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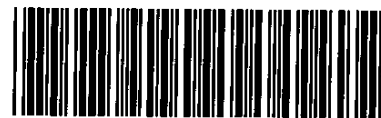
Registered Number: 00638918

# **SUN ALLIANCE AND LONDON INSURANCE LIMITED**

## **Annual Report and Accounts**

**For the year ended 31 December 2022**

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SUN ALLIANCE AND LONDON INSURANCE LIMITED

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# **SUN ALLIANCE AND LONDON INSURANCE LIMITED**

## **Company Information**

### **Directors**

G Robinson

S De Baat

R Morrison

### **Secretary**

Roysun Limited

### **Registered Office**

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

# SUN ALLIANCE AND LONDON INSURANCE LIMITED

## Directors' report for the year ended 31 December 2022

The directors present their annual report on the affairs of Sun Alliance and London Insurance Limited (the 'Company') and the unaudited financial statements for the year ended 31 December 2022.

The Company is a member of the Intact Financial Corporation Group of Companies (the 'Group'), headed by Intact Financial Corporation ('IFC' or 'Intact'). At a local level the Company is a member of the RSA Insurance Group of companies (the 'RSA Group' or 'RSA'), headed by RSA Insurance Group Limited ('RSAIG'). The Company is a subsidiary of Royal & Sun Alliance Insurance Limited ('RSAI'). The RSA Group provides the Company with access to all central resources that it needs and provides policies in all key areas including finance, risk, human resources and environment. The directors of the Company have concluded that the RSA Group approach to strategy, risk management, performance review and custody of assets fully meets the needs of the Company as a separate regulated entity.

### Business review and principal activity

There was no trading activity during the year.

The results for the Company show a loss on ordinary activities before tax of £93 for the year (2021: £7). The shareholders' funds of the Company were £240,888 as at 31 December 2022 (31 December 2021: £240,981).

### Future outlook

The Company ceased trade on 1 January 2012, and since the year-ending 31 December 2018 the financial statements have been prepared on an other than going concern basis to reflect its status.

### Key performance indicators ('KPIs')

There are no KPIs produced for the company as no trading activity has occurred during the year.

### Principal risks and uncertainties

The principal risks or uncertainties relate to the Company's exposure to amounts due from other companies within the RSA Group. The Company is an intermediate holding company within the RSA Group and its risks are managed in accordance with RSA Group policies. The principal risks and uncertainties of the RSA Group, which include those of the Company, are set out in the Strategic report of the 2022 Annual Report and Accounts of the RSA Group, which do not form part of this report.

### Financial risk management

The Company's financial risks are managed and monitored at an RSA Group level. The risk management of the RSA Group, which includes that of the Company is set out in the Risk and capital management section of the 2022 Annual Report and Accounts of the RSA Group, which does not form part of this report. The directors consider that there is a minimal level of financial risk associated with the Company's assets and liabilities due to the nature of the Company's activities.

### Directors

The names of the directors who held office during the year are listed on page 1. From 1 January 2022 to date the following changes have taken place:

Director	Appointed
R Morrison	24 June 2022

### Directors' responsibilities

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

None of the directors have any interest in the shares of the Company.

### Dividends

The directors did not recommend payment of a final dividend in respect of the year ended 31 December 2022 (2021: £nil). No interim dividends were paid during the year (2021: £nil).

### Political donations

The Company did not make any political donations during the financial year (2021: £nil).

### Post Balance Sheet Events

There are no post balance sheet events to report.

### Directors' Indemnity

Article 82 and 83 of the Articles of Association provides that, among other things and insofar as permitted by law, the Company may indemnify its directors against any liability and may purchase and maintain insurance against any liability. The directors and officers of the Company have the benefit of Directors' and Officers' insurance which provides cover in respect of legal actions brought against them.

## SUN ALLIANCE AND LONDON INSURANCE LIMITED

### Non-going concern

The principal activity of the Company was a holding company for subsidiaries formerly transacting the business of insurance and related financial services in the United Kingdom and overseas. The cessation of the Company's trade in January 2012, along with no current intention to acquire a replacement trade, has resulted in the financial statements not being prepared on the going concern basis. Using this basis of preparation, the directors are satisfied that no change is required to the carrying value of the Company's assets and liabilities.

### Strategic report

The Company has taken advantage of the exemption in section 414A(2) of the Companies Act 2006 (Strategic Report and Directors' Report Regulations 2013) from the requirements to prepare a strategic report on the basis that it would be entitled to prepare accounts for the year in accordance with the small companies regime but for being a member of an ineligible group.

The Directors' Report was approved by the Board of Directors and was signed by order of the Board on its behalf by:

*Ryan Law*

Ryan Law  
For and on behalf of Roysun Limited  
Secretary  
5 September 2023

## **SUN ALLIANCE AND LONDON INSURANCE LIMITED**

### **Statement of directors' responsibilities in respect of the annual report and the financial Statements**

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 they have elected to prepare the financial statements in accordance with UK accounting standards and applicable law, including FRS 101 Reduced Disclosure Framework. 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 its profit or loss for that period. In preparing the financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable, relevant and reliable;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- assess the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so (as explained in note 1 the directors do not believe that it is appropriate to prepare these financial statements on a going concern basis).

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 its financial statements comply with the Companies Act 2006. They are responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

Under applicable law and regulations, the directors are also responsible for preparing a Directors' Report that complies with that law and those regulations

# SUN ALLIANCE AND LONDON INSURANCE LIMITED

## Statement of total comprehensive income for the year ended 31 December 2022

During the year, the Company incurred bank charges totalling £93 (2021: £7). There was no other trading activity in either 2022 or 2021. The Company therefore has no other comprehensive income and accordingly no statement of other comprehensive income is provided.

## Statement of changes in equity for the year ended 31 December 2022

	Called up share capital	Share premium account	Retained earnings	Shareholders' funds
	£000	£000	£000	£000
Balance at 1 January 2021	-	-	241	241
Profit for the financial year	-	-	-	-
<b>Balance at 1 January 2022</b>	<b>-</b>	<b>-</b>	<b>241</b>	<b>241</b>
Profit for the financial year	-	-	-	-
<b>Balance at 31 December 2022</b>	<b>-</b>	<b>-</b>	<b>241</b>	<b>241</b>

The attached notes on pages 7 to 9 form an integral part of these financial statements.

**Registered Number: 00638918**

**SUN ALLIANCE AND LONDON INSURANCE LIMITED**

**Balance sheet**  
as at 31 December 2022

	Notes	2022 £000	2021 £000
<b>Assets</b>			
Amounts owed by group undertakings		241	241
<b>Net assets</b>		241	241
<b>Capital and reserves</b>			
Called up share capital	8	-	-
Retained earnings		241	241
<b>Shareholders' funds</b>		241	241

The attached notes on pages 7 to 9 form an integral part of these accounts.

For the year ending 31 December 2022 the Company was entitled to exemption from audit under section 479A of the Companies Act 2006.

No members have required the company to obtain an audit of its accounts for the year in question in accordance with section 476 of the Companies Act 2006. The directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts.

The financial statements were approved on 5 September 2023 by the Board of Directors and are signed on its behalf by:

*Simon de Baat*

Director

Simon de Baat



# SUN ALLIANCE AND LONDON INSURANCE LIMITED

## Notes to the accounts

### 1. Basis of preparation

The Company is a private, wholly owned subsidiary of RSAI and is incorporated and domiciled in the UK. The Company's ultimate parent company and controlling party is IFC. At a local level, the Company is a member of the RSA Group, which is registered in England and Wales and is the smallest group to consolidate these financial statements.

The RSA Group has prepared its consolidated financial statements in accordance with UK-adopted International Accounting Standards and the requirements of the Companies Act 2006.

The financial statements are prepared in accordance with Financial Reporting Standard 101: *Reduced Disclosure Framework* (FRS 101) and in compliance with the Companies Act 2006. The financial statements are prepared on a historical cost basis. Where other bases are applied, these are identified in the relevant accounting policy.

The principal activity of the Company was a holding company for subsidiaries formerly transacting the business of insurance and related financial services in the United Kingdom and overseas. The cessation of the Company's trade in January 2012, along with no current intention to acquire a replacement trade, has resulted in the financial statements not being prepared on the going concern basis. Using this basis of preparation, the directors are satisfied that no change is required to the carrying value of the Company's assets and liabilities.

The Company's financial statements are presented in pound sterling, which is also the Company's functional currency and rounded to the nearest thousand except where otherwise indicated.

In preparing these financial statements, the Company applies the recognition, measurement and disclosure requirements of UK-adopted international accounting standards but makes amendments where necessary in order to comply with Companies Act 2006 and has set out below where advantage of the FRS 101 disclosure exemptions has been taken.

The exemptions used by the Company are as follows:

- Cash Flow Statement and related notes;
- The effects of new but not yet effective IFRSs;
- Disclosures in respect of the compensation of Key Management Personnel; and
- Disclosures in respect of transactions between two or more wholly owned subsidiaries of the group.

As the consolidated financial statements of the Company's ultimate parent undertaking include the equivalent disclosures, the Company has also taken the exemptions under FRS 101 available in respect of the following disclosures:-

- Certain disclosures required by IFRS13 *Fair Value Measurement*.
- The disclosures required by IFRS7 *Financial Instrument Disclosures*.

The Company has taken advantage of the exemption under Section 400 of the Companies Act 2006 from the requirement to prepare consolidated accounts as it is a wholly owned subsidiary of RSAIG Limited, which prepares group accounts. The Report and Accounts containing these consolidated financial statements can be found at [www.rsagroup.com](http://www.rsagroup.com).

The Company ceased trade on 1 January 2012, and since the year ended 31 December 2018, the financial statements have been prepared on an other than going concern basis to reflect its status.

### 2. Selection of significant accounting policies

The significant accounting policies used in the preparation of these financial statements, as set out below, have been applied consistently to all periods presented, unless otherwise stated.

The Company has not made any significant changes to its accounting policies during 2022.

#### (i) Current and deferred tax

Current and deferred tax are recognised in the profit and loss account, except to the extent that the tax arises from a transaction or event recognised either in other comprehensive income (OCI) or directly in equity. Any exceptions permitted under IAS 12 'Income Taxes' are disclosed in the notes. To the extent that deferred tax assets are recognised or derecognised in the period and it is not possible to attribute this directly to either the profit and loss account or OCI, as is the case typically for brought forward tax losses, then these amounts are attributed between the profit and loss account and OCI transactions using a reasonable ~~pro rata split based on historical movements~~.

Current taxation is based on profits and income for the year as determined in accordance with the relevant tax legislation, together with adjustments for prior years.

#### (ii) Amounts owed from group undertakings

The Company accounts for amounts owed from other group undertakings at amortised cost and determines an expected credit loss based on those default events that are possible within 12 months after the reporting date, or where the credit risk has increased significantly since initial recognition on the basis of all possible default events over the life of debt.

### 3. Critical accounting estimates and judgements

In preparing these financial statements, management has made judgements in determining estimates in accordance with the Company's accounting policies, as described in note 2. Estimates are based on management's best knowledge of current circumstances and expectation of future events and actions, which may subsequently differ from those used in determining the accounting estimates.

## SUN ALLIANCE AND LONDON INSURANCE LIMITED

### Notes to the accounts

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

There are no key critical judgements or estimates in the financial statements.

#### 4. Auditor's remuneration

For the year ending 31 December 2022 the Company is entitled to an exemption from audit under section 479A of the Companies Act 2006 relating to subsidiary companies and therefore no audit fees are payable for this accounting year. Prior year fees totalling £3,570 were borne by the group company, RSAI.

#### 5. Directors' emoluments

The directors were either remunerated by RSAI, the Company's parent company, or by RSAIG, for their services to the Group as a whole. In addition to their role with the Company, each director has another role which is integral to the oversight of the RSA Group. An allocation of their respective remuneration in relation to the Company has not been calculated on the basis that such allocation would be difficult to produce as their time is not tracked in sufficient detail for this to be possible. The amount of salary disclosed in the note below represents the total remuneration paid to them in respect of their services to the RSA Group.

	2022	2021
The aggregate emoluments of the directors, including amounts paid for services to the Group, were as follows:	<b>£000</b>	<b>£000</b>
Salaries and bonuses	<b>643</b>	936
Allowances, benefits and other awards	<b>55</b>	321
	<b>698</b>	1,257

The criteria for making bonus awards are based on targeted levels of business sector profit and specific business objectives.

No directors who served during the year accrued retirement benefits under defined benefit schemes (2021: no directors). Contributions of £11,250 (2021: £16,899) were made to Group defined contribution schemes during the year in respect of two directors who served during the year (2021: four directors).

No directors exercised share options over shares in the Company's ultimate parent company during the year (2021: two directors). During the year there were no directors in respect of whose qualifying services shares were received or receivable under long term incentive schemes (2021: four directors).

	2022	2021
The emoluments of the highest paid director were:	<b>£000</b>	<b>£000</b>
Salaries, bonuses, allowances, benefits and other awards	<b>389</b>	567

The highest paid director did not exercise share options over shares in the Company's ultimate parent company during the year. Shares were received or receivable under long term incentive schemes.

#### 6. Employees and staff costs

The Company did not employ anyone during the period (2021: none). All administrative duties are performed by employees of RSAI at no cost to the Company (2021: £nil).

#### 7. Taxation

The tax amounts credited in the statement of total comprehensive income are as follows:

	2022	2021
	<b>£000</b>	<b>£000</b>
<b>Current tax</b>		
Adjustments in respect of prior periods	-	-
<b>Total current tax</b>	-	-
<b>Total tax credit</b>	-	-

The UK corporation tax for the current year is based on a rate of 19.0% (2021: 19.0%).

#### Reconciliation of the total tax credit

The tax charge for the year is less than 19.0% (2021: less than 19.0%) due to the items set out in the reconciliation below.

	2022	2021
	<b>£000</b>	<b>£000</b>
<b>Profit on ordinary activities before tax</b>		
Tax at 19.0% (2021: 19.0%)	-	-
<b>Factors affecting change:</b>		
Adjustments in respect of prior periods	-	-
<b>Total tax charge</b>	-	-

The company had no deferred tax assets or liabilities at 31 December 2022 or 31 December 2021.

# SUN ALLIANCE AND LONDON INSURANCE LIMITED

## Notes to the accounts

### 8. Share capital

	2022 £	2021 £
Allotted, issued and fully paid		
807,390,126 ordinary shares of 0.0000000012p (2021: 807,390,126 ordinary shares of 0.0000000012p)	1	1
	1	1

### 9. Parent companies

The Company's immediate parent company is Royal & Sun Alliance Insurance Limited, a company incorporated in England and Wales. Royal & Sun Alliance Insurance Limited's registered address is St Mark's Court, Chart Way, Horsham, West Sussex, RH12 1XL.

The Company's ultimate parent company and controlling party is Intact Financial Corporation.

These financial statements are consolidated within the financial statements of RSA Insurance Group Limited. A copy of the RSA Group's accounts can be obtained by writing to Group Secretariat, RSA Insurance Group Limited, 8<sup>th</sup> Floor, 22 Bishopsgate, London EC2N 4BQ.