

CS01

Confirmation statement

034775/40
BLUEPRINT

OneWorld



Go online to file this information
www.gov.uk/companieshouse

A fee may be payable with this form
Please see 'How to pay' on

COMPANIES HOUSE

☒ **What this form is for**
You may use this form to confirm
that the company has filed up to
date. You must file a confirmation
statement at least once every year.

☐ **What this form is NOT for**
You cannot use this form to
report changes to the company
registered office address, or
alternative inspection address
(SAIL) information.



A5H4P07L
A16 07/10/2016 #27

Before you start

You can check your company details for free on our online service
www.beta.companieshouse.gov.uk

Change to your company information

If you need to make any changes to

- **Part 1** Principal business activities or standard industrial classification (SIC)
- **Part 2** Statement of capital
- **Part 3** Trading status of shares and exemption from keeping a register of people with significant control (PSC)
- **Part 4** Shareholder information
- **Part 5** Information about people with significant control (PSC)

Use the additional parts of this form to do this

Other changes

If you need to make any
changes to

- registered office address
- single alternative inspection address (SAIL) and company records
- officer appointments

You must do this separately
before or at the same time as this
confirmation statement

1 Company details

Company number 9 3 7 9 2

Company name in full Royal & Sun Alliance Insurance plc

→ Filling in this form

Please complete in typescript or in
bold black capitals.

2 Confirmation date

Please give the confirmation statement date. You must deliver this form within
14 days of this date. Please check your company records for the date of your
confirmation period.

Confirmation date 2 5 10 9 2 0 1 6

① Check when your confirmation statement is due

To check your confirmation
statement date
www.beta.companieshouse.gov.uk

You can make a statement at
any time during the confirmation
period. This will change your next
confirmation date.

3 Confirmation statement

I confirm that all information required to be delivered by the company pursuant
to section 853A(1)(a) of the Companies Act 2006 in relation to the confirmation
period ending on the confirmation date above either has been delivered or is
being delivered with this statement.

Signature

Signature

X K. Tait

For and on behalf of
Roysun Limited
Secretary

X

② Societas Europaea

If the form is being filed on behalf
of a Societas Europaea (SE) please
delete 'director' and insert details
of which organ of the SE the person
signing has membership.

③ Person authorised

Under either section 270 or 274 of
the Companies Act 2006

This form may be signed by

Director ②, Secretary, Person authorised ③, Charity commission receiver and
manager, CIC manager, Judicial factor

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**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	Group Secretariat									
Address	RSA Insurance Group plc									
	20 Fenchurch Street									
Post town	London									
County/Region	England									
Postcode	E	C	3	M		3	A	U		
Country	England									
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 number match the information held on the public Register
- ☐ You have checked the company information that we hold
- ☐ You have shown any relevant changes made to your information on the additional parts to this form or filed the appropriate form before or at the same time as this confirmation statement
- ☐ You have signed the form
- ☐ You have enclosed the correct fee if appropriate

**How to pay**

You must include a £40 fee with the first Confirmation Statement you file each year. Further Confirmation Statements made in the same year don't require a fee.

Make cheques or postal orders payable to 'Companies House'.

**Important information**

All information on this form will appear on the public record, apart from information relating to usual residential addresses and day of birth.

**Where to send**

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below.

For companies registered in England and Wales
The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

For companies registered in 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)

For companies registered in 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.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.gov.uk/companieshouse

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Part 1

Standard industrial classification (SIC) code change

Only use this part to tell us of any changes to your standard industrial classification codes during this confirmation period

✓ This part must be sent
at the same time as your
confirmation statement

✗ Do not send this part if none of
your SIC codes have changed

For further information, please
refer to our guidance at
www.gov.uk/companieshouse

Standard industrial classification (SIC)
To check your current SIC code(s)
www.beta.companieshouse.gov.uk

A1

New standard industrial classification code ①

Please show any new SIC codes

Classification code 1					
Classification code 2					
Classification code 3					
Classification code 4					

If you cannot determine a code, please give a brief description of the
company's business activity below

Principal activity
description

① **Standard industrial classification**
Provide a trade classification code
(SIC code 2007) or a description of
your company's main business in
this section

A full list of the trade classification
codes are available on our website
www.gov.uk/companieshouse

A2

Removal of standard industrial classification

Please show any SIC codes which no longer apply

Classification code 1	6	5	1	1	0
Classification code 2					
Classification code 3					
Classification code 4					

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Part 2

Statement of capital change

Complete this part in full if there has been any change to your share capital or prescribed particulars since the last statement of capital was delivered

✓ **This part must be sent at the same time as your confirmation statement.**

✗ **Not required for companies without share capital**

For further information, please refer to our guidance at www.gov.uk/companieshouse

You must complete both sections B1 and B2

B1

Share capital

Complete the table(s) below to show the issued share capital

Complete a separate table for each currency (if appropriate). For example, add pound sterling in 'Currency table A' and Euros in 'Currency table B'

Continuation pages
Use a statement of capital continuation page if necessary

Currency <small>Complete a separate table for each currency</small>	Class of shares <small>E.g. Ordinary/Preference etc</small>	Number of shares	Aggregate nominal value (£, €, \$, etc) <small>Number of shares issued multiplied by nominal value</small>	Total aggregate amount unpaid, if any (£, €, \$, etc) <small>Including both the nominal value and any share premium</small>
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Currency table A

GB-GBP	Class A Ordinary	4,859,811,537	£1,214,952,884 25	
Totals		4,859,811,537	£1,214,952,884 25	£0 00

Currency table B

US-USD	Class B Ordinary	1	US\$1 00	
Totals		1	US\$1 00	US\$0 00

Currency table C

Totals				

Totals (including continuation pages)

Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
4,859,811,538	£1,214,952,884 25 + US\$1 00	£0 00 + US\$0 00

❶ Please list total aggregate values in different currencies separately
For example £100 + €100 + \$10 etc

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B2

Prescribed particulars

Please give the prescribed particulars of rights attached to each class of share shown in the 'share capital' tables in Section B1

Class of share

£0.25 Class A Ordinary

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 share

US\$1.00 Class B Ordinary

Prescribed particulars

See attached schedule

Class of share

Prescribed particulars

Prescribed particulars of rights attached to shares

The particulars are

- a particulars of any voting rights, including rights that arise only in certain circumstances,
- b particulars of any rights, as respects dividends, to participate in a distribution,
- c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and
- d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder

A separate table must be used for each class of share

Please use a prescribed particulars continuation page if necessary

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B2

Prescribed particulars

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in Section B1

① Prescribed particulars of rights attached to shares

Class of share

US\$1 00 Class B Ordinary

Prescribed particulars
①

(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 option, 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

The particulars are

- a particulars of any voting rights, including rights that arise only in certain circumstances,
- b particulars of any rights, as respects dividends, to participate in a distribution,
- c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and
- d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder

A separate table must be used for each class of share

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Part 3

Trading status of shares and exemption from keeping a register of people with significant control (PSC)

Use this Part to tell us of the trading status of shares and information about exemption from keeping a PSC register (if this is the first time you're giving this information or if any of this information has changed since you last gave it)

✓ This part must be sent
at the same time as your
confirmation statement

✗ Do not send if none of this
information has changed

For further information, please
refer to our guidance at
www.gov.uk/companieshouse

C1

Company's shares admitted to trading on a market ^①

Were any shares admitted to trading on a market during the confirmation period? Please tick the appropriate box below

- ☒ **No** go to Part 4 section D1 'Non traded shareholders'
- ☐ **Yes** go to Section C2 'DTR5'

^① A market is one established under the rules of a UK recognised investment exchange or any other regulated markets in or outside of the UK, or any other market outside of the UK. The current UK recognised investment exchanges and regulated markets can be found at www.fsa.gov.uk/register/exchanges

C2

Exemption from providing shareholder information (DTR5) ^②

Throughout the confirmation period, was the company a traded company and an issuer to which DTR5 applies? Please tick the appropriate box below

- ☐ **No** go to Section C3 'Exemption from keeping a PSC register'
- ☐ **Yes** You have now finished this Part and do not need to complete Parts 4 or 5

^② Please review and complete (if necessary) this section if you have answered 'Yes' to section C1 'Company's shares admitted to trading on a market'

DTR5

DTR5 refers to the Vote Holder and Issuer Notification Rules contained in Chapter 5 of the Disclosure and Transparency Rules source book issued by the Financial Services Authority. Notification is required when the percentage acquisition of a shareholder in the company has reached a certain threshold (starting at 3%)

C3

Exemption from keeping a people with significant control (PSC) register ^③

Is the company exempt or has it ever been exempt from keeping a PSC register

- **Yes** continue (Tick only one box)
- **No** go to Part 4 section D2 'Shareholder information for certain traded companies'

Please tick the appropriate statement

- ☐ The company is exempt from the requirement to obtain information and keep a register of its PSC because the company has voting shares admitted to trading on a regulated market in an EEA State other than the United Kingdom
- ☐ The company is exempt from the requirement to obtain information and keep a register of its PSC because the company has voting shares admitted to trading on a market listed in Schedule 1 of the Register of People with Significant Control Regulations 2016
- ☐ The exemption from keeping a PSC register (Part 21A) no longer applies ^④

Please review and complete (if necessary) this section if you have answered 'No' to section C2 'DTR5'

^③ **Exemption from keeping a PSC register**
In accordance with Part 21A of the Companies Act 2006

^④ **Exemption from keeping a PSC register no longer applies**
If you need to provide PSC information complete and return any relevant sections of Part 5

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Part 4

Shareholder information change

Only use this Part to tell us of a change to shareholder information since the company last delivered this information

☒ If completed this Part must be sent at the same time as your confirmation statement

☒ Not required for companies without share capital

For further information, please refer to our guidance at www.gov.uk/companieshouse

D1

Shareholder information for a non-traded company ^①

How is the list of shareholders enclosed Please tick the appropriate box below

☐ The list of shareholders is enclosed on paper

☐ The list of shareholders is enclosed in another format

^① Further shareholders
Please use a Shareholder information (for a non-traded company) continuation page if necessary

Show any information that has changed for each person

Please list the company shareholders in alphabetical order Joint shareholders should be listed consecutively

Shareholder's Name (Address not required)	Class of share	Shares held at confirmation date	Shares transferred (if appropriate)	
		Number of shares	Number of shares	Date of registration of transfer
SEE ATTACHED SCHEDULE				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /

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D2

Shareholder information for certain traded companies (not DTR5)

Give details of any change to the information (since you last gave it) about people who held at least 5% of the issued shares of any class at the end of the confirmation period

Please list the shareholders in alphabetical order. Joint shareholders should be listed consecutively.

Further shareholders
Please use a 'Shareholder
information – certain traded
companies (not a DTR5 company)'
continuation page if necessary

[illegible]

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G1

Relevant legal entity (RLE) particulars

How to fill in this table

- Enter the particulars relating to this RLE currently entered in the PSC register in column 1
- Use column 2 to indicate information that was previously entered in the register (if applicable)
- Give the date of any change from previous to current information
- If you need to show more than one change to any of the particulars use a continuation page
- If you need to enter more than 1 date on which an RLE became (or ceased to be) registrable, use a continuation page

RLE details

	1) Current	2) Previous	Date of change
Corporate or firm name	ROYAL INSURANCE HOLDINGS LIMITED	ROYAL INSURANCE HOLDINGS PLL	15/09/2016
Building name/ number	ST MARK'S COURT		/ /
Street	CHART WAY		
Post town	HORSTHAM		
Postcode	RH12 1XL		
Country	UNITED KINGDOM		

Legal form and governing law

Please give details of the legal form of the RLE and the law by which it is governed. If applicable, please also give details of the register of companies in which it is entered (including the country/state) and its registration number in that register.

	1) Current	2) Previous	Date of change
Legal form of the corporate body or firm	LIMITED BY SHARES		/ /
Governing law	UNITED KINGDOM (ENGLAND)		/ /
If applicable, register in which the RLE is entered	COMPANIES HOUSE		/ /
Country/State	ENGLAND		/ /
Registration number	2221960		/ /

Date that this RLE became registrable (This cannot be before 06/04/2016)	Date (if applicable) that this RLE ceased to be registrable
06 04 2016	

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RLE nature of control

How to fill in this table

- Put a tick against the current nature of control relating to this RLE entered in the PSC register in column 1
- Use column 2 to indicate any nature of control that was previously entered in the register
- Show any changes in chronological order (starting with the most recent) and give the date of change from previous to current information
- If you need to show more than 1 change, please use a continuation page

1) Current (as at the confirmation statement date)	2) Previous	Date of change
Nature of control Ownership of shares 1 The RLE holds, directly or indirectly, the following percentage of shares in the company (tick only one) <input type="checkbox"/> 1a) more than 25% but not more than 50% <input type="checkbox"/> 1b) more than 50% but less than 75% <input checked="" type="checkbox"/> 1c) 75% or more	Nature of control Ownership of shares <input type="checkbox"/> 1a <input type="checkbox"/> 1b <input type="checkbox"/> 1c	/ /
Ownership of voting rights 2 The RLE holds, directly or indirectly, the following percentage of voting rights in the company (tick only one) <input type="checkbox"/> 2a) more than 25% but not more than 50% <input type="checkbox"/> 2b) more than 50% but less than 75% <input checked="" type="checkbox"/> 2c) 75% or more	Ownership of voting rights <input type="checkbox"/> 2a <input type="checkbox"/> 2b <input type="checkbox"/> 2c	/ /
Ownership of right to appoint/remove directors <input checked="" type="checkbox"/> The RLE holds, directly or indirectly, the right to appoint or remove a majority of the board of directors of the company	Ownership of right to appoint/remove directors <input type="checkbox"/> 3	/ /

Only complete this section if none of the above apply

1) Current	2) Previous	Date of change
<input type="checkbox"/> The RLE has the right to exercise, or actually exercises, significant influence or control over the company	<input type="checkbox"/> The RLE has the right to exercise, or actually exercises, significant influence or control over the company	/ /