



Companies House
— for the record —

AR01 (ef)

Annual Return



Received for filing in Electronic Format on the: **07/10/2010**

XK91PO15

Company Name: **Royal & Sun Alliance Insurance plc**

Company Number: **00093792**

Date of this return: **25/09/2010**

SIC codes: **6601**
6603

Company Type: **Public limited company**

Situation of Registered Office: **ST MARK'S COURT CHART WAY
HORSHAM
WEST SUSSEX
UNITED KINGDOM
RH12 1XL**

Single Alternative Inspection Location (SAIL)

The address for an alternative location to the company's registered office for the inspection of registers is:

GCC SECRETARIAL - RSA INSURANCE GROUP PLC 9TH FLOOR, ONE
PLANTATION PLACE
30 FENCHURCH STREET
LONDON
UNITED KINGDOM
EC3M 3BD

The following records have moved to the single alternative inspection location:

Register of members (section 114)
Register of directors (section 162)
Register of secretaries (section 275)

Officers of the company

Company Secretary 1

Type: **Corporate**
Name: **ROYSUN LIMITED**

Registered or principal address: **ST MARK'S COURT CHART WAY
HORSHAM
WEST SUSSEX
UNITED KINGDOM
RH12 1XL**

European Economic Area (EEA) Company

Register Location: **UNITED KINGDOM**
Registration Number: **00233654**

Company Director ***I***

Type: **Person**

Full forename(s): **MR ADRIAN PETER**

Surname: **BROWN**

Former names:

Service Address: **GCC SECRETARIAL - RSA INSURANCE GROUP PLC 9TH
FLOOR, ONE PLANTATION PLACE
30 FENCHURCH STREET
LONDON
UNITED KINGDOM
EC3M 3BD**

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: **03/03/1965**

Nationality: **BRITISH**

Occupation: **DIRECTOR**

Company Director 2

Type: **Person**
Full forename(s): **MR ROBERT JOHN**

Surname: **CLAYTON**

Former names:

Service Address: **GCC SECRETARIAL - RSA INSURANCE GROUP PLC 9TH
FLOOR, ONE PLANTATION PLACE
30 FENCHURCH STREET
LONDON
UNITED KINGDOM
EC3M 3BD**

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: **23/11/1970** *Nationality:* **BRITISH**

Occupation: **DIRECTOR OF TAX**

Company Director **3**

Type: **Person**
Full forename(s): **MS DENISE PATRICIA**

Surname: **COCKREM**

Former names:

Service Address: **GCC SECRETARIAL - RSA INSURANCE GROUP PLC 9TH
FLOOR, ONE PLANTATION PLACE
30 FENCHURCH STREET
LONDON
UNITED KINGDOM
EC3M 3BD**

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: **15/11/1962** *Nationality:* **BRITISH**

Occupation: **DIRECTOR**

Company Director 4

Type: **Person**
Full forename(s): MR IAN ADAM

Surname: CRASTON

Former names:

Service Address: GCC SECRETARIAL - RSA INSURANCE GROUP PLC 9TH
FLOOR, ONE PLANTATION PLACE
30 FENCHURCH STREET
LONDON
UNITED KINGDOM
EC3M 3BD

Country/State Usually Resident: UNITED KINGDOM

Date of Birth: 11/03/1966 *Nationality:* BRITISH
Occupation: DIRECTOR

Company Director **5**

Type: **Person**
Full forename(s): **MR MARK GEORGE**

Surname: **CULMER**

Former names:

Service Address: **GCC SECRETARIAL - RSA INSURANCE GROUP PLC 9TH
FLOOR, ONE PLANTATION PLACE
30 FENCHURCH STREET
LONDON
UNITED KINGDOM
EC3M 3BD**

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: **06/10/1962** *Nationality:* **BRITISH**

Occupation: **CHIEF FINANCIAL OFFICER**

Company Director 6

Type: **Person**
Full forename(s): **MR MICHAEL**

Surname: **HARRIS**

Former names:

Service Address: **GCC SECRETARIAL - RSA INSURANCE GROUP PLC 9TH
FLOOR, ONE PLANTATION PLACE
30 FENCHURCH STREET
LONDON
UNITED KINGDOM
EC3M 3BD**

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: **13/10/1965** *Nationality:* **BRITISH**
Occupation: **DIRECTOR CAPITAL
MANAGEMENT**

Company Director 7

Type: **Person**

Full forename(s): **ANDREW KENNETH**

Surname: **HASTE**

Former names:

Service Address: **GCC SECRETARIAL - RSA INSURANCE GROUP PLC 9TH
FLOOR, ONE PLANTATION PLACE
30 FENCHURCH STREET
LONDON
UNITED KINGDOM
EC3M 3BD**

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: **01/01/1962**

Nationality: **BRITISH**

Occupation: **DIRECTOR**

Company Director 8

Type: **Person**
Full forename(s): **MR SIMON PHILIP GUY**

Surname: **LEE**

Former names:

Service Address: **GCC SECRETARIAL - RSA INSURANCE GROUP PLC 9TH
FLOOR, ONE PLANTATION PLACE
30 FENCHURCH STREET
LONDON
UNITED KINGDOM
EC3M 3BD**

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: **04/03/1961** *Nationality:* **BRITISH**
Occupation: **CHIEF EXECUTIVE,
INTERNATIONAL BUSINESS**

Statement of Capital (Share Capital)

| | | | |
|------------------------|-------------------------|--------------------------------|---------------------|
| Class of shares | CLASS A ORDINARY | <i>Number allotted</i> | 4511091326 |
| | | <i>Aggregate nominal value</i> | 1127772831.5 |
| <i>Currency</i> | GBP | <i>Amount paid per share</i> | 0.84 |
| | | <i>Amount unpaid per share</i> | 0 |

Prescribed particulars

EACH MEMBER HOLDING AN ORDINARY SHARE SHALL I) BE ENTITLED TO VOTE ON ALL MATTERS AT A GENERAL MEETING OF THE COMPANY; II) BE ENTITLED TO RECEIVE DIVIDEND PAYMENTS IN ACCORDANCE WITH THE NUMBER OF SHARES HELD; AND III) HAVE THE RIGHT TO PARTICIPATE IN ANY DISTRIBUTION OF CAPITAL OF THE COMPANY INCLUDING ON A WINDING UP OF THE COMPANY.

| | | | |
|------------------------|-------------------------|--------------------------------|----------|
| Class of shares | CLASS B ORDINARY | <i>Number allotted</i> | 1 |
| | | <i>Aggregate nominal value</i> | 1 |
| <i>Currency</i> | USD | <i>Amount paid per share</i> | 1 |
| | | <i>Amount unpaid per share</i> | 0 |

Prescribed particulars

(A) THE CLASS "B" SHARE SHALL CARRY NO RIGHT TO DIVIDEND. (B) THE CLASS "B" SHARE SHALL CARRY NO VOTING RIGHTS. (C) TO ENABLE THE HOLDER OF THE CLASS B SHARE TO PARTICIPATE IN ANY INCREASE IN THE STERLING VALUE OF THE COMPANY'S OVERSEAS INVESTMENTS MADE IN US DOLLARS OR US DOLLAR RELATED CURRENCIES, THE CLASS B SHARE SHALL CARRY A RIGHT ON WINDING-UP OF THE COMPANY TO A DISTRIBUTION IN PRIORITY TO THE CLASS A SHARES EQUIVALENT TO THE EXCHANGE RATE GAIN, PAYABLE IN STERLING OR US DOLLARS AT THE HOLDER'S OPITON, SUCH RIGHT TO RANK PARRI PASSU WITH THE RIGHT OF ANY OTHER CLASS "B" SHARE OR SHARES FOR THE TIME BEING IN ISSUE IF AN ORDINARY RESOLUTION OF THE COMPANY TO THAT EFFECT SHALL HAVE BEEN PASSED PRIOR TO SUCH ISSUE.

Statement of Capital (Totals)

| | | | |
|-----------------|------------|--------------------------------------|---------------------|
| <i>Currency</i> | GBP | <i>Total number of shares</i> | 4511091326 |
| | | <i>Total aggregate nominal value</i> | 1127772831.5 |
| <i>Currency</i> | USD | <i>Total number of shares</i> | 1 |
| | | <i>Total aggregate nominal value</i> | 1 |

Full Details of Shareholders

The details below relate to individuals / corporate bodies that were shareholders as at 25/09/2010 or that had ceased to be shareholders since the made up date of the previous Annual Return

A full list of shareholders for a private or non-traded public company are shown below

Shareholding 1 : 4511091325 CLASS A ORDINARY shares held as at 2010-09-25
Name: ROYAL INSURANCE HOLDINGS PLC

Shareholding 2 : 1 CLASS A ORDINARY shares held as at 2010-09-25
Name: RSA ENGINEERING LIMITED

Shareholding 3 : 1 CLASS B ORDINARY shares held as at 2010-09-25
Name: ROYAL INSURANCE HOLDINGS PLC

Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Charity Commission Receiver and Manager, CIC Manager, Judicial Factor.