

**Allianz Europe Limited**

**Directors' report and financial  
statements**

**Registered number 1571671**

**Year End Date 31 December 2010**

**TUESDAY**



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## **Directors' report and financial statements**

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## Directors' report

The directors have pleasure in presenting their report together with the audited financial statements of Allianz Europe Limited, registered number 1571671, for the year ended 31 December 2010. The accounts have been presented in Euros.

### Activities

The company is and will continue to be a holding company. The principal activity of its subsidiary undertakings is the provision of financial services, including the transaction of insurance and reinsurance business of all classes.

### General

#### *Shares in Group companies*

On 15 January 2010, the company did a contribution in kind of EUR 5,474 million in the capital of Allianz Investments II Luxembourg S a r l, Luxembourg by way of distributing intercompany loans.

On 18 January 2010, the company contributed EUR 155 million in cash in the capital of Allianz Investments II Luxembourg S a r l, Luxembourg.

On 22 February 2010, the company made a capital contribution of EGP 10.2 million (EUR 1.3 million) in Allianz Insurance Company, Cairo, Egypt.

On 7 October 2010, Allianz Compagnia Italiana Finanziamenti S p A, Milan, Italy did a dividend contribution in kind of EUR 3,022 million to the company by way of distributing 53.02% of the issued share capital of Allianz Suisse Versicherungs-Gesellschaft AG, Zürich, Switzerland, 28.56% of the issued share capital of AGF RAS Holding B V, Amsterdam, the Netherlands, 44.86% of the issued share capital of Companhia de Seguros Allianz Portugal S A, Lisbon, Portugal and 30.1% of the issued share capital of Allianz Global Assistance SAS, Paris, France.

On 1 November 2010, the company did a distribution in kind of EUR 3,022 million by way of distributing to Allianz Europe B V, Amsterdam, the Netherlands (the shareholder) 53.02% of the issued share capital of Allianz Suisse Versicherungs-Gesellschaft AG, Zürich, Switzerland, 28.56% of the issued share capital of AGF RAS Holding B V, Amsterdam, the Netherlands, 44.86% of the issued share capital of Companhia de Seguros Allianz Portugal S A, Lisbon, Portugal and 30.1% of the issued share capital of Allianz Global Assistance SAS, Paris, France.

On 1 December 2010, the company sold AZ Jupiter 9 B V to Allianz Investments I Luxembourg S a r l, Luxembourg for an amount of EUR 13,125.

On 15 December 2010, the company received an interim dividend in kind of EUR 5,721 million from Allianz Investments II Luxembourg S a r l, Luxembourg. Following the dividend distribution, the company decided to impair the participation in Allianz Investments II Luxembourg S a r l for an amount of EUR 5,629 million.

As at 31 December 2010, the company impaired its investment in Allianz Compagnia Italiana Finanziamenti S p A, Milan, Italy for an amount of EUR 3,549 million.

The principal subsidiary undertakings are shown in note 19. None of the above investments are listed.

#### *Loans to group companies*

On 5 January 2010, the Company granted a loan to Allianz SE, Munich, Germany for an amount of EUR 68.0 million. The proceeds were generated from dividend distribution by a group undertaking.

On 15 January 2010, the Company assigned loans to an amount of EUR 5,468.3 million to Allianz Investments II Luxembourg S a r l, Luxembourg. The assignment did take the form of a contribution in kind in the capital of Allianz Investments II Luxembourg S a r l.

On 1 March 2010, the Company granted a loan to Allianz SE, Munich, Germany, for an amount of EUR 40.0 million, proceeds generated from interest received on profit participation loans. The loan was repaid on 24 June 2010 and the proceeds of the repayment were used to finance the dividend payment.

On 27 September 2010, the Company granted a loan to Allianz SE, Munich, Germany for an amount of EUR 136.0 million. The proceeds were generated from interest received on profit participation loans.

On 15 December 2010, the Company received an interim dividend in kind of EUR 5,720.7 million from Allianz Investments II Luxembourg Sàrl, Luxembourg. The distribution did take the form of the assignment of intercompany loans to the Company.

On 16 December 2010, the Company granted a loan to Allianz SE, Munich, Germany for an amount of EUR 64.0 million. The proceeds were generated from dividend distribution by a group undertaking.

### **Securities**

In 2010 the Company did not enter in transactions in securities.

### **Dividend**

During the financial year 2010, the Company received a total dividend from its subsidiaries of EUR 8,959.9 million (2009: 755.2 million) and EUR 6.1 million on its securities (2009: 5.2 million).

The company declared total dividends of EUR 3,230.2 million during the year 2010 (2009: nil).

### **Results**

The result for the financial year 2010 amounts to a net profit of EUR 76.4 million (2009: profit of EUR 1,204.0 million). The decrease in the results is mainly caused by the decrease in results on shares in group companies (dividend income less impairments).

The results for the year are shown in the profit and loss account on page 7.

### **Risk Management**

The Company is exposed to risks inherent to the Company's activities described above. The most important types of financial risk to which the Company is exposed are currency risk and operational risk.

#### **Currency risk**

Currency risk is the risk that the exchange rate of its currency relative to other foreign currencies may change in a manner that has an adverse effect on the value of assets and liabilities denominated in currencies other than the euro.

Currency risks are limited as dividend receivables (in other currency than the euro) are hedged on the same day they are declared.

#### **Credit Risk**

Credit risk is the risk of a financial loss to the Company if a counter party fails to meet its contractual obligation, and arises principally from the Company's granted loans to group companies. The Company reviews the creditworthiness of the group companies.

#### **Operational risk**

Operational risk related mainly to issues like fraud, IT matters and legal matters. For operational support, a service level agreement is concluded with Allianz Compagnia Italiana Finanziamenti S.p.A., Dutch branch in Amsterdam. The Company considers it has set up adequate internal controls to mitigate operational risks.

## Directors

The directors who served from 1 January 2010 to date were

Dr P Achleitner	Chairman,
C Bunschoten	Managing Director, appointed 15 April 2010
H J J Schoon	Managing Director, resigned 1 March 2010
S J Theissing	Managing Director
H D A Wentzel	Managing Director, resigned 1 September 2010
J C M Zarnitz	Managing Director, appointed 1 March 2010

Dr P Achleitner has Austrian nationality, C Bunschoten, H D A Wentzel and H J J Schoon have Dutch nationality, S Theissing and J C M Zarnitz have German nationality

## Auditors

Pursuant to Section 487 of the Companies Act 2006, the auditors will be deemed to be reappointed and KPMG LLP will therefore continue in office

## Disclosure of information to auditors

The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditors are unaware, and each director has taken all the steps that they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the Company's auditors are aware of that information

By order of the board

**J.C.M. Zarnitz**

*Managing Director and Secretary*

Amsterdam



12 September 2011

## **STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE DIRECTORS' 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 (UK Generally Accepted Accounting Practice).

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 judgments and 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, and
- 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 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.

## **INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF ALLIANZ EUROPE LIMITED**

We have audited the financial statements of Allianz Europe Limited for the year ended 31 December 2010 set out on pages 7 to 19. The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice).

This report is made solely to the company's members, as a body, in accordance with sections 495 and 496 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members, as a body, for our audit work, for this report, or for the opinions we have formed.

### **Respective responsibilities of directors and auditors**

As explained more fully in the Directors' Responsibilities Statement set out on page 4, 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 (APB's) Ethical Standards for Auditors.

### **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.

### **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 2010 and of its profit for the year then ended,
- have been properly prepared in accordance with UK 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.

**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



**Murray Alexander Raisbeck (Senior Statutory Auditor)  
for and on behalf of KPMG LLP, Statutory Auditor**

Chartered Accountants  
15 Canada Square  
London  
E14 5GL

12 September 2011



**Profit and loss account**  
*for the year ended 31 December 2010*

	Note	2010 EUR'000	2009 EUR'000
<b>Income from shares in group undertakings</b>			
Dividends from shares		8,965,960	760,389
Other interest receivable and similar income	2	371,095	456,345
Other operating income	3	-	10
		<hr/>	<hr/>
Administrative expenses	4	9,337,055 (528)	1,216,744 (402)
		<hr/>	<hr/>
<b>Operating profit on continuing activities</b>		<b>9,336,527</b>	<b>1,216,342</b>
Impairment of fixed assets investments		(9,178,306)	-
Realised losses on sale group undertakings		(5)	-
Depreciation of securities		(59,329)	23,592
Withholding taxes	5	(19,963)	(17,288)
Interest payable and similar charges	6	(423)	(989)
		<hr/>	<hr/>
Profit on ordinary activities before taxation		78,501	1,221,657
Tax on profit on ordinary activities	7	(2,094)	(17,622)
		<hr/>	<hr/>
<b>Profit for the financial year</b>		<b>76,407</b>	<b>1,204,035</b>
		<hr/>	<hr/>

The notes on pages 9 to 19 form part of these financial statements

The company had no recognised gains or losses other than the profit for the year

All income and expenditure relates to continuing operations

Approved by the directors on 12 September 2011

**C. Bunschoten**  
*Director*

The notes on pages 9 to 19 form part of these financial statements

## Notes

*(forming part of the financial statements)*

### 1 Accounting policies

#### ***Basis of preparation***

The financial statements are presented in Euros because the company operates in the Netherlands and accounts for its transactions in Euros

The company does not have more than one business or geographical segment

The financial statements have been prepared in accordance with applicable Accounting Standards in the United Kingdom and under historical cost accounting rules

The financial statements present information about the undertaking as an individual undertaking and not about its group. The accounting policies set out below have been applied consistently to all periods presented in these financial statements

The financial statements of the Company have been drawn up on a going concern basis, on the basis that the directors of the company have considered resources within the group available to the Company and group, and having taking these into consideration, the directors believe the Company has the resources to continue in operational existence for the foreseeable future

#### ***Exemption from requirement to prepare group financial statements***

The company is exempt by virtue of s401 of the Companies Act 2006 from the requirement to prepare group financial statements. These financial statements present information about the Company as an individual undertaking and not about its group. The company's financial statements are included in the consolidated financial statements of Allianz SE which are drawn up according to German law in accordance with the EU Seventh Directive, and have been audited. Copies of Allianz SE's Annual Report for 2010, in English, including the consolidated financial statements and the auditors' report on them, will be filed with the UK Registrar of Companies, Companies House, Cardiff, CF4 3UZ.

#### ***Exemption from requirement to prepare a cash flow statement***

Due to the existence of certain control agreements with the other shareholder, more than 90% of the voting rights of the company are controlled within the Allianz SE Group and the company is included within the published consolidated financial statements of Allianz SE Group. Advantage has therefore been taken of the exemption in FRS 1 from the requirement to prepare a cash flow statement.

#### ***Fixed asset investments***

Investments in group undertakings are stated at cost less provisions for permanent diminution in value

## **Notes (continued)**

### ***Securities***

Securities are recorded at the lower of acquisition cost or fair value which is determined by reference to their quoted bid price at the reporting date

### ***Foreign currencies***

Transactions in foreign currencies are translated using the rate of exchange ruling at the date of the transaction. Foreign currency balances at the year-end are translated at the rate ruling at the year-end. All exchange differences are dealt with through the profit and loss account. Share capital is translated at the rate ruling on the day it is called up.

### ***Deferred Taxation***

Deferred tax is recognised, without discounting, in respect of all timing differences between the treatment of certain items for taxation and accounting purposes which have arisen but not reversed by the balance sheet date, except as otherwise required by FRS 19.

Deferred tax assets are recognised to the extent that it is more likely than not that they will be recovered.

## Notes (continued)

### 2 Other interest receivable and similar income

	2010 EUR'000	2009 EUR'000
Interest on bank deposits	-	97
Inter company interest	366,711	453,554
Interest income bonds	2,637	2,461
Other income	1,747	233
	<u>371,095</u>	<u>456,345</u>

### 3 Other operating income

Other operating income in 2009 consists of management fee charged to Allianz Lebensversicherungs AG

### 4 Administrative expenses

	2010 EUR'000	2009 EUR'000
Fees payable to the company's auditor for the audit of the company	39	62
Fees payable to the company's auditor for other services - services relating to taxation	222	245
	<u>261</u>	<u>307</u>
Total auditors' remuneration		
	<u>261</u>	<u>307</u>
Other expenses *	267	95
	<u>528</u>	<u>402</u>
Total administrative expenses		
	<u>528</u>	<u>402</u>

\* Other expenses consist of legal and other fees, bank charges and others

The company did not employ any personnel during the financial year 2010 (2009 nil) The directors did not receive any remuneration

### 5 Withholding tax

This item relates to withholding tax on interest received regarding profit participation loans

### 6 Interest payable and similar charges

This item relates to cash pool charges with other Allianz group companies

## Notes (continued)

### 7 Taxation

Analysis of the charge in period

	2010		2009	
	EUR'000	EUR'000	EUR'000	EUR'000
<b>Dutch corporation tax</b>				
Corporation tax current year		2,056		17,630
Corporation tax prior years		38		(8)
		<hr/>		<hr/>
Tax on profit on ordinary activities		2,094		17,622
		<hr/>		<hr/>

Current tax reconciliation

	2010		2009	
	EUR'000	EUR'000	EUR'000	EUR'000
Profit / (Loss) on ordinary activities before taxation	78,501		1,221,657	
	<hr/>		<hr/>	
		78,501		1,221,657
<b>Less</b>				
Dividends received	(8,965,960)		(760,389)	
Interest income from profit participation loans	(360,080)		(380,753)	
	<hr/>		<hr/>	
		(9,326,040)		(1,141,142)
<b>Add</b>				
Impairment of fixed assets investments	9,178,306		-	
Withholding tax	19,963		17,288	
Transfer expenses group companies	127		-	
Depreciation securities	57,254		(28,822)	
	<hr/>		<hr/>	
		9,255,650		(11,534)
		<hr/>		<hr/>
Taxable income		8,111		68,981
<b>Corporation tax</b>				
Total corporation tax for the year		2,056		17,630
		<hr/>		<hr/>

## Notes (continued)

### 8 Deferred tax

There is no provision for deferred tax as there are no transactions on events that have occurred by the balance sheet date that give rise to an obligation to pay more tax in the future or a right to pay less tax in the future

### 9 Investments

#### *Fixed asset investments*

	2010 EUR'000	2009 EUR'000
Shares in group undertakings	7,779,489	11,327,102
	<hr/>	<hr/>
As at 31 December	7,779,489	11,327,102
	<hr/>	<hr/>

The movement in investments held as fixed assets, may be analysed as follows

#### *Shares in group undertakings*

	EUR'000
At 31 December 2009 at cost	11,327,102
Additions	5,630,711
Repayments	(18)
Impairments	(9,178,306)
	<hr/>
At 31 December 2010 at cost	7,779,489
	<hr/>

On 15 January 2010, the company did a contribution in kind of EUR 5,474 million in the capital of Allianz Investments II Luxembourg S a r l , Luxembourg by way of distributing intercompany loans

On 18 January 2010, the company contributed EUR 155 million in cash in the capital of Allianz Investments II Luxembourg S a r l , Luxembourg

On 22 February 2010, the company made a capital contribution of EGP 10.2 million (EUR 1.3 million) in Allianz Insurance Company, Cairo, Egypt

On 7 October 2010, Allianz Compagnia Italiana Finanziamenti S p A , Milan, Italy did a dividend contribution in kind of EUR 3,022 million to the company by way of distributing 53.02% of the issued share capital of Allianz Suisse Versicherungs-Gesellschaft AG, Zürich, Switzerland, 28.56% of the issued share capital of AGF RAS Holding B V , Amsterdam, the Netherlands, 44.86% of the issued share capital of Companhia de Seguros Allianz Portugal S A , Lisbon, Portugal and 30.1% of the issued share capital of Allianz Global Assistance SAS, Paris, France

On 1 November 2010, the company did a distribution in kind of EUR 3,022 million by way of distributing to Allianz Europe B V , Amsterdam, the Netherlands (the shareholder) 53.02% of the issued share capital of Allianz Suisse Versicherungs-Gesellschaft AG, Zürich, Switzerland, 28.56% of the issued share capital of AGF RAS Holding B V , Amsterdam, the Netherlands, 44.86% of the issued share capital of Companhia de Seguros Allianz Portugal S A , Lisbon, Portugal and 30.1% of the issued share capital of Allianz Global Assistance SAS, Paris, France

## Notes (continued)

On 1 December 2010, the company sold AZ Jupiter 9 B V to Allianz Investments I Luxembourg S a r l, Luxembourg for an amount of EUR 13,125

On 15 December 2010, the company received an interim dividend in kind of EUR 5,721 million from Allianz Investments II Luxembourg S a r l, Luxembourg Following the dividend distribution, the company decided to impair the participation in Allianz Investments II Luxembourg S a r l for an amount of EUR 5,629 million

As at 31 December 2010, the company impaired its investment in Allianz Compagnia Italiana Finanziamenti S p A, Milan, Italy for an amount of EUR 3,549 million

The principal subsidiary undertakings are shown in note 19 None of the above investments are listed

## 10 Profit participation loans

### *Loan to ACIF*

The perpetual subordinated loan to ACIF for EUR 2,365,000,000 bears interest of 7.31 % per annum and is subject to an interest payment trigger condition (the obligation to pay interest is conditional upon the borrower's average net income after tax during the previous three business years as determined pursuant to local GAAP having been positive If this condition is not fulfilled, no interest will be payable for the corresponding interest period Any interest not payable under this condition will not accrue and will not become payable in future periods)

The loan may be prepaid, in whole or in part, at the sole option of the borrower, giving 5 years previous notice and subject to prior authorization of the Italian insurance supervisory authority (ISVAP) The loan can be converted into the ordinary shares of the borrower subject to the lender's agreement and subject to compliance with applicable corporation law and specific Italian regulations on insurance companies

### *Loan to Allianz Holding France SAS*

The perpetual subordinated loan to Allianz Holding France SAS for EUR 2,100,000,000 bears a minimum interest of 0.25 % per annum and maximum interest of 7.40 % per annum The amount of interest shall be the maximum interest amount except

a) if the amount of interest calculated in respect of any interest period exceeds the borrower's statutory pretax net income for such interest period, the amount of interest due shall be capped at the borrower's statutory pre-tax net income for such interest period, provided, however, that if the borrower's simplified consolidated income for such interest period exceeds the borrower's statutory pre-tax net income for such interest period, the amount of interest shall then be capped at the borrower's simplified consolidated income for such interest period However, the amount of interest can under no circumstances exceed the maximum interest amount

b) If the borrower's statutory pre-tax net income and the borrower's simplified consolidated income for any interest period are less than the minimum interest amount for such interest period, then the amount of interest due shall be equal to the minimum interest amount for such interest period

c) Any negative difference between the amount of interest and the maximum interest amount for a considered interest period will not accrue and will not become payable in future periods

The loan may be prepaid, annually at the end of each calendar year, but at the earliest on 31 December 2017, in whole or in part, at the sole option of the borrower, by giving 6 months prior notice Any repayment is yet subject to prior authorization of the Autorité de Contrôle des Assurances et des Mutuelles The loan can be converted into the ordinary shares of the borrower, giving 60 days prior notice, subject to the lender and subject to compliance with applicable stock corporation law and specific French regulations on insurance companies



## Notes (continued)

### Loan to Allianz Holding Eins GmbH

The offer for a perpetual subordinated loan to Allianz Holding Eins GmbH for EUR 660,000,000 bears an interest of 7.95 % per annum for the interest periods ending before or on December 31, 2013. Thereafter, the maximum interest rate for each interest period shall be determined annually as the 12-month-Euribor plus margin. The interest amount shall be the product of (I) the maximum interest rate, (II) the weighed average outstanding loan amount and (III) the no. of days in an interest period, on which any amount of the loan is outstanding, divided by the total no. of days in the interest period. However the interest amount shall be capped at the incremental value of the Allianz Holding Eins GmbH. If the incremental value is negative, the interest amount shall be zero.

a) If the amount of interest calculated in respect of any interest period exceeds the borrower's statutory pretax net income for such interest period, the amount of interest due shall be capped at the borrower's statutory pre-tax net income for such interest period, provided, however, that if the borrower's simplified consolidated income for such interest period exceeds the borrower's statutory pre-tax net income for such interest period, the amount of interest shall then be capped at the borrower's simplified consolidated income for such interest period. However, the amount of interest can under no circumstances exceed the maximum interest amount.

b) If the borrower's statutory pre-tax net income and the borrower's simplified consolidated income for any interest period are less than the minimum interest amount for such interest period, then the amount of interest due shall be equal to the minimum interest amount for such interest period.

c) Any amount exceeding the cap will not accrue and will not become payable in future periods. The incremental value shall be the equivalent to the increase of the equity increase of Allianz Elementar Versicherungs Aktiengesellschaft during the interest period. The loan may be repaid annually at the end of each calendar year, but at the earliest on 31 December 2013, in whole or in part, at the sole option of the borrower Allianz Holding Eins GmbH, by giving three months prior notice.

The loan can be converted. Subject to (I) the Company giving 60 days prior notice of its decision to convert its receivable into a share of the Allianz Holding Eins GmbH, (II) compliance with applicable Austrian limited liability company law and insurance supervisory law as well as subject to (III) approval of the shareholder of Allianz Holding Eins GmbH, Allianz Holding eins GmbH will issue a new share to the Company.

In the event of liquidation, dissolution and insolvency of Allianz Holding Eins GmbH, its obligations will be subordinated to the claims of all other creditors.

### 11 Loans to group companies

	EUR'000
At 31 December 2009	5,400,322
Additions	6,029,076
Repayments	(5,508,322)
Amortization	(64)
	<hr/>
At 31 December 2010	5,921,012
	<hr/>

## Notes (continued)

On 5 January 2010, the Company granted a loan to Allianz SE, Munich, Germany for an amount of EUR 68 0 million. The proceeds were generated from dividend distribution by a group undertaking.

On 15 January 2010, the Company assigned loans to an amount of EUR 5,468 3 million to Allianz Investments II Luxembourg S a r l, Luxembourg. The assignment did take the form of a contribution in kind in the capital of Allianz Investments II Luxembourg S a r l.

On 1 March 2010, the Company granted a loan to Allianz SE, Munich, Germany, for an amount of EUR 40 0 million, proceeds generated from interest received on profit participation loans. The loan was repaid on 24 June 2010 and the proceeds of the repayment were used to finance the dividend payment.

On 27 September 2010, the Company granted a loan to Allianz SE, Munich, Germany for an amount of EUR 136 0 million. The proceeds were generated from interest received on profit participation loans.

On 15 December 2010, the Company received an interim dividend in kind of EUR 5,720 7 million from Allianz Investments II Luxembourg S a r l, Luxembourg. The distribution did take the form of the assignment of intercompany loans to the Company.

On 16 December 2010, the Company granted a loan to Allianz SE, Munich, Germany for an amount of EUR 64 0 million. The proceeds were generated from dividend distribution by a group undertaking.

## 12 Debtors

	2010 EUR'000	2009 EUR'000
Amounts owed by group undertakings	261,984	442,084
Receivable corporation tax	121	-
Other debtors	27	100
Prepayments and accrued income	294	264
	<hr/> 262,426 <hr/>	<hr/> 442,448 <hr/>

## 13 Securities

### Convertible bonds (CASHES)

On 18 February 2009 the Company subscribed in convertible bonds (CASHES) for an amount of EUR 50 0 million. The CASHES are priced with a coupon of 3 month EURIBOR plus 450 bps and have a fixed exchange price of EUR 3 083, which is the reference price of the shares at the close of the market on the Italian Stock Exchange on 5 October 2008 and can be converted into new UniCredit (UCI) common shares either

- \* at the investor's option at anytime after 40 days from issue, or
- \* automatically either at maturity or if after 7 years, UCI stock is higher than EUR 4 60, or
- \* other extraordinary events as defined in term sheet (UCI default, clean up call)

Interest payments of the bonds are quarterly and basically can be cancelled only for two kinds of events

- \* conversion,
- \* no earnings, if UCI has no earnings capacity after dividends have been paid

The CASHES qualify as a hybrid financial product that is comprised of a combination of a nonderivative host financial instrument (the subordinated bonds) and an embedded derivative (call option).

## Notes (continued)

As at 31 December 2010, the fair value of the bonds amounted to EUR 42.7 million (31 December 2009 EUR 44.8 million). The fair value movement of EUR 2.1 million (loss) was recognised in the profit and loss account (2009 EUR 5.2 million loss). The fair value of the call option as at 31 December 2010 amounts to EUR 5.0 million (31 December 2009 EUR 13.0 million).

### *Shares Banco Português de Investimento S.A. (BPI S.A.)*

On 18 September 2007, the Company acquired 65,659,233 shares in BPI S.A., Oporto, Portugal, from RAS International N.V. for a total amount of EUR 400.5 million. On 16 June 2008, the Company acquired an additional 12,237,328 shares for a total amount of EUR 30.6 million.

As at 31 December 2010, the Company holds 77,896,561 shares of BPI S.A., Oporto, Portugal, being an interest of 8.7%. As at 31 December 2010, the quoted market value of the shares amounted to EUR 107.9 million (2009 EUR 165.1 million). The decrease of EUR 57.3 million (2009 increase of EUR 28.8 million) was recognised in the profit and loss account.

## 14 Called up share capital

	At 31 December 2010		At 31 December 2009	
	Number of shares	EUR'000	Number of shares	EUR'000
Allotted, called up and fully paid £1 A-ordinary shares	3,331,053,323		3,331,053,323	
Allotted, called up and fully paid £1 B-ordinary shares	6,865,013,076		6,865,013,076	
	<u>10,196,066,399</u>	<u>14,773,243</u>	<u>10,196,066,399</u>	<u>14,773,243</u>

## 15 Profit and loss account and reserves

	Profit and Loss account	Other Reserves	Total Reserves
	EUR'000	EUR'000	EUR'000
As at 31 December 2009	-	7,618,996	7,618,996
Dividend paid in 2010		(3,230,200)	(3,230,200)
Result for the year	76,407	-	76,407
Transfer to other reserves	(76,407)	76,407	-
As at 31 December 2010	<u>-</u>	<u>4,465,203</u>	<u>4,465,203</u>

## 16 Reconciliation of movements in shareholders' funds

	2010 EUR'000	2009 EUR'000
Opening shareholders' funds	22,392,239	21,188,204
Dividend paid	(3,230,200)	-
Profit for the financial year	76,407	1,204,035
Closing shareholders' funds	<u>19,238,446</u>	<u>22,392,239</u>

**Notes (continued)**

**17 Creditors: amounts falling due within one year**

	2010 EUR'000	2009 EUR'000
Amounts owed to group undertakings	-	113,074
Other creditors including taxation and social security	199	447
Accruals and deferred income	-	25
	<hr/> 199	<hr/> 113,546
Other creditors including taxation and social security		
Corporation tax	-	361
Value added tax	142	50
Insurance premium tax	21	-
Other creditors	36	36
	<hr/> 199	<hr/> 447

**18 Rental Commitments**

As at 31 December 2010, the company had the following annual rental commitments

	2010 EUR'000	2009 EUR'000
Other leases which expire		
within one year	9	19
within 2 to 5 years	0	19
	<hr/> 9	<hr/> 38

## Notes (continued)

### 19 Principal subsidiary undertakings

The principal companies in which the company's interest at the year end is more than 20% are as follows

	Country of Incorporation	Principal activity	Proportion of ordinary shares held directly
Allianz (UK) Limited	United Kingdom	Non-trading	66.7%
Allianz Compagnia Italiana Finanziamenti S p A	Italy	Non-trading	100%
Tihama Investments B V	The Netherlands	Non-trading	94.4%
Allianz Investments II Luxembourg S à r l	Luxembourg	Non-trading	100%
Allianz Insurance Company	Egypt	Insurance	85.0%
Allianz Life Assurance Company	Egypt	Insurance	87.8%
Treewalk Finance UK Limited	United Kingdom	Non-trading	86.1%
Allianz Takaful B S C	Bahrain	Insurance	100%
Allianz Re Dublin	Ireland	Reinsurance	100%

In the opinion of the directors, the aggregate value of the assets of the company consisting of shares in, and amounts owing from, the company's group undertakings is not less than the aggregate of the amounts at which those assets are included in the company's balance sheet

### 20 Related party transactions

Due to the existence of certain control agreements 100% of the voting rights of the company are controlled within the Allianz SE Group. Advantage has therefore been taken of the exemption from FRS 8 with respect to disclosure of transactions with other group undertakings and investees of the group qualifying as related parties

### 21 Ultimate holding company

The ultimate holding company is Allianz SE, incorporated in Germany. Allianz SE is the parent company of the largest and smallest group of undertakings for which group accounts are drawn up and of which the company is a member. See note 1 for details of where copies of the group accounts can be obtained