</b>
Tax on result from ordinary activities before taxation	(3,514,486)	(3,561,886)
	15,028,964	8,992,972
Result from investments in affiliates or associates	111,687,781	392,569,372
<b>Net result</b>	<b>126,716,745</b>	<b>401,562,344</b>

## **RSA OVERSEAS (NETHERLANDS) B.V , AMSTERDAM**

### **3. ACCOUNTING AND VALUATION PRINCIPLES**

#### **3.1 GENERAL**

##### **3.1.1 Activities**

The principal activity of the company is to act as an intermediate holding company

#### **3.2 ACCOUNTING AND VALUATION PRINCIPLES**

##### **3.2.1 General**

The Company's financial statements have been prepared in accordance with Part 9 of Book 2 of the Netherlands Civil Code. The financial statements have been prepared in the English language and are denominated in the British currency (GBP).

The functional and reporting currency of the Company is British pound sterling ("GBP"). Given the fact that the monetary assets and liabilities of the Company are denominated in GBP, the Company considers GBP as its functional and reporting currency.

The accounting and valuation principles applied have not changed compared to the previous year. The valuation principles are set out below, unless indicated otherwise, with transactions being valued at amounts for which they were acquired or incurred.

##### **Consolidation**

The company has applied article 408, Part 9, Book 2 of the Netherlands Civil Code. Therefore there is no consolidated Balance sheet and Profit and loss account prepared. This valuation method has been chosen given the nature of the company.

The Company's ultimate parent 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 The Dutch Chamber of Commerce.

##### **Company Information**

The registered seat of the RSA Overseas (Netherlands) B.V. is Amsterdam, the Netherlands. The actual seat of the Company is 20 Fenchurch Street, London, EC3M 3AU.

##### **Foreign currencies**

Translation gains and losses arising on the translation of the results and net assets of subsidiaries at year end exchange rates are recognised in the legal reserve.

All current assets and liabilities denominated in foreign currencies have been translated at the rates of exchange prevailing at the balance sheet date. Exchange differences are directly added to or charged against the result.

##### **Valuation of Fixed Assets**

Valuation of assets and liabilities and determination of the result take place under the historical cost convention. Unless presented otherwise, the relevant principle for the specific balance sheet item, assets and liabilities are presented at face value.

## **RSA OVERSEAS (NETHERLANDS) B.V., AMSTERDAM**

### **3. ACCOUNTING AND VALUATION PRINCIPLES (CONTINUED)**

#### **3.2.2 Valuation policies in respect of the valuation of assets and liabilities**

##### **Financial fixed assets**

###### *Investments in affiliates or associates*

The investments in affiliates or associates are valued at net asset value, defined according to the principles of valuation of RSA Overseas (Netherlands) B V

The assets and liabilities of the insurance subsidiaries are valued in accordance with the accounting policies used by the RSA Group, except for the goodwill, which for the purpose of valuation in the accounts are amortised over its estimated useful life (normally 20 years) The significant accounting policies of RSA Group can be found on pages 108 to 115 and 167 to 170 of the RSA Annual Report and Accounts 2015, which do not form part of these financial statements The RSA Annual Report and Accounts 2015 are also filed at the Dutch Chamber of Commerce

##### **Receivables**

Receivables are valued at face value less a provision for doubtful debt where necessary

#### **3.2.3 Principles for determination of results**

##### **General**

With respect to the items included in the operating result, profits have only been included if and in so far as they have been incurred in the financial year and losses and risks have been taken into account which originated before the end of the financial year Costs related to the proceeds are based on historical prices as incurred

Income and expenses denominated in foreign currencies are translated at the average rates in the course of the period

##### **Results from subsidiaries**

Results of the subsidiaries are recognised in the profit and loss account The other expenses are accounted for in the financial year they are realised Profits are only accounted for in the financial year they are realised Losses are taken into account as soon as they are foreseeable

##### **Taxation**

Taxation on the income is calculated taking into account the prevailing fiscal facilities and the non-deductible expenses

## RSA OVERSEAS (NETHERLANDS) B.V., AMSTERDAM

### 4. NOTES TO THE LINE ITEMS ON THE BALANCE SHEET AS AT 31 DECEMBER 2015

#### 4.1 Financial fixed assets

##### Subsidiaries

The Company's directly owned subsidiaries at 31 December 2015 were as follows

	Principal activity	Class of rights held by shares held	Percentage of nominal value and voting rights held by the Company
<b>Isle of Man</b>			
RSA Ellan Vannin (No 5) Limited*	Non-Trading	Ordinary	100 00
<b>Netherlands</b>			
Sun Alliance Finance B V*	Holding Company	Ordinary	100 00
RSA Overseas Holdings B V *	Holding Company	Ordinary	100 00
<b>Notes</b>			

1 All shares in the subsidiaries listed above are owned by the Company

2 No subsidiary holds a disclosable interest in the shares of the Company

#### 4.2 Equity

##### 4.2.1 Issued capital

The issued and paid-in share capital amounts to GBP 22,068 (2014 GBP 22,068) nominal value and consists of 715 (2014 715) ordinary shares of EUR 45 37 (2014 EUR 45 37) each

##### 4.2.2 Legal reserves

The Legal reserves includes the changes in the valuation of subsidiaries arising from the Company's shares of the post-acquisition profits and from other direct increases in value to the extent the Company is unable to effect a distribution without restriction

##### 4.2.3 Current year result

The retained profits for the year 2015 are GBP 126,716,745

#### 4.3 Off balance – sheet rights and obligations

There are no off balance – sheet rights, obligations and arrangements

**RSA OVERSEAS (NETHERLANDS) B.V , AMSTERDAM**

**5. NOTES TO THE LINE ITEMS OF THE PROFIT AND LOSS ACCOUNT**

**5.1 Employees**

The company had no employees during the financial year (2014 nil)

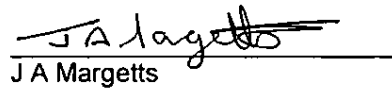
**Signing of the financial statements**

**For and on behalf of RSA Overseas (Netherlands) B.V.**

26 AUGUST

2016

  
C A Heiss

  
J A Margetts

  
For and on behalf of Roysun Limited

## **RSA OVERSEAS (NETHERLANDS) B V., AMSTERDAM**

### **SUPPLEMENTARY INFORMATION**

#### **1. NO REQUIREMENT TO ISSUE AN AUDITOR'S REPORT**

Under Section 396 (7) Book 2 of the Netherlands Civil Code, the company is exempt from the obligation to have the financial statements audited by an auditor. Consequently, no audit has been requested and therefore no auditor's report has been issued.

#### **2. STATUTORY PROFIT APPROPRIATION**

According to article 11 of the company's Articles of Association, the net result for the period is at the disposal of the General Meeting of Shareholders.

##### **2.1 Adoption of financial statements 2014**

The corporate financial statements 2014 were approved by a meeting of the Company's Management Board on 23 November 2015. The retained result for the year of GBP 401,562,344 has been added to the following reserves:

Legal reserve	383,298,478
Other reserve	<u>18,263,866</u>
	<u>401,562,344</u>

##### **2.2 Proposed Profit appropriation 2015**

It is proposed to allocate the unappropriated profit for 2015 of GBP 126,716,745 to the following reserves:

Legal reserve	109,628,576
Other reserve	<u>17,088,169</u>
	<u>126,716,745</u>