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IC Insurance Limited

Directors' report and financial statements

31 December 1999 Registered number 218497

Directors' report and financial statements

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Directors' report

The directors present their report together with the audited financial statements for the year ended 31 December 1999. These will be laid before the shareholders at the Annual General Meeting to be held on 14 June 2000 at 1 Adam Street, London WC2N 6AW.

Principal activities

The principal activity of the company is the transaction of general insurance and reinsurance business. The company ceased underwriting new business on 31 December 1998.

The ultimate parent undertaking is AstraZeneca PLC.

Business review

Details of the results for the year are set out on pages 5 and 6. It is expected that the Company will continue to run off its insurance and reinsurance business.

Proposed dividend and transfer from reserves

No dividends were declared for the year ended 31 December 1999 (1998: nil). The directors recommend that the retained profit for the year of £1,817,000 (1998: £4,044,000) be transferred to reserves.

Directors and directors' interests

The directors of the company in office at the end of the year were as follows:

DJ Gee

D Taylor

IN Canham

(alternate to DJ Gee - appointed 12 October 1999)

AC Russell resigned as a director on 10 December 1999, and as a consequence, ND Campbell's position as his alternate lapsed on that date. DT Anderson resigned as an alternate director on 31 August 1999.

Mr JH Cole was appointed as a director on 7 February 2000 and Mr ND Campbell was appointed his alternate on 15 March 2000.

The interest of the directors in office at the end of the year in the shares and debentures of AstraZeneca PLC and its subsidiaries are set out in note 22.

Payment of suppliers

It is the company's policy to agree appropriate terms and conditions with suppliers and, subject to their acceptance, to comply with the agreement.

Directors' report (continued)

Year 2000

The company's operations were largely unaffected by date-related problems at the Millennium rollover and normal business resumed, as planned, in January 2000. Management are continuing to monitor the operations for any potential date related problems which could arise in future.

The company's total expenditure on Year 2000 was not material.

Auditors

A resolution for the re-appointment of KPMG Audit Plc as auditors of the company is to be proposed at the Annual General Meeting.

By order of the board

D Taylor Secretary 1 Adam Street London WC2AN 6AW

30 March 2000

Statement of directors' responsibilities

Company law requires the directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the company and of the profit or loss for that period. In preparing those financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently;
- · make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the financial statements comply with the Companies Act 1985. 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.

Report of the auditors to the members of IC Insurance Limited

We have audited the financial statements on pages 5 to 22.

Respective responsibilities of directors and auditors

The directors are responsible for preparing the directors' report and, as described on page 3, the financial statements in accordance with applicable United Kingdom law and accounting standards. Our responsibilities, as independent auditors, are established in the United Kingdom by statute, the Auditing Practices Board and by our profession's ethical guidance.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act. We also report to you, if in our opinion, the directors' report is consistent with the financial statements, if the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and transactions with the company is not disclosed.

Basis of opinion

We conducted our audit in accordance with Auditing Standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

Opinion

In our opinion the financial statements give a true and fair view of the state of the company's affairs as at 31 December 1999 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

KPMG Audit Plc

Chartered Accountants Registered Auditor 30 March 2000 London

Profit and loss account: technical account - general business

for the year ended 31 December 1999

	Note	1999 £000	1998 £000
Written premiums, net of reinsurance Gross premiums written Outward reinsurance premiums	2	81 266	5,788 (2,754)
Net premiums written		347	3,034
Change in the gross provision for unearned premiums Change in the provision for unearned premiums, reinsurers' share	18 18	1,055	370 (250)
Change in the net provision for unearned premiums		1,052	120
Earned premiums, net of reinsurance		1,399	3,154
Claims incurred, net of reinsurance Claims paid: Gross amount Reinsurers' share		(1,180) (705) ————————————————————————————————————	(13,498) 7,740 ——— (5,758)
Change in the provision for claims: Gross amount Reinsurers' share	18 18	4,175 (2,084) ————————————————————————————————————	17,021 (10,820) ————————————————————————————————————
Claims incurred, net of reinsurance Net operating expenses	4	206 (1,493)	443 (1,303)
Balance on the technical account - general business		112	2,294

Profit and loss account: non-technical account

for the year ended 31 December 1999

	Note	1999 £000	1998 £000
Balance on the technical account - general business		112	2,294
Investment income:			
Income from other investments	5	2,565	3,266
Unrealised (loss)/gain on investments		(6)	430
Investment expenses and charges	6	(40)	(544)
Operating profit on ordinary activities before tax	7	2,631	5,446
Tax on profit on ordinary activities	10	(814)	(1,402)
Retained profit for the financial year	17	1,817	4,044

Statement of total recognised gains and losses for the year ended 31 December 1999

	Note	1999 £000	1998 £000
Retained profit for the financial year	17	1,817	4,044
Increase in current value of investment in subsidiary undertaking	17	402	541
Movement in unrealised foreign exchange loss	17	484	(108)
Total gains recognised since last annual report		2,703	4,477
Reconciliation of movements in shareholder's for the year ended 31 December 1999		1000	1000
	Note	1999 £000	1998 £000
Retained profit for the financial year	17	1,817	4,044
Increase in current value of investment in subsidiary undertaking	17	402	541

17

484

2,703

25,413

28,116

(108)

4,477

20,936

25,413

The notes on pages 11 to 22 form part of the financial statements.

Movement in unrealised foreign exchange loss

Net increase in shareholder's funds

Shareholder's funds at end of year

Shareholder's funds at beginning of year

Balance sheet

at 31 December 1999

	Note	1999 £000	1998 £000
Assets			
Investments			
Investment in subsidiary undertaking Other financial investments	11 12	7,944 36,524	7,542 34,038
		44,468	41,580
Reinsurers' share of technical provisions	10	•	-
Provision for unearned premiums	18 18	2 701	5 4,737
Claims outstanding	18	2,701	4,737
		2,703	4,742
Debtors	13	53	762
Debtors arising out of direct insurance operations	13	6,127	9,431
Debtors arising out of reinsurance operations Other debtors	14	4,614	6,228
		10,794	16,421
Other assets Cash at bank and in hand		2,998	2,803
Prepayments and accrued income			
Accrued interest		69	301
Deferred acquisition costs		-	181
		69	482
Total Assets		61,032	66,028

Balance sheet (continued) at 31 December 1999

	Note	1999 £000	1998 £000
Liabilities			
Capital and reserves			
Called up share capital	16	20,000	20,000
Profit and loss account	17	8,093	6,276
Revaluation reserve	17	1,018	616
Exchange reserve	17	(995)	(1,479)
Shareholder's funds attributable to equity interests		28,116	25,413
Technical provisions			
Provision for unearned premiums	18	5	1,060
Claims outstanding	18	29,192	33,192
G . B.		29,197	34,252
Creditors	10	214	215
Creditors arising out of direct insurance operations	19	314 507	215
Creditors arising out of reinsurance operations	20		2,748
Other creditors including taxation and social security	20	2,737	3,333
		3,558	6,296
Accruals and deferred income		161	67
Total Liabilities		61,032	66,028
			

These financial statements were approved by the board of directors on 30 March 2000 and were signed on its behalf by:

D Taylor

Director

Cash flow statement

for the year ended 31 December 1999

	Note	1999 £000	1998 £000
Net cash inflow/(outflow) from operating activities	21	2,206	(1,643)
Taxation received/(paid)		481	(374)
	15	2,687	(2,017)
Cash flows were invested/(utilised) as follows			
Increase/(decrease) in cash holdings		195	(6,684)
Net portfolio investment Deposits with credit institutions Sale of fixed interest securities		9,826 (7,334)	18,301 (13,634)
		2,492	4,667
Net investment/(utilisation) of cash flows	15	2,687	(2,017)
Movement in opening and closing portfolio investments net of financing			====
Net cash inflow/(outflow) for the period Cash flow from net portfolio investment		195 2,492	(6,684) 4,667
Movement arising from cash flows Changes in market values and exchange rate effects		2,687 (6)	(2,017)
Total movements in portfolio investments net of financing Portfolio investments net of financing		2,681	(1,700)
at 1 January 1999		36,841	38,541
Portfolio investments net of financing at 31 December 1999	15	39,522	36,841

Notes

(forming part of the financial statements)

1 Accounting policies

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

Basis of preparation

The financial statements have been prepared in accordance with the provisions of Section 255 of, and Schedule 9A to, the Companies Act 1985 and comply with the Statement of Recommended Practice issued by the Association of British Insurers.

The accounts have also been prepared in accordance with applicable United Kingdom accounting standards and under the historical cost accounting rules, modified to include the revaluation of investments.

The financial statements present information about the company as an individual undertaking and not about its group. The company is exempt from the preparation of group accounts under s228(1)(b) of the Companies Act 1985.

Further information regarding the parent undertaking in whose consolidated accounts the company is included is shown in note 25.

Investments and investment income

Investments in subsidiary undertakings are stated at current value, which the directors consider to be equivalent to the company's share of the net assets of the underlying investments.

Listed investments are stated at mid-market value. Unlisted investments are valued by the directors on a prudent basis with regard to their likely realisable values.

Realised and unrealised gains and losses on the sale of financial investments are included in the profit and loss account non-technical account.

Realised gains and losses represent the difference between net sale proceeds and purchase price. Unrealised gains and losses on investments represent the difference between the valuation of investments at the balance sheet date and their purchase price or if they have been previously valued, their valuation at the last balance sheet date.

Investment income, expenses and charges (excluding dividends received and receivable from subsidiary undertakings) are reported in the non-technical account.

Basis of accounting for underwriting activities

The annual basis of accounting is applied to all classes of insurance business.

1 Accounting policies (continued)

Premiums

Written premiums comprise the total premiums receivable for the whole period of cover provided by contracts entered into during the financial year and include estimates for pipeline premiums and adjustments arising during the financial year to premiums in respect of business written in previous years.

All premiums are shown gross of commission payable to intermediaries.

Outwards reinsurance premiums are accounted for in the same accounting period as the premiums for the related direct or inwards reinsurance business being reinsured.

Provision for unearned premiums

Unearned premiums are calculated using the daily pro rata method, taking into account the risk profile of the contracts.

Deferred acquisition costs

Acquisition expenses, both direct and indirect, are deferred and charged to the accounting periods in which related premiums are earned.

Claims incurred

Claims incurred include all payments made in respect of the financial period, claims handling expenses and the movement in provisions for outstanding claims.

Claims outstanding

Claims outstanding comprise provisions for the estimated cost of settling all claims including the related claims handling expenses incurred up to but not paid at the balance sheet date whether reported or not. Where applicable, deductions are made for salvage and other recoveries.

Foreign currencies

Assets, liabilities and income and expenditure items arising in foreign currencies have been translated into sterling at rates of exchange ruling at the balance sheet date. Unrealised exchange gains and losses arising on business transacted in foreign currencies which are maintained in the original currency are taken to the exchange reserve.

Taxation

The charge for taxation is based on the profit for the period and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes. Provision is made for deferred tax only to the extent that it is probable that a liability will crystallise.

Analysis of gross premiums written, gross premiums earned, gross claims incurred, operating expenses and the reinsurance balance

	1999 Gross premiums written £000	1999 Gross premiums earned £000	1999 Gross claims incurred £000	1999 Gross operating expenses £000	1999 Reinsurance balance £000
Written as follows Direct	(201)	855	3221	(1,004)	(2,401)
Reinsurance	282	281	(226)	(437)	(177)
	81	1,136	2,995	(1,441)	(2,578)
			====		
By class of business (Direct only)	(1)	(1)	(5)	(21)	
Accident and health Marine, aviation and transport	(1) 17	(1) 17	(5) 78	(31) (64)	(83)
Fire and other damage to property	(215)	841	(1,110)	(403)	331
Liability	-	-	974	(395)	-
Miscellaneous	(2)	(2)	3,284	(111)	(2,649)
	(201)	855	3,221	(1,004)	(2,401)
	1998	1998	1998	1998	1998
	Gross	Gross	Gross	Gross	Reinsurance
	premiums	premiums	claims	operating	balance
	written	earned	incurred	expenses	£000
Written as follows	£000	£000	£000	£000	1000
Direct	5,542	5,912	(315)	(1,929)	(937)
Reinsurance	246	246	3,838	(333)	(4,188)
	5,788	6,158	3,523	(2,262)	(5,125)
					
By class of business (Direct only)					
Accident and health	577	577	(340)	(33)	-
Marine, aviation and transport	(46)	(46)	102	(159)	13 676
Fire and other damage to property Liability	5,028	5,398	(3,445) 1,853	(1,422) (277)	(50)
Miscellaneous	(17)	(17)	1,515	(38)	(1,576)
	5,542	5,912	(315)	(1,929)	(937)
		·			

The activities of the company take place in the United Kingdom.

Business interruption particulars are included in the miscellaneous class.

The total amount of commission for direct insurance business was £104,000 (1998: £1,557,000).

3 Prior years' claims provisions

Over/(under) provisions for claims outstanding at the beginning of the year the payments and provisions at the end of the year in respect of prior years' claims are as follows:

	1999 £000	1998 £000
Accident and health	(5)	101
Marine, aviation and transport	(5)	150
Fire and other damage to property	121	848
Liability	511	1,803
Miscellaneous	635	(229)
		
	1,257	2,673

Although provisions for claims outstanding are based upon the information currently available to the directors, subsequent information and events may show that the ultimate liability is less than, or in excess of, the amount provided. The methods used, and estimates made, are continually reviewed and any resulting adjustments are reported in the technical account for general business in the financial year in which they are made.

4 Net operating expenses

	1999 £000	1998 £000
Acquisition costs	139	1,467
Change in gross deferred acquisition costs	181	116
Administrative expenses	621	679
Reinsurance commissions and profit participation	52	(959)
Foreign exchange loss	500	` -
	1,493	1,303
		

5 Investment income		
	1999 £000	1998 £000
Income from other investments Gains on the realisation of investments	2,565	2,757 509
	2,565	3,266
C. Investment expenses and showers		
6 Investment expenses and charges		
	1999 £000	1998 £000
Investment management expenses Value adjustments on listed investments Losses on the realisation of investments	- - 40	30 514
	40	544
7 Profit on ordinary activities before tax		
	1999 £000	1998 £000
Profit on ordinary activities before tax is stated		
after crediting		
Income from listed investments	140	1,289
after charging		
Auditors remuneration: Audit Other services - audit regulatory return	33 10	34 9

8 Remuneration of directors

	1999 £000	1998 £000
Directors' emoluments	16	35
		
Retirement benefits are accruing to the following number of directors under:		
Money purchase schemes Defined benefit schemes	- 2	3
Stand belefit selemes		
The number of directors who exercised share options was	2	2
		<u></u>
The number of directors in respect of whose services shares were received or receivable under long term incentive schemes was	1	1

Certain directors are employees of the company's ultimate shareholders and are not remunerated for their services by the company. Accordingly, the foregoing disclosures do not include details of their remuneration and other benefits.

9 Staff numbers and costs

All management and administrative services are provided under the terms of a management agreement by the parent undertaking. Accordingly, the company and its subsidiary have no employees. The remuneration of the directors is charged as part of the management fee.

10 Taxation

	1999	1998
	£000	£000
UK corporation tax on profit at 30% (1998: 31%) - current year	948	1,402
- prior year	(134)	-
	814	1,402
	 -	

11 Investment in subsidiary undertaking

	C	Current value		Cost									
	1999 1998		1999 1998 1999		1999 1998 1999		1999 1998		1999	1999 1998	1999 1998 19 9		1998
	£000	£000	000£	£000									
Shares in subsidiary undertaking	7,944	7,542	6,926	6,926									
													

Shares in subsidiary undertaking represents the company's investment in 6,500,000 ordinary shares of £1 each in its wholly owned subsidiary, Arbil International Insurance Limited, registered in the Cayman Islands, which was placed into members voluntary liquidation on 22 April 1997.

12 Other financial investments

	Current value		Cost	
	1999	1998	1999	1998
	£000	£000	£000	£000
Shares and other variable yield securities	1,172	1,178	797	797
Fixed-income securities	•	7,334	_	8,078
Deposits with credit institutions	35,352	25,526	35,352	25,526
	36,524	34,038	36,149	34,401
	====			====
Included in the above were investments:				
Listed on the UK Stock Exchange	-	7,334	-	8,078
Unlisted investments	1,172	1,178	797	797
				=

Letters of credit amounting to £2,075,000 (1998: £2,052,000) have been issued by a bank on an unsecured basis on behalf of the company in order to provide security to cedants in respect of claims outstanding.

13 Debtors arising out of direct insurance operations

	1999 £000	1998 £000
Amounts owed by intermediaries	53	762

20,000

20,000

20,000

20,000

Notes (continued)

Authorised

Allotted, called up and fully paid

20,000,000 (1998: 20,000,000) ordinary shares of £1 each

20,000,000 (1998: 20,000,000) ordinary shares of £1 each

14	Other debtors				
				1999 £000	1998 £000
				2000	2000
	tion tax recoverable			4,610	6,210
Other de	ebtors			4	18
				4,614	6,228
15	Movement in cash, portfolio inv	vestments and financing			
		At	Cash	Changes	At
		31 December	flow	to market	31 December
		1998 £000	£000	values £000	1999 £000
		2000	2000	2000	2000
Cash at	bank	2,803	195	-	2,998
Ordinar	y shares	1,178	-	(6)	1,172
	s with credit institutions	25,526	9,826	-	35,352
Fixed in	ncome securities	7,334	(7,334)	-	-
		36,841	2,687	(6)	39,522
					
16	Share capital				
				1999	1998
				£000	£000

17 Reserves

	Exchange revaluation reserve £000	Investment revaluation reserve £000	Profit and loss account £000	Total
At beginning of year	(1,479)	616	6,276	5,413
Retained profit for the year Revaluation of investment in	-	-	1,817	1,817
subsidiary undertaking	-	402	-	402
Currency translation differences	484	-	-	484
At end of year	(995)	1,018	8,093	8,116
		<u> </u>		

18 Technical provisions

	Provision for unearned premiums	Claims outstanding	Total
	£000	£000	£000
Gross amount			
At beginning of year	1,060	33,192	34,252
Exchange gain	-	175	175
Movement in the provision	(1,055)	(4,175)	(5,230)
Gross amount at 31 December 1999	5	29,192	29,197
Reinsurance amount		 =	
At beginning of year	5	4,737	4,742
Exchange (loss)/gain	_	48	48
Movement in the provision	(3)	(2,084)	(2,087)
Reinsurers' share at 31 December 1999	2	2,701	2,703
	==		

Under the Insurance Companies (Reserves) Act 1995, the company is required to establish equalisation reserves for certain classes of business underwritten, subject to de minimis exemptions. At 31 December 1999 the equalisation provision amounted to £96,000 (1998: £267,000) and due to the immateriality of the amount is included in claims outstanding. The effect of the movement of this provision during the year was an increase in the balance on the general business technical account and profit before tax of £171,000 (1998: decrease - £73,000) and an increase in shareholders' funds of £120,000 (1998: decrease - £50,000).

19	Creditors	arising	out of	direct	insurance	operations
----	-----------	---------	--------	--------	-----------	------------

	1999 £000	1998 £000
Amounts owed to intermediaries	314	215
		
20 Other creditors including taxation and social securit	у	
	1999	1998
	£000	£000
Amounts due to parent undertaking	21	195
Other creditors	51	168
Corporation tax payable	2,665	2,970
	2,737	3,333
		
21 Reconciliation of profit before tax to net cash outflo	w from operating activities 1999 £000	1998 £000
Operating profit on ordinary activities before tax	2,631	5,446
Realised loss on investments	-	[^] 5
Unrealised loss/(gain) on investments	6	(430)
Decrease in accrued income and prepayments	413	624
Increase/(decrease) in accruals and deferred income	94	(248)
Decrease in debtors	4,027	14,660
Decrease in creditors	(2,433)	(15,415)
Decrease in technical provisions	(3,016)	(6,285)
Foreign exchange differences	484	-
Net cash outflow from operating activities	(2,206)	(1,643)

22 Directors interests

The interests of the directors in office at the end of the year in the shares, stock and debentures of the companies in AstraZeneca PLC ("AstraZeneca") (the ultimate holding company) were as follows:

The interests of the directors in office at the end of the financial year in the shares and debentures of AstraZeneca PLC (the ultimate parent undertaking) were as follows:

	Class of share/ debenture	Holding at 31 December 1998 (or date of appointment)	Holding at 31 December 1999
DJ Gee	AstraZeneca ordinary shares	٠	-
D Taylor	AstraZeneca ordinary shares	3,692	3,145
IN Canham	AstraZeneca ordinary shares	27	27

Options to subscribe for AstraZeneca ordinary shares granted to and exercised by the directors in office at the end of the financial year were as follows:

	Shares under option at 31 December 1998 (or date of appointment)	Granted	Exercised	Shares under option at 31 December 1999
DJ Gee	-	-	-	-
D Taylor	8,647	1,849	915	9,581
IN Canham	-	-	-	-

23 Commitments

The company has a commitment to make annual rental payments of £723,000 in respect of a building lease expiring in December 2008. These payments are currently re-charged to I.C. Insurance Holdings Limited which provides management services to the company and to two related insurance companies. A proportion of lease rental payments is re-charged to the company as a component of the overall charge for management services. In 1999 the amount so charged was approximately £94,000 (1998: £123,000).

24 Related party balances and transactions

The company assumes insurance from, and cedes reinsurance to, both related and unrelated parties. During the year, transactions undertaken with the ultimate shareholders or with companies connected with the ultimate shareholders were, in aggregate, as follows:

	1999 £000	1998 £000
Gross premiums written Claims paid	(711)	150 815

The immediate shareholder, I.C. Insurance Holdings Limited, provides management and advisory services to the company charging a management fee for these services. Amounts charged and year end balances are shown in the accounts of I.C. Insurance Holdings Limited.

At the year end an amount of £21,000 was due to the immediate parent.

25 Ultimate parent company

The company is a subsidiary undertaking of AstraZeneca PLC which is the ultimate parent company registered in England and Wales.

The largest group in which the results of the company are consolidated is that headed by AstraZeneca PLC, registered in England and Wales. The consolidated accounts of this company are available to the public and may be obtained from 15 Stanhope Gate, London W1Y 6LN. No other group accounts include the results of the company.