

Swiss Re Life & Health Limited

Annual Report and Financial Statements 2012



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Company Information

Board of Directors	Mark Swallow	Resigned 3 April 2013
	Russell Higginbotham	Appointed 5 April 2013
	Hannah Flaxman	

Company Secretary	Jennifer Gandy
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Registered Office	30 St Mary Axe
	London
	England
	EC3A 8EP
	Telephone 020 7933 3000
	Fax 020 7933 5000

Company Registration Number	3360983
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Independent Auditors	PricewaterhouseCoopers LLP
	7 More London Riverside
	London
	SE1 2RT

Directors' Report for the year ended 31 December 2012

The directors present their annual report together with the audited financial statements of Swiss Re Life & Health Limited (the Company), for the year ended 31 December 2012

Business review and Principal activity

The principal activity of the Company prior to 1 January 2008 had been the transaction of long-term reinsurance business in the United Kingdom and Ireland. The Company ceased to accept new business with effect from 1 January 2008. In 2008 all technical liabilities and supporting assets were assumed by Swiss Re Europe S A under a Part VII transfer.

The immediate parent company is Swiss Re GB Limited (formerly Swiss Re GB Plc). Until 20 May 2011 the ultimate parent company was Swiss Reinsurance Company Ltd.

On 20 May 2011 shares in Swiss Reinsurance Company Ltd were exchanged for newly issued shares in Swiss Re Ltd which is incorporated in Switzerland. The new shares of Swiss Re Ltd were listed on the Swiss Stock Exchange on 23 May 2011. Effective 20 May 2011 Swiss Re Ltd became the holding company of the Swiss Re group of companies.

For the purpose of these financial statements, Swiss Re Ltd and all its subsidiaries are referred to as Swiss Re.

Future outlook

It is the intention of the Directors to liquidate the Company as soon as the ongoing litigation case is resolved (note 10).

Results and Dividend

The results for the year, which are set out on page 9, show a profit for the financial year of £1,800 (2011: £nil). The shareholders' funds of the Company, as shown on page 10, total £2,271,257 (2011: £2,269,457). The directors have not declared or paid a dividend during the year (2011: £nil).

Directors

The directors of the company who were in office during the year and up to the date of signing the financial statements are listed on page 3.

Directors' Report for the year ended 31 December 2012

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 United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). 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 UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements,
- 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 website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

The directors confirm that the financial statements comply with the above requirements and also confirm that

- (i) so far as each director is aware, there is no relevant audit information of which the Company's auditors are unaware, and
- (ii) 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 Company's auditors are aware of that information.

Charitable and political donations

No donations were made for charitable or political purposes during the year (2011: £nil).

Independent Auditors

PricewaterhouseCoopers LLP have expressed their willingness to continue in office and accordingly a resolution to propose their re-appointment will be submitted at the annual board meeting.

Directors' Report for the year ended 31 December 2012

Directors' report exemptions

This report has been prepared in accordance with the special provisions relating to small companies within Part 15 of the Companies Act 2006

On behalf of the Board

A handwritten signature in black ink, consisting of a large, stylized 'H' followed by a cursive 'F' and a long horizontal stroke.

Hannah Flaxman
Director
19 June 2013

Independent Auditors' Report to the Member of Swiss Re Life & Health Limited

To the Member of Swiss Re Life and Health Limited

We have audited the financial statements of Swiss Re Life & Health Limited (the Company) for the year ended 31 December 2012 which comprise the Balance Sheet and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

Respective responsibilities of directors and auditors

As explained more fully in the Statement of directors' responsibilities in the Directors' Report as set out on pages 4 to 6, 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 result 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.

Opinion on other matter prescribed by the Companies Act 2006

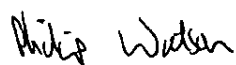
In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Independent Auditors' Report to the Member of Swiss Re Life & Health 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, or
- the directors were not entitled to take advantage of the small companies' exemption in preparing the Directors' Report



Philip Watson (Senior Statutory Auditor)
For and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
London
20 June 2013

Profit and Loss Account

For the year ended 31 December 2012

	Notes	2012 £	2011 £
Other operating income	5	1,800	-
Profit on ordinary activities before tax		1,800	-
Tax on profit on ordinary activities	6	-	-
Profit for the financial year		1,800	-

All of the above derive from discontinued activities. There are no gains and losses arising other than those reported above. Accordingly, no Statement of Total Recognised Gains and Losses is provided.

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 equivalent.

The notes on pages 11 to 13 form an integral part of these financial statements.

Balance Sheet

as at 31 December 2012

	Notes	2012 £	2011 £
Debtors			
Other debtors	7	2,271,257	2,269,457
Net assets		2 271,257	2,269,457
Capital and reserves			
Called up share capital	8,9	2	2
Profit & loss account	9	2,271,255	2,269,455
Total shareholder's funds	9	2,271,257	2,269,457

The notes on pages 11 to 13 form an integral part of these financial statements

There has been no profit or loss in the current and prior year, and as such no profit and loss account has been prepared

The financial statements on pages 9 to 13 were approved by the Board of Directors on 19 June 2013 and were signed on their behalf by



Hannah Flaxman
Director

Notes to the financial statements

1. Accounting policies

Basis of preparation

These financial statements have not been prepared on the going concern basis, as it is the intention to liquidate the company in the near future. No adjustments have been made to the accounts to reflect that the Company is not a going concern because the Company expects to continue to realise its assets and settle liabilities in an orderly fashion and for the amounts stated. The financial statements have been prepared in accordance with the Companies Act 2006 and applicable accounting standards in the United Kingdom.

The Company is exempt from preparing a cash flow statement in accordance with Financial Reporting Standard 1, Cash Flow Statements (FRS 1), as it is included by full consolidation in the consolidated financial statements of the ultimate parent company which are publicly available. The ultimate parent company is Swiss Re Ltd.

In accordance with Financial Reporting Standard 8, Related Party Disclosures (FRS 8), the Company is exempt from the requirement to disclose transactions with entities that are part of Swiss Re or investees of Swiss Re qualifying as related parties, as it is a wholly owned subsidiary of Swiss Re Ltd, registered in Switzerland, whose consolidated financial statements are publicly available.

The following accounting policies have been applied consistently in dealing with items which are considered material to the Company's financial statements.

2 Auditors' remuneration

Fees paid to the Company's auditors, PricewaterhouseCoopers LLP, for the current year audit amounted to £1,638 (2011: £1,800) and were borne by Swiss Re Services Limited (SRSL), a fellow subsidiary undertaking. No other services have been provided to the Company by its auditors (2011: £nil).

3 Directors' emoluments

	2012 £	2011 £
Aggregate emoluments	1,238	419
Pension contribution	118	36

The emoluments of two directors (2011: two directors) have been included. Retirement benefits are accruing to two directors (2011: two directors) under a defined contribution scheme. All directors' emoluments were borne by Swiss Re Services Ltd, a fellow Swiss Re group subsidiary undertaking.

4 Employee information

The Company does not employ any staff as all staff are employed by Swiss Re Services Limited, a fellow group undertaking. No recharge has been made to the Company for the services provided by these staff.

Notes to the financial statements

5 Other operating income

	2012 £	2011 £
Sundry income	1,800	-

During 2012 a net amount of £1,800 was received in respect of the lifting of charges over properties less associated legal fees

6 Tax on profit on ordinary activities

	2012 £	2011 £
UK corporation tax at 24.5 % (2011 26.5%)		
Current tax credit on ordinary activities for the year	-	-
Adjustments in respect of prior year	-	-
Current tax credit for the year	-	-

Factors affecting the tax (credit)/charge for the year

The main UK corporation tax rate was reduced from 26% to 24% with effect from 1 April 2012 resulting in a standard tax rate for the period of 24.5% (2011 the main UK corporation tax rate was reduced from 28% to 26% with effect from 1 April 2011 resulting in a standard tax rate for the period of 26.5%)

	2012 £	2011 £
Profit and loss account		
Profit on ordinary activities before tax	1,800	-
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 24.5 % (2011 26.5%)	441	-
Group capital losses set against chargeable gains	(441)	-
Adjustment in respect of prior years	-	-
Non-Taxable income	-	-
Current tax credit for the year	-	-

7 Other debtors

	2012 £	2011 £
Amounts owed by parent undertaking	2,271,257	2,269,457

Amounts owed by parent undertaking are unsecured, interest free, have no fixed date of repayment and are repayable on demand

Notes to the financial statements

8. Called up share capital

	2012 £	2011 £
Authorised share capital		
60,000,002 (2011 60,000,002) ordinary shares of £1 each	60,000,002	60,000,002
Allotted, called up and fully paid share capital		
2 (2011 2) ordinary shares of £1 each	2	2

9. Reconciliation of movements in shareholders' funds

	Called up share capital £	Profit and loss account £	Total shareholder's funds £
Balance as at 1 January 2012	2	2,269,455	2,269,457
Dividend on ordinary shares	-	-	-
Profit for the financial year	-	1,800	1,800
Balance as at 31 December 2012	2	2,271,255	2,271,257

10. Contingent liabilities

The Company has an ongoing litigation with a former company representative, this dispute is being heard in Greece. A court rejected all the litigant's claims and ordered it to pay the Company's costs in full on 25 May 2009. However, the litigant has appealed against this judgment. The directors consider it is unlikely that there will be any future liability in respect of this litigation, therefore no provision has been made in the financial statements. Should the initial judgment be overturned on appeal, any subsequent claims and costs awarded against the Company would be borne by Swiss Re Europe S A , UK Branch.

In February 2011 the Athens Court of Appeal published its judgment whereby the Appeal of the litigant against Swiss Re was fully rejected and the first instance judgment upheld. The litigant has appealed this decision and this appeal, before the Supreme Court, was listed for 17 September 2012, and then deferred to May 2013 owing to a promotion of one of the judges who was to write the initial report. This has now been deferred again to October 2013 owing to the litigant's lawyer unable to complete preparations for the hearing.

11. Immediate and ultimate parent company

The Company's immediate parent company is Swiss Re GB Limited (formerly Swiss Re GB Plc), registered in England and Wales.

The parent undertaking of the smallest and largest group of undertakings for which group consolidated financial statements are drawn up and the ultimate parent company is Swiss Reinsurance Company Ltd until 20 May 2011. Effective 20 May 2011 Swiss Re Ltd became the holding company of the Swiss Re group of companies.

Financial statements of the ultimate parent company may be obtained by applying to the Company Secretary at the following address:

Mythenquai 50/60
P O Box 8022
Zurich
Switzerland