

Registered Number: 03831702



LEGAL & GENERAL
OVERSEAS OPERATIONS LIMITED
REPORT & FINANCIAL STATEMENTS
2015

SATURDAY



A58F8M2I

A09

04/06/2016

#32

COMPANIES HOUSE

LEGAL & GENERAL OVERSEAS OPERATIONS LIMITED

CONTENTS

Page

2	Strategic Report
3	Directors' Report
5	Independent Auditors' Report
7	Income Statement
8	Balance Sheet
9	Statement of Changes in Equity
10	Notes to Financial Statements

Registered Office:
One Coleman Street
London EC2R 5AA

Registered in England & Wales No. 03831702

LEGAL & GENERAL OVERSEAS OPERATIONS LIMITED

STRATEGIC REPORT

The directors present their strategic report on the Company for the year ended 31 December 2015.

Principal activities

Legal & General Overseas Operations Limited is an investment holding company authorised in the United Kingdom whose ultimate controlling party is Legal & General Group Plc. The Company's registered office is at One Coleman Street, London, EC2R 5AA. It is registered in England and Wales under company registration number 03831702 and domiciled in the United Kingdom.

Review of the Business

Considering the nature of the Company's activities, we expect that the Company will continue carrying out these activities in the future. The Company held net assets of £67.6m at 31 December 2015 (2014: £73.5m).

This is the first year that the Company has presented its results under FRS 101. The last financial statements under UK GAAP were for the year ended 31 December 2014, with the date of transition being 1 January 2014. Shareholders were notified of, and did not object to, the use of the EU-adopted IFRS disclosure exemptions. Note 15 outlines the recognition and measurement differences arising as a result of the adoption of FRS 101.

On 01 July 2015, the Company sold Legal & General International (Ireland) Ltd, the Group's Dublin based offshore bond provider, to Canada Life, further details are provided in note 9.

Principal risks and uncertainties

The directors of Legal & General Group Plc ("the Group") manage the Group's risk at a group level, rather than at an individual business unit level. For this reason, the Company's directors believe that a discussion of the Group's risks would not be appropriate for an understanding of the development, performance or position of the Company's business. The principal risks and uncertainties of the Legal & General Group which include those of the Company are discussed in the Directors' Report of the Group's annual report which does not form part of this report.

Currency risk

Legal & General Overseas Operations Limited is exposed to foreign exchange risk due to holdings in overseas subsidiaries.

Financial key performance indicators

Given the straightforward nature of the business, the Company's directors are of the opinion that analysis using KPIs is not necessary for an understanding of the development, performance or position of the business.

By order of the Board



J. McCarthy

For and on behalf of Legal & General Co Sec Limited

Company secretary

6 May 2016

LEGAL & GENERAL OVERSEAS OPERATIONS LIMITED

DIRECTORS' REPORT

The directors present their annual report together with the audited financial statements of Legal & General Overseas Operations Limited for the year ended 31 December 2015.

Future developments

Considering the nature of the Company's activities, the Company intends to continue carrying out these activities for the foreseeable future.

Result for the year and dividend

The results of the Company are set out from page 7. The directors do not recommend the payment of a final dividend (2014: nil). Interim dividends of £53.7m were declared and paid in 2015 (2014: £45.6m).

Going concern

No material uncertainties that cast significant doubt about the ability of the Company to continue as a going concern have been identified by the directors.

Financial Instruments

Legal & General companies use financial instruments to manage certain financial risks. The Company's exposure to price risk, credit risk, liquidity risk and cash flow risk is not material for an assessment of the Company's assets, liabilities, financial position, and profit or loss. No further information has therefore been provided.

Directors

The directors of the Company, who were in office during the year and up to the date of signing the financial statements are shown below:

S. J. Burke
A.C. Price

Directors' Indemnities

As permitted by the Articles of Association, the Directors have the benefit of an indemnity which is a qualifying third party indemnity provision as defined by Section 234 of the Companies Act 2006. The indemnity was in force throughout the last financial year and is currently in force.

Directors' Insurance

The ultimate parent company, Legal & General Group Plc, maintains an appropriate level of Directors and Officers' liability insurance which is reviewed annually.

Independent auditors

The Company has appointed PricewaterhouseCoopers LLP as auditors.

There is no requirement under the Companies Act or the Company's articles of association to hold an Annual General Meeting or lay the Company's Report and Financial Statements before the shareholders.

LEGAL & GENERAL OVERSEAS OPERATIONS LIMITED

DIRECTORS' REPORT (CONTINUED)

Statement of Directors' Responsibilities

The directors are responsible for preparing the Strategic Report, 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 applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 101 Reduced Disclosure Framework (FRS 101).

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 United Kingdom Accounting Standards, including FRS 101, have been followed, subject to any material departures disclosed and explained in the financial statements;
- notify the Company's shareholders in writing about the use of disclosure exemptions, if any, of FRS 101 used in the preparation of 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.

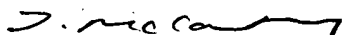
The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They 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.

Statement of Disclosure of information to auditors

Each of the directors, who held office, at the date the Director's report is approved, confirms that:

- (a) so far as the director is aware, there is no relevant audit information of which the Company's auditors are unaware; and
- (b) he 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.

By order of the Board



J. McCarthy
For and on behalf of Legal & General Co Sec Limited
Company secretary
6 May 2016

LEGAL & GENERAL OVERSEAS OPERATIONS LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF LEGAL & GENERAL OVERSEAS OPERATIONS LIMITED

Report on the Financial Statements

Our opinion

In our opinion, Legal & General Overseas Operations Limited's financial statements (the "financial statements"):

- give a true and fair view of the state of the company's affairs as at 31 December 2015 and of its profit 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.

What we have audited

The financial statements, included within the Report and Financial Statements (the "Annual Report"), comprise:

- the balance sheet as at 31 December 2015;
- the income statement for the year then ended;
- the statement of changes in equity for the year then ended; and
- the notes to the financial statements, which include a summary of significant accounting policies and other explanatory information.

The financial reporting framework that has been applied in the preparation of the financial statements is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including FRS 101 "Reduced Disclosure Framework".

In applying the financial reporting framework, the directors have made a number of subjective judgements, for example in respect of significant accounting estimates. In making such estimates, they have made assumptions and considered future events.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- The information given in the Strategic Report and the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.
- The Strategic Report and the Directors' Report have been prepared in accordance with applicable legal requirements;

In addition, in light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we are required to report if we have identified any material misstatements in the Strategic Report and the Directors' Report. We have nothing to report in this respect.

Other matters on which we are required to report by exception

Adequacy of accounting records and information and explanations received

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not received all the information and explanations we require for our audit; or
- 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.

We have no exceptions to report arising from this responsibility.

LEGAL & GENERAL OVERSEAS OPERATIONS LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF LEGAL & GENERAL OVERSEAS OPERATIONS LIMITED (CONTINUED)

Directors' remuneration

Under the Companies Act 2006 we are required to report to you if, in our opinion, certain disclosures of directors' remuneration specified by law are not made. We have no exceptions to report arising from this responsibility.

Responsibilities for the Financial Statements and the Audit

Our responsibilities and those of the directors

As explained more fully in the Statement of Directors' Responsibilities 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) ("ISAs (UK & 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.

What an audit of financial statements involves

We conducted our audit in accordance with ISAs (UK & Ireland). 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.

We primarily focus our work in these areas by assessing the directors' judgements against available evidence, forming our own judgements, and evaluating the disclosures in the financial statements.

We test and examine information, using sampling and other auditing techniques, to the extent we consider necessary to provide a reasonable basis for us to draw conclusions. We obtain audit evidence through testing the effectiveness of controls, substantive procedures or a combination of both.

In addition, we read all the financial and non-financial information in the Annual Report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

With respect to the Strategic Report and Directors' Report, we consider whether those reports include the disclosures required by applicable legal requirements.



Amy Ellison (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
London
6 May 2016

LEGAL & GENERAL OVERSEAS OPERATIONS LIMITED
INCOME STATEMENT

03831702

For the year ended 31 December 2015

	Note	2015 £m	2014 £m
Income from shares in group undertakings		53.7	45.6
Administrative expenses		(0.4)	(1.5)
Impairment of investment in subsidiary undertaking		-	(29.3)
Profit on sale of subsidiary	2	2.5	-
Operating profit		55.8	14.8
Finance income		0.1	0.1
Exchange loss on currency loans		(8.2)	(23.9)
Finance costs		(8.1)	(23.8)
Profit/(loss) before income tax	3	47.7	(9.0)
Income tax expense	7	-	-
Profit/(loss) for the year		47.7	(9.0)

There are no gains or losses in the year other than those included in the above income statement.

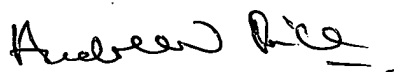
LEGAL & GENERAL OVERSEAS OPERATIONS LIMITED
BALANCE SHEET

As at 31 December 2015

	Note	2015 £m	2014 £m
Assets			
Non-current assets			
Investments in subsidiaries	9	<u>765.8</u>	<u>779.3</u>
		765.8	779.3
Current assets			
Trade and other receivables	10	<u>16.3</u>	<u>43.9</u>
		16.3	43.9
Total assets		<u>782.1</u>	<u>823.2</u>
Liabilities			
Non-current liabilities			
Amounts owed to group undertakings	11	<u>714.5</u>	<u>749.7</u>
		714.5	749.7
Total Liabilities		<u>714.5</u>	<u>749.7</u>
Net assets		<u>67.6</u>	<u>73.5</u>
Equity			
Share capital	12	-	-
Share premium	12	0.1	0.1
Revaluation reserve		(21.1)	(21.1)
Retained Earnings		88.5	94.5
Total Equity		<u>67.5</u>	<u>73.5</u>

The notes on pages 9 to 16 form an integral part of these financial statements.

The financial statements on pages 7 to 16 were approved by the board of directors on 6 May 2016 and signed on its behalf by



A.C. Price, Director
Registered Office
One Coleman Street
London EC2R 5AA
Registered in England & Wales No. 03831702

LEGAL & GENERAL OVERSEAS OPERATIONS LIMITED
STATEMENT OF CHANGES IN EQUITY

For the year ended 31 December 2015

For the year ended 31 December 2015	Note	Share Capital £m	Share Premium £m	Revaluation reserve £m	Retained Earnings £m	Total Equity £m
As at 1 January 2015		-	0.1	(21.1)	94.5	73.5
Profit for the year		-	-	-	47.7	47.7
Transfers to retained earnings		-	-	-	-	-
Dividends		-	-	-	(53.7)	(53.7)
As at 31 December 2015		-	0.1	(21.1)	88.5	67.5

For the year ended 31 December 2014		Share Capital £m	Share Premium £m	Revaluation reserve £m	Retained Earnings £m	Total Equity £m
As at 1 January 2014		-	145.6	(21.1)	3.6	128.1
Profit for the year		-	-	-	(9.0)	(9.0)
Transfers to retained earnings		-	(145.5)	-	145.5	-
Dividends		-	-	-	(45.6)	(45.6)
As at 31 December 2014		-	0.1	(21.1)	94.5	73.5

LEGAL & GENERAL OVERSEAS OPERATIONS LIMITED

NOTES TO FINANCIAL STATEMENTS

1 Summary of significant accounting policies

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

(a) Basis of preparation

The financial statements of Legal & General Overseas Operations Limited have been prepared in accordance with Financial Reporting Standard 101, 'Reduced Disclosure Framework' (FRS 101). The financial statements have been prepared under the historical cost convention, and in accordance with the Companies Act 2006 as applicable to companies using FRS 101.

The company early adopted the amendment to the Companies Act Regulations, allowing companies to adapt the format of the primary financial statements in line with the presentation requirements of IAS 1.

The following exemptions from the requirements of IFRS have been applied in the preparation of these financial statements, in accordance with FRS 101:

- The following paragraphs of IAS 1, 'Presentation of financial statements':

(i) 10(d), (statement of cash flows)

(ii) 10(f) (a statement of financial position as at the beginning of the preceding period when an entity applies an accounting policy retrospectively or makes a retrospective restatement of items in its financial statements, or when it reclassifies items in its financial statements),

(iii) 16 (a statement of compliance with all IFRS),

(iv) 38A (requirement for minimum of two primary statements, including cash flow statements),

(v) 38B-D (additional comparative information),

(vi) 40A-D (requirements for a third statement of financial position)

(vii) 111 (cash flow statement information), and

(viii) 134-136 (capital management disclosures)

- IAS 7 'Statement of cash flows'

- Paragraph 30 and 31 of IAS 8 'Accounting policies, changes in accounting estimates and errors' (requirement for the disclosure of information when an entity has not applied a new IFRS that has been issued but is not yet effective)

- Paragraph 17 of IAS 24, 'Related party disclosures' (key management compensation)

- The requirements in IAS 24, 'Related party disclosures' to disclose related party transactions entered into between two or more members of a group.

(b) Going Concern

After making enquiries, the directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. The Company therefore continues to adopt the going concern basis in preparing its financial statements.

LEGAL & GENERAL OVERSEAS OPERATIONS LIMITED

NOTES TO FINANCIAL STATEMENTS

1 Summary of significant accounting policies (continued)

(c) **Consolidation**

The Company is a wholly owned subsidiary of Legal & General International Ltd and of its ultimate parent, Legal & General Group Plc. It is included in the consolidated financial statements of Legal and General Group plc, which are publically available. Therefore the Company is exempt by virtue of section 400 of the Companies Act 2006 from the requirement to prepare consolidated financial statements.

(d) **Foreign currency translation**

Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which it operates (the functional currency). The financial statements are presented in Sterling (£) which is also the Company's functional currency.

Transactions denominated in foreign currencies are translated into the functional currency at the rates of exchange prevailing at the time of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated into Sterling at the rates of exchange prevailing at the balance sheet date. Non-monetary items are maintained at historic rates. All exchange gains or losses are recognised in the profit and loss account.

(e) **Investments in subsidiaries**

Investments in subsidiaries are held at cost less accumulated impairment losses.

(f) **Loans and receivables**

Loans and receivables are initially recognised at fair value and subsequently held at amortised cost, using the effective interest rate method.

(g) **Investment income**

Investment income comprises interest receivable and is recognised using the effective interest method.

Dividend income is recognised when the right to receive payment is established.

(h) **Distributions**

A dividend distribution to the Company's shareholders is recognised as a liability in the period in which the dividends are authorised and are no longer at the discretion of the Company.

(i) **Current Tax**

Tax is recognised in the income statement, except to the extent that it relates to items recognised in other comprehensive income or directly in shareholders' funds. In this case, the tax is also recognised in other comprehensive income or directly in shareholders' funds respectively.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date in the countries where the Company operates and generates taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

(j) **Impairment**

The Company reviews the carrying value of its assets at each balance sheet date. Where there has been an indication that impairment has occurred, the carrying value is reduced through a charge to the profit and loss account.

LEGAL & GENERAL OVERSEAS OPERATIONS LIMITED

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

2 Disposal of subsidiary

On 1 July 2015, the Company sold Legal & General International (Ireland) Limited (LGII), the offshore bond provider, to Canada Life. The carrying value of the business was £13.5m, hence realising a profit on disposal of £2.5m.

3 Profit/(loss) before income tax

Profit/(loss) on ordinary activities before taxation includes auditors' remuneration of £8,800 (2014: £5,000).

4 Segmental disclosure

The pre-tax profit/(loss) is all attributable to the Company's activities as an investment holding company and arises wholly in the United Kingdom.

5 Employee costs

The Company has no direct employees (2014: nil) and hence makes no contributions towards retirement benefits (2014: £nil).

6 Directors' emoluments

The Company has two directors as at 31 December 2015 (2014: two directors). No incremental emoluments were paid to any director, nor were any incremental pension contributions paid in respect of services to this Company (2014: £nil).

The directors and key management of the Company had no material transactions with the Company or any other group undertakings that are required to be disclosed.

LEGAL & GENERAL OVERSEAS OPERATIONS LIMITED

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

7 Income tax

	£m	£m
Current tax		
UK corporation tax at 20.25% (2014: 21.5%)		
- Current tax on profits for the year	-	-
Total current tax	-	-

Factors affecting current tax credit for the period:

Tax expense for the period is lower (2014: lower) than the standard rate of corporation tax in the UK for the year ended 31 December 2015 of 20.25% (2014: 21.5%). The differences are explained below:

	£m	£m
Profit/(loss) on ordinary activities before tax	47.7	(9.0)
Tax calculated at the standard UK corporation tax rate of	(9.7)	1.9
<i>Effects of:</i>		
-Impairment not deductible for tax purposes	-	(6.3)
-Income not subject to tax including dividends	11.4	9.8
-Expenses not deductible for tax purposes	(1.7)	(5.4)
Tax Charge	-	-

Factors which may affect future tax charges:

Following the 2015 Finance Act, the rate of corporation tax is expected to reduce progressively to 18% by 1 April 2020. To calculate the current tax on profits, the rate of tax used is 20.25% (2014: 21.5%), which is the average rate of corporation tax applicable for the year.

8 Dividends	Per share 2015 p	Per share 2014 p	Total 2015 £m	Total 2014 £m
Dividends approved:				
Current year interim dividend	26.9	22.8	53.7	45.6
	26.9	22.8	53.7	45.6

LEGAL & GENERAL OVERSEAS OPERATIONS LIMITED

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

9 Investments in subsidiaries, associates and joint ventures

	2015 £m	2014 £m
At 1 January	779.3	808.6
Impairment of Ireland	-	(29.3)
Disposal of Ireland	(13.5)	-
At 31 December	<u>765.8</u>	<u>779.3</u>

The directors believe that the carrying value of the investments is supported by their underlying net assets.

10 Trade and other receivables

	2015 £m	2014 £m
Amounts owed by group undertakings	16.3	43.9
	<u>16.3</u>	<u>43.9</u>

11 Other payables

	2015 £m	2014 £m
Amounts owed to group undertaking*	714.5	749.7
	<u>714.5</u>	<u>749.7</u>

*This amount is interest free and is repayable at the request of either party.

Of the £714.2m (2014: £749.7m) amounts owed to group undertakings, nil are held in US Dollars (2014: £415.0m).

12 Share capital

	2015 Number of shares	2015 £	2014 Number of shares	2014 £
Authorised share capital				
At 31 December: ordinary shares of £1 each	<u>2</u>	<u>2</u>	<u>2</u>	<u>2</u>
Issued share capital, fully paid				
	Number of shares	Share Capital £	Share Capital £	Share Premium £m
As at 1 January 2015	2	2	2	0.1
Issued shares during the year	-	-	-	-
As at 31 December 2015	<u>2</u>	<u>2</u>	<u>2</u>	<u>0.1</u>

LEGAL & GENERAL OVERSEAS OPERATIONS LIMITED

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

13 Ultimate parent undertaking

The immediate and ultimate parent company, of the smallest and largest group to consolidate these financial statements, is Legal & General Group Plc, a company incorporated in England & Wales. These accounts therefore provide information about the Company as an individual undertaking. Copies of the accounts of the ultimate holding company, Legal & General Group Plc, are available on the Group website, www.legalandgeneralgroup.com or from the Company Secretary at the Registered Office, One Coleman Street, London, EC2R 5AA.

14 Exchange rates

Principal rates of exchange used for translation into sterling at the end of the year:

	2015	2014
United States dollars	1.47	1.56

15 First time adoption of FRS 101

This is the first year that the Company has presented its results under FRS 101. The last financial statements under UK GAAP were for the year ended 31 December 2014, with the date of transition being 1 January 2014. This entity is included in the consolidated financial statements of Legal & General Group plc.

(a) Reconciliation of Equity as at 31 December 2014

	Share Capital £m	Share Premium £m	Revaluation Reserve £m	Retained Earnings £m	Total £m
As reported under UK GAAP	-	0.1	(6.4)	118.4	112.1
Revaluation of investment in subsidiaries *	-	-	(38.6)	-	(38.6)
Loan no longer classified as Cash Flow hedge	-	-	23.9	(23.9)	-
As reported under FRS 101	-	0.1	(21.1)	94.5	73.5

* The investment in subsidiaries has previously been valued at the net asset value of the subsidiaries. On transition to FRS 101 the investments in subsidiaries are valued at cost. The carrying value of the investment in subsidiaries at 1 January 2014 is deemed to be equivalent to cost for FRS 101. The revaluation gain previously recognised in 2014 is therefore removed in FRS 101 and this adjustment has been taken through the revaluation reserve.

(b) Reconciliation of Total Comprehensive Income for the period ending 31 December 2014

	£m
As reported under UK GAAP	29.6
Revaluation of investment in subsidiaries	(38.6)
As reported under FRS 101	(9.0)

LEGAL & GENERAL OVERSEAS OPERATIONS LIMITED

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

16 Subsidiary undertakings

The subsidiary undertakings of Legal & General Overseas Operations Limited are listed below. Each undertaking operates mainly in its country of incorporation and has only one class of issued ordinary shares, unless stated otherwise.

	Nature of business	Incorporated in
<i>Held directly by the Company</i>		
Legal & General America Inc. ¹	Holdings Company	USA
<i>Held indirectly through subsidiary undertakings</i>		
Banner Life Insurance Company Inc ^{2,3}	Long Term Business	USA
First British Vermont Reinsurance Company II Limited ⁴	Reinsurance	USA
First British Bermuda Reinsurance Company II Limited ⁵	Reinsurance	Bermuda
First British American Reinsurance Company II ⁶	Reinsurance	USA
William Penn Life Insurance Company of New York Inc ⁷	Long Term Business	USA

Unless stated above, all subsidiaries are 100% owned and all have a 31 December financial year end.

1. Registered office: Corporation Trust Centre, 1209 Orange Street, Wilmington, New Castle, United States.

2. Banner Life Insurance Company Inc has Class A, voting, and Class B, non voting, common shares and Preferred Voting shares in issue. Legal & General Overseas Operations Limited indirectly holds 79% of the voting rights and 75.05% of the capital rights in this company.

3. Registered office: 1701 Research Boulevard, Rockville, Maryland 20850, United States.

4. Registered office: Marsh Management Services, 100 Bank Street, Suite 610, Burlington VT 05402, United States.

5. Registered office: Clarendon House, 2 Church Street, Hamilton, Bermuda.

6. Registered office: 151 Meeting Street, Suite 301, Charleston SC 29401, United States.

7. Registered office: 100 Quentin Roosevelt Blvd, PO Box 519, Garden City New York 11530, United States.