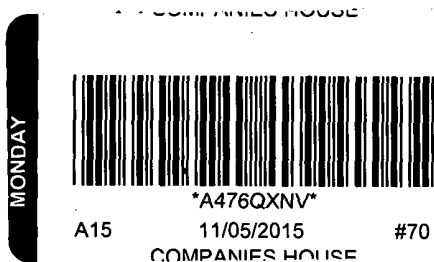


THOMAS MILLER PROFESSIONS LTD

REPORT AND FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2014



Company number: 01206978

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**THOMAS MILLER PROFESSIONS LTD**

**OFFICERS AND PROFESSIONAL ADVISERS**

**DIRECTORS**

R Cunningham

R A A Harnal

A Salim

F J G Van Kempen

**SECRETARY**

K P Halpenny

**REGISTERED OFFICE**

90 Fenchurch Street

London

EC3M 4ST

**AUDITOR**

Deloitte LLP

Chartered Accountants

London

United Kingdom

**THOMAS MILLER PROFESSIONS LTD**

**DIRECTORS' REPORT  
FOR THE YEAR ENDED 31 DECEMBER 2014**

The directors present their annual report on the affairs of the company, together with the financial statements and auditor's report, for the year ended 31 December 2014.

The directors' report has been prepared in accordance with the special provisions relating to small companies under section 415A of the Companies Act 2006.

**Results and dividends**

The profit and loss account for the year is set out on page 7. The loss on ordinary activities after taxation amounted to £23,428 (2013 - profit £177,810).

No dividend has been proposed by the directors (2013 - £nil).

**Directors**

The present membership of the board of directors is shown on page 2, all of whom held office throughout the year.

**Directors' indemnity**

The ultimate parent company Thomas Miller Holdings Ltd. has made qualifying third party indemnity provisions for the benefit of its subsidiaries' directors that remain in force at the date of this report.

**Auditor**

Each of the persons who is a director at the date of approval of this report confirms that:

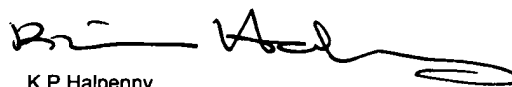
- (1) so far as the director is aware, there is no relevant audit information of which the company's auditor is unaware; and
- (2) the director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditor is aware of the information.

This confirmation is given and should be interpreted in accordance with the provisions of section 418 of the Companies Act 2006.

A resolution to reappoint Deloitte LLP will be proposed at the forthcoming Annual General Meeting.

90 Fenchurch Street  
London  
EC3M 4ST

By order of the board



K P Halpenny  
Secretary

30 March 2015

**STRATEGIC REPORT  
FOR THE YEAR ENDED 31 DECEMBER 2014**

**Review of activities and future developments**

The main activities of the company during 2014 have been the provision of underwriting, due diligence and claims management services to commercial After the Event "ATE" insurers.

During the year turnover was £579k compared to £1.0m last year. This is a fall of 43%. The main reason for this fall is that, as a result of the implementation of the Legal Aid, Sentencing and Punishment of Offenders Act 2012, which came in to force on 1 April 2013 and ended the recoverability of premium of policies incepted after that date from the losing party in most civil litigation cases, the number of cases requiring the company's underwriting and legal risk assessment services has reduced significantly. It is expected that the company's claims handling services will still be required for a period of at least two years while existing cases are being resolved. As a consequence of this reduced case load, the company has restructured its operations to bring its cost base into line with anticipated revenues.

The company made a loss before tax of £29k compared to a profit of £232k in 2013. The loss is primarily due to one off costs incurred in the above mentioned restructuring of the business. The directors expect the company to make modest profits in the short to medium term. The directors will continue to explore opportunities to revive the company's fortunes.

Thomas Miller & Co. Limited provides the personnel, the office space and other services and equipment required for the conduct of the company's business, and charges the company accordingly. No change is envisaged in these arrangements for 2015 and beyond.

**Principal risks and uncertainties**

The company has formally assessed its risk exposures and systems of risk management, which are detailed in a "Risk Register" that is formally reviewed by the Board on a regular basis. The principal risks to which the company is exposed are those that arise from errors, omissions and/or negligence on the part of its directors, officers and staff (for example, the provision of incorrect advice to clients or the inadvertent breach of laws or regulations). Such risks are managed by having stringent internal control procedures in place to minimise the risk of breaches occurring.

**Financial risk management**

The company is exposed to financial risk through its financial assets and liabilities. The key financial risk is that proceeds from financial assets are not sufficient to fund the obligations arising from liabilities as they fall due. The most important components of financial risk are interest rate risk, currency risk, credit risk, liquidity risk, cash flow risk and price risk. Due to the nature of the company's business and the assets and liabilities contained within the company's balance sheet, the only financial risks the directors consider relevant to this company are credit risk and liquidity risk. These risks are mitigated by the normal credit control policies put in place by the directors of the company.

90 Fenchurch Street  
London  
EC3M 4ST

By order of the board



K P Halpenny  
Secretary

30 March 2015

**DIRECTORS' RESPONSIBILITIES STATEMENT**

The directors are responsible for preparing the annual 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 elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). 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 accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed; 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 to 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.

## INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF THOMAS MILLER PROFESSIONS LTD

We have audited the financial statements of Thomas Miller Professions Ltd for the year ended 31 December 2014 which comprise the profit and loss account, the balance sheet and the related notes 1 to 13. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 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 auditor's 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 auditor

As explained more fully in the directors' responsibilities statement, 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 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. 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.

### 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 2014 and of its loss 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.

### Opinion on other matter prescribed by the Companies Act 2006

In our opinion 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.

### 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; or
- the directors were not entitled to take advantage of the small companies exemption in preparing the directors' report.



Colin Rawlings (Senior Statutory Auditor)  
for and on behalf of Deloitte LLP  
Chartered Accountants and Statutory Auditor

London, UK

1 April 2015

**THOMAS MILLER PROFESSIONS LTD**

**PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2014**

	Notes	2014 £	2013 £
<b>Turnover</b>	1,2	578,543	1,008,137
Administrative expenses		(608,292)	(776,155)
<b>(Loss) / profit on ordinary activities before taxation</b>	3	(29,749)	231,982
Tax (credit) / charge on (loss) / profit on ordinary activities	5	6,321	(54,172)
<b>(Loss) / profit on ordinary activities after taxation</b>	10	(23,428)	177,810

There are no recognised gains or losses other than the loss for the current financial year and the profit for the preceding year shown above. Accordingly, no statement of total recognised gains and losses is required.

All amounts derive from continuing operations.

The notes on pages 9 to 12 form an integral part of these financial statements.

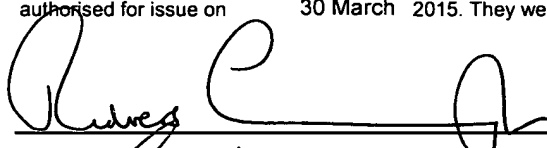
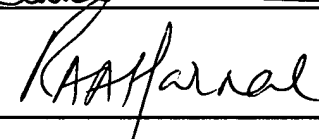


**THOMAS MILLER PROFESSIONS LTD**

**BALANCE SHEET AS AT 31 DECEMBER 2014**

	Notes	2014 £	2013 £
<b>Current assets</b>			
Debtors	6	432,964	445,423
Cash at bank		331,639	100,988
		<u>764,603</u>	<u>546,411</u>
<b>Creditors: Amounts falling due within one year</b>	8	<u>(532,776)</u>	<u>(291,156)</u>
<b>Net current assets</b>		<u>231,827</u>	<u>255,255</u>
<b>Total assets less current liabilities</b>		<u>231,827</u>	<u>255,255</u>
<b>Capital and reserves</b>			
Called up share capital	9	5,000	5,000
Share premium		498,820	498,820
Profit and loss account		<u>(271,993)</u>	<u>(248,565)</u>
<b>Shareholder's funds</b>	10	<u>231,827</u>	<u>255,255</u>

The financial statements of Thomas Miller Professions Ltd (registration number 01206978) were approved by the board of directors and authorised for issue on 30 March 2015. They were signed on its behalf by:

 Director R Cunningham  
 Director R A A Harnal

The notes on pages 9 to 12 form an integral part of these financial statements.

**NOTES TO THE ACCOUNTS FOR YEAR ENDED 31 DECEMBER 2014**

**1. Accounting policies**

The financial statements have been prepared in accordance with applicable United Kingdom accounting standards and under the historical cost convention. The accounting policies that have been adopted have been applied consistently throughout the year and preceding year. The specific policies are:

**1.1 Turnover**

Turnover, which excludes value added tax, represents the value of consultancy services and ATE fees attributable to the accounting year. Amounts not attributable to the accounting year are recognised as deferred income.

**1.2 Going concern**

The business activities of the company are set out in the strategic report.

As discussed in the strategic report, the Company has restructured its operation, following the implementation of the Legal Aid, Sentencing and Punishment of Offenders Act 2012. The directors continue to explore opportunities to increase revenue and following a reduction in the cost base, the company expects to generate modest profit in the future.

As a consequence, the directors believe that the company is well placed to manage its business risks successfully in the current economic climate.

After making enquiries, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the annual report and accounts.

**1.3 Foreign currencies**

Transactions denominated in foreign currencies are translated into sterling at the rates ruling at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are retranslated at the rates ruling at that date. These translation differences are dealt with in the profit and loss account.

**1.4 Cash flow statements**

The company is exempt from producing a cash flow statement under FRS1 (revised 1996) "Cash flow statements" as more than 90% of the voting rights are owned by its ultimate parent undertaking (note 13) whose published, publicly available, accounts include a consolidated cash flow statement.

**1.5 Taxation**

Current tax is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Deferred taxation is provided in full on timing differences that result in an obligation at the balance sheet date to pay more tax, or a right to pay less tax, at a future date, at rates expected to apply when they crystallise based on tax rates and laws that have been enacted or substantially enacted by the balance sheet date. Timing differences arise from the inclusion of items of income and expenditure in taxation computations in periods different from those in which they are included in financial statements.

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

**THOMAS MILLER PROFESSIONS LTD**

**NOTES TO THE ACCOUNTS FOR YEAR ENDED 31 DECEMBER 2014 (continued)**

**2. Turnover**

	<b>2014</b>	<b>2013</b>
	<b>£</b>	<b>£</b>
Turnover by location of client:		
United Kingdom and Europe	<u>578,543</u>	<u>1,008,137</u>

All turnover derives from the principal activities of the company.

**3. Profit / (loss) on ordinary activities before taxation**

All auditor's remuneration relating to the audit of the annual accounts of £2,800 (2013 - £2,800) was borne by a fellow subsidiary company. All directors' remuneration is borne by other group companies and they are not paid for services specifically provided to this company in the current or prior year. The company has no employees (2013 - none).

**4. Directors' remuneration**

The directors of the company include a number of directors who are also directors of other companies within the Thomas Miller Holdings group. The directors do not consider it practicable or appropriate to allocate directors' services between individual subsidiary companies. The directors of the company received aggregate emoluments of £771,610 (2013 - £896,582) relating to their services to all companies within the Thomas Miller Holdings group.

The value of contributions paid, or treated as paid, by a person other than the director to whom retirement benefits are accruing in respect of directors' qualifying services to the extent that the contributions might lead to money purchase benefits being payable was £93,422 (2013 - £122,601).

The number of directors who:

	<b>2014</b>	<b>2013</b>
	<b>Number</b>	<b>Number</b>
Are members of a defined benefit scheme	3	4
Are members of a defined contribution scheme	3	4
Exercised options over shares in the parent company	-	1
Had awards receivable in the form of shares under a long term incentive scheme	4	5

**5. Tax (credit) / charge on (loss) / profit on ordinary activities**

	<b>2014</b>	<b>2013</b>
	<b>£</b>	<b>£</b>
a) Analysis of tax (credit) / charge for the year		
Current tax:		
UK corporation tax at 21.5% (2013 - 23.25%)	(6,348)	54,104
Tax (credit) / charge on (loss) / profit on ordinary activities	<u>(6,348)</u>	<u>54,104</u>
Deferred taxation:		
Origination and reversal of timing differences	29	38
Effect of changes in tax rates	(2)	30
Total deferred tax (note 7)	<u>27</u>	<u>68</u>
Tax (credit) / charge on (loss) / profit on ordinary activities	<u>(6,321)</u>	<u>54,172</u>

**THOMAS MILLER PROFESSIONS LTD**

**NOTES TO THE ACCOUNTS FOR YEAR ENDED 31 DECEMBER 2014 (continued)**

**5. Tax (credit) / charge on (loss) / profit on ordinary activities (continued)**

	<b>2014</b>	<b>2013</b>
	<b>£</b>	<b>£</b>
b) Factors affecting tax (credit) / charge for the year		
The tax (credit) / charge for the year is higher than the standard rate of corporation tax for the year. This is explained below:		
(Loss) / profit on ordinary activities before tax	<u>(29,749)</u>	<u>231,982</u>
(Loss) / profit on ordinary activities before tax multiplied by standard rate of corporation tax in the UK of 21.5% (2013 - 23.25%)	(6,394)	53,928
Expenses not deducted for tax purposes	75	214
Capital allowances in excess of depreciation	(29)	(38)
Tax (credit) / charge on (loss) / profit on ordinary activities	<u>(6,348)</u>	<u>54,104</u>

Under the Finance Act 2013, the rate of corporation tax was reduced from 23% to 21% from 1 April 2014. A further reduction to 20% from 1 April 2015 was also included in the Act and has been taken into account in calculating the deferred tax assets as at 31 December 2014.

**6. Debtors**

	<b>2014</b>	<b>2013</b>
	<b>£</b>	<b>£</b>
Amounts owed by group undertakings	-	106,135
Trade debtors	432,842	339,139
Deferred tax (note 7)	122	149
	<u>432,964</u>	<u>445,423</u>

**7. Deferred tax**

	<b>2014</b>	<b>2013</b>
	<b>£</b>	<b>£</b>
Accelerated capital allowances	<u>122</u>	<u>149</u>
Asset at 1 January	149	217
Credit for the year (note 5)	(27)	(68)
Asset at 31 December	<u>122</u>	<u>149</u>

**8. Creditors**

	<b>2014</b>	<b>2013</b>
	<b>£</b>	<b>£</b>
Amounts falling due within one year:		
Trade creditors	443,122	264,104
Corporation tax payable	89,654	27,052
	<u>532,776</u>	<u>291,156</u>

**9. Share capital**

	<b>2014</b>	<b>2013</b>
	<b>£</b>	<b>£</b>
Called up, allotted and fully paid:		
Equity interests: 5,000 ordinary shares of £1	<u>5,000</u>	<u>5,000</u>

NOTES TO THE ACCOUNTS FOR YEAR ENDED 31 DECEMBER 2014 (continued)

10. Reconciliation of movements in shareholder's funds

	2014 £	2013 £
Shareholder's funds at 1 January	255,255	77,445
Loss / (profit) for the financial year	(23,428)	177,810
Shareholder's funds at 31 December	<u>231,827</u>	<u>255,255</u>

11. Company status

The company is incorporated in the United Kingdom and registered in England and Wales with limited liability.

12. Related parties

The company has taken advantage of the exemption available under Financial Reporting Standard 8 "Related party disclosures" not to disclose transactions between entities, of those whose voting rights are controlled 100% within the group.

Some of the directors who had awards receivable in the form of shares under a long term incentive scheme, took up the option to have part of their remuneration, as included in note 4, paid into the pension schemes of close family members.

13. Ultimate controlling parties

The company's immediate and ultimate parent company and controlling party is Thomas Miller Holdings Ltd., a company registered in Bermuda. Thomas Miller Holdings Ltd. is the parent undertaking of the smallest and largest group in which the company is consolidated. Copies of the financial statements for Thomas Miller Holdings Ltd. may be obtained from the Company Secretary, Thomas Miller Holdings Ltd., 90 Fenchurch Street, London, EC3M 4ST.