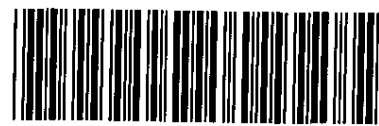


REGISTERED NUMBER: 01393740

MASTERCover INSURANCE SERVICES LIMITED

**UNAUDITED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021**

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COMPANY INFORMATION

Directors

D Coughill
D C Ross

Company Secretary

Ardonagh Corporate Secretary Limited

Registered Office

2 Minster Court
Mincing Lane
London
EC3R 7PD
United Kingdom

Registered Number

01393740

STRATEGIC REPORT

The directors present their Strategic Report for the year ended 31 December 2021 for Mastercover Insurance Services Limited ("the Company"). The Strategic Report provides a review of the business for the financial year and describes how the directors manage risks. The report outlines the performance of the Company during the financial year and its position at the end of the year. The report discusses the developments that have affected the Company and the main trends and factors that could affect its future. Following significant new equity investment as disclosed in note 17, the Company is now part of a new holding company structure. Prior to this and as at 31 December 2021, the Company was part of The Ardonagh Group Limited ("the Group").

Principal Activity and Business Review

The Company's business is as an insurance intermediary.

The results of the Company show turnover of £4,156 (2020: £88,192) and loss before tax of £76,113 (2020: £149,396 profit). At 31 December 2021 the Company had net assets of £3,657,849 (2020: £3,722,048). The going concern note (part of accounting policies) on page 8, sets out why the directors believe that the preparation of the financial statements on a basis other than that of a going concern is appropriate.

On 20 December 2017 Mastercover Insurance Services Limited was acquired by Nevada Investment Holdings 7 Limited from GUK Broking Services Limited and became a member of The Group. As part of the wider group reorganisation strategy, on 18 May 2018 the Company disposed of its operations to Advisory Insurance Brokers Limited (formerly Towergate Underwriting Group Limited) and Four Counties Insurance Brokers Limited, two companies under common control. This transaction resulted in the Company being placed into run-off. It is the directors' intention to liquidate the Company once the run-off process has completed.

Outlook

The Company is in run-off and it is the directors' intention to liquidate the Company once the run-off process has completed.

Consideration of the financial risk and future impact can be found in the Strategic Report within the 'Principal risks and uncertainties' section but as the Company is in run-off, the impact is not expected to be material.

Key Performance Indicators

The Company has been in run-off since 18 May 2018 and as a result, the directors consider the key performance indicator for the Company to be ensuring its liabilities are settled fairly and expeditiously.

Principal risks and uncertainties

As noted in the Outlook section above, the Company's operations are in run-off and the Company is managed on a basis other than that of a going concern. The principal risks and their mitigation are as follows:

Financial risk

There is the risk of an adverse impact on business value or earnings capacity as well as the risk of inadequate cash flows to meet financial obligations. These risks are mitigated by proactive management of the business plan, by regular monitoring of cash flows against risk appetite and by a focus on debt collection.

Liquidity risk

The Group has sufficient liquidity to withstand a period of potential poor trading resulting from a sustained economic decline, although this has not materialised to date and the Group would respond to income declines by seeking cost savings. The Group had available liquidity of £688.4m at 31 March 2022 and closely monitors available liquidity on an ongoing basis.

Approved by the board on 14/09/2022 and signed on its behalf by:



D Cougill (Sep 14, 2022 22:28 GMT+1)

D Cougill - Director

DIRECTORS' REPORT

The directors of Mastercover Insurance Services Limited (registered number 01393740) present their annual report and the unaudited financial statements for the year ended 31 December 2021.

Directors of the Company

The directors, who held office during the year and up to the date of signing, were as follows:

D Cougill

D C Ross

Dividends

The directors do not recommend a final dividend payment to be made in respect of the financial year ended 31 December 2021 (2020: £nil).

Financial risk management objectives and policies

Details of financial risk management objectives and policies can be found in the Strategic Report within the 'Principal risks and uncertainties' section on page 2.

Future developments

Details of future developments can be found in the Strategic Report on page 2.

Political donations

The Company has not made any political donations during the financial year ended 31 December 2021 (2020: £nil).

Going Concern

The Company is in run-off and it is the directors' intention to liquidate the Company once its liabilities have been settled. Consequently, the financial statements have been prepared on a basis other than that of a going concern.

Directors' Indemnities

All directors of the Company and fellow Group companies benefit from qualifying third party indemnity provisions, subject to the conditions set out in the Companies Act 2006, in place during the financial period at the date of this report.

Subsequent Events

Details of subsequent events can be found in note 17.

This report was approved by the board on 14/09/2022 and signed on its behalf by:

D Cougill

D Cougill (Sep 14, 2022 22:28 GMT+1)

.....

D Cougill - Director

STATEMENT OF DIRECTORS' RESPONSIBILITIES

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), including FRS 101 "Reduced Disclosure Framework".

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; 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.

STATEMENT OF COMPREHENSIVE INCOME

		Year ended 31 December 2021 £	Year ended 31 December 2020 £
	Note		
Commission and fees	3	4,156	88,192
Administrative expenses		(17,154)	(98,751)
Platform licences		-	15,999
Audit fees		-	11,428
Other write offs (non-IBA)		-	75,277
Reversal of/impairment of financial assets		12,852	(29,239)
Operating (loss)/profit	4	(146)	62,906
Finance costs	5	-	(3,334)
Loss on disposal of PPE		-	(9,995)
(Loss)/gain on disposal of ROU assets		(75,967)	99,819
(Loss)/profit before tax		(76,113)	149,396
Tax credit/(charge)	8	11,914	(31,185)
(Loss)/profit for the financial year		(64,199)	118,211

All recognised gains or losses are accounted for in the Statement of Comprehensive Income.

There are no items of other comprehensive income in the current or prior year.

All amounts are derived from discontinued operations.

The notes on pages 8 to 16 form an integral part of these financial statements.

STATEMENT OF FINANCIAL POSITION

	Note	As at 31 December 2021 £	As at 31 December 2020 £
Current assets			
Cash and cash equivalents	9	10,950	59,085
Trade and other receivables	10	3,782,881	3,681,318
Right-of-use assets	11	-	75,970
Deferred tax asset	8	5,496	-
		3,799,327	3,816,373
Current liabilities			
Trade and other payables	12	(117,571)	(30,000)
Tax liabilities		(23,907)	(30,325)
Provisions	13	-	(30,000)
		(141,478)	(94,325)
Net current assets		3,657,849	3,722,048
Total assets less current liabilities		3,657,849	3,722,048
Net assets		3,657,849	3,722,048
Capital and reserves			
Share capital	14	131,000	131,000
Retained earnings		526,849	591,048
Merger reserve		3,000,000	3,000,000
Total equity		3,657,849	3,722,048

For the financial year ending 31 December 2021 the Company was entitled to exemption from audit under section 479A of the Companies Act 2006 relating to subsidiary companies.

Directors' responsibilities:

- The members have not required the Company to obtain an audit of its accounts for the year in question in accordance with section 476; and
- The directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts.

These financial statements were approved and authorised for issue by the board on 14/09/2022 and were signed on their behalf by:

D Cougill

D Cougill (Sep 14, 2022 22:28 GMT+1)

.....
D Cougill - Director

The notes on pages 8 to 16 form an integral part of these financial statements.

STATEMENT OF CHANGES IN EQUITY

	Share capital £	Merger reserves £	Retained earnings £	Total £
At 1 January 2021	131,000	3,000,000	591,048	3,722,048
Net loss for the year	-	-	(64,199)	(64,199)
At 31 December 2021	131,000	3,000,000	526,849	3,657,849

	Share capital £	Merger reserves £	Retained Earnings £	Total £
At 1 January 2020	131,000	3,000,000	472,837	3,603,837
Net profit for the year	-	-	118,211	118,211
At 31 December 2020	131,000	3,000,000	591,048	3,722,048

On 18 May 2018, the Company transferred the future economic rights of the business only, for which £3.0m consideration was paid, leading to the recognition of a £3.0m merger reserve.

The notes on pages 8 to 16 form an integral part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS

1 Accounting Policies

Mastercover Insurance Services Limited (the Company) is a limited company incorporated and registered in England, the United Kingdom (UK). The address of its registered office is stated on page 1. The principal activity of the Company is disclosed in the strategic report on page 2.

These financial statements for the year ended 31 December 2021 were authorised by the Board on 14 September 2022 and the statement of financial position was signed on the Board's behalf by D Cougill.

Summary of Significant Accounting Policies and Key Accounting Estimates

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.

Basis of Preparation

These financial statements were prepared in accordance with Financial Reporting Standard 101 'Reduced Disclosure Framework' (FRS 101).

The financial statements are presented in GBP sterling (£), which is also the Company's functional currency.

The financial statements have been prepared on a historical cost basis, as modified to use a different measurement basis where necessary to comply with FRS 101.

There are no new standards, amendments or interpretations which are effective in 2021 or not yet effective and that are expected to materially impact the Company's financial statements.

Going Concern

It is the directors' intention to liquidate the Company once its liabilities have been settled. Consequently, the financial statements have been prepared on a basis other than that of a going concern.

The book values of the Company's assets and liabilities are deemed to be a reasonable approximation of fair value due to their short-term nature. As such no adjustments to balances are required with the Company being reported on a basis other than that of a going concern.

Summary of Disclosure Exemptions

In preparing these financial statements, the Company applies the recognition, measurement and disclosure requirements of International Financial Reporting Standards as adopted by the UK ("UK-Adopted IFRSs") but makes amendments where necessary in order to comply with Companies Act 2006 and has set out below where advantage of the FRS 101 disclosure exemptions has been taken.

In these financial statements, the Company has taken advantage of the following disclosure exemptions under FRS 101 where relevant:

- the requirements of IFRS 7 Financial Instruments: Disclosures and of paragraphs 91-99 of IFRS 13 Fair Value Measurement;
- the requirement in paragraph 38 of IAS 1 Presentation of Financial Statements to provide comparative period reconciliations in respect of outstanding shares, property, plant and equipment and intangible assets;
- the requirements in paragraph 10(d) of IAS 1 Presentation of Financial Statements to prepare a Cash flow statement and the requirements in IAS 7 Statement of Cash Flows regarding the same;
- the requirements of paragraphs 10(f), 16, 38A, 38B, 38C, 38D, 40A, 40B, 40C, 40D, 111 and 134 to 136 of IAS 1 Presentation of Financial Statements;
- the requirements of paragraphs 30 and 31 in IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors regarding disclosure of new IFRS standards not yet effective at the reporting date and their potential impact;
- the requirements in paragraphs 17 and 18(a) of IAS 24 'Related Party Disclosures', regarding disclosure of information on key management personnel, and the IAS 24 disclosure on related party transactions entered into between two or more members of a Group, (provided that any subsidiary which is party to the transaction is wholly owned by such a member); and
- the requirements of paragraphs 130(f)(ii) - (iii), 134(d) - 134(f) and 135(c) - 135(e) of IAS 36 Impairment of Assets in respect of disclosure of valuation techniques, assumptions on which projections used in the impairment review are based and sensitivity analysis.

Equivalent disclosures are included in the Group's consolidated financial statements, as required by FRS 101 where exemptions have been applied.

NOTES TO THE FINANCIAL STATEMENTS

1 Accounting Policies *(continued)*

Leases

Right-of-use assets

The Company recognises right-of-use assets at the commencement date of the lease (i.e. the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and are adjusted for certain remeasurements of the lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date of the lease less any lease incentives received, plus the estimated costs of restoring the underlying asset to the condition required by the terms of the lease. Unless the Company is reasonably certain to obtain ownership of the leased asset at the end of the lease term, the recognised right-of-use assets are depreciated on a straight-line basis over the shorter of the estimated useful life and the lease term. Right-of-use assets are subject to impairment.

Lease Liabilities

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for terminating a lease if the lease term reflects the Company exercising the option to terminate. The variable lease payments that do not depend on an index or a rate are recognised as an expense in the period on which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Company uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable, which is generally the case. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the in-substance fixed lease payments or a change in the assessment to purchase the underlying asset.

Revenue Recognition

Commission and Fees

Revenue includes commission and fees receivable by the Company. Commission and fees relate mainly to placement or underwriting of policies on behalf of insurers or policyholders and are recognised at the later of policy inception date or when the policy placement has been completed and confirmed.

The Company retains a portion of the policy premiums as commission. Premiums are typically collected on an annual basis at or near contract inception (which could be up to 60 days from contract inception). In some cases, customers are offered to pay in instalments or are directed to a third-party premium credit provider. Some of the policies are rolling until the customer cancels the policy.

The Company utilises the practical expedient in IFRS 15 not to adjust the amount of consideration for the effects of a significant financing component if it expects, at contract inception, that the period between when the Company transfers a service to a customer and when the customer pays for that service will be one year or less.

Financial Assets

Financial assets are initially measured at fair value plus directly attributable transaction costs. The Company's financial assets include trade and other receivables.

Trade and other receivables are primarily amounts due from related parties. They are stated at amortised cost, adjusted for any loss allowances.

NOTES TO THE FINANCIAL STATEMENTS

1 Accounting Policies (continued)

Financial Assets (continued)

Impairment of Trade and Other Receivables

The Company assesses, on a forward-looking basis, the expected credit losses ("ECL") associated with its financial assets carried at amortised cost. The Company recognises a loss allowance for such losses at each reporting date.

The Company recognises lifetime ECL for trade and other receivables when there has been a significant increase in credit risk since initial recognition. If, on the other hand, the credit risk on the financial instrument has not increased significantly since initial recognition, the Company measures the loss allowance for that financial instrument at an amount equal to 12 months ECL.

Financial Liabilities

Financial liabilities are initially measured at fair value plus directly attributable transaction costs. The Company's financial liabilities are primarily amounts due to related parties. Trade and other payables represent amounts due to other Group companies and other payables. They are initially recognised at fair value and are subsequently measured at amortised cost.

Current Tax

Current tax is recognised for the amount of tax payable in respect of the taxable profit for the current or past reporting periods using the tax rates and laws that have been enacted or substantively enacted by the reporting date.

Deferred Tax

Deferred tax is recognised in respect of all timing differences at the reporting date, except as otherwise indicated. Deferred tax assets are only recognised to the extent that it is probable they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. If and when all conditions for retaining tax allowances for the cost of a fixed asset have been met, deferred tax is reversed. Deferred tax assets and deferred tax liabilities are only offset if there is a legally enforceable right to set off current tax assets against current tax liabilities. Deferred tax assets and the deferred tax liability can only be offset when they relate to income taxes levied by the same taxation authority. Where deferred tax is offset on different taxable entities this is allowed when it is intended either to settle current tax assets or liabilities on a net basis, or to realise the assets and settle the liabilities simultaneously.

The tax expense for the period comprises current tax and deferred tax. Income tax is recognised in the Statement of Income, except that a change attributable to an item of income or expense recognised as other comprehensive income is also recognised directly in other comprehensive income. Similarly, income tax is charged or credited directly to equity if it relates to items that are credited or charged directly to equity.

Share Capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

2 Critical Accounting Judgements and Key Sources of Estimation Uncertainty

Estimates and judgements used in preparing the financial statements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable. The resulting accounting estimates will, by definition, seldom equal the related actual results.

There were no critical accounting judgements or key sources of estimation uncertainty that have impacted the carrying amounts of assets and liabilities in these financial statements.

NOTES TO THE FINANCIAL STATEMENTS

3 Commission and Fees

The whole of the turnover is attributable to the provision of insurance broking services to driving instructors, small businesses and private individuals. All turnover arose within the United Kingdom.

	2021 £	2020 £
Commission and fees	3,215	45,612
Other trading income	-	42,360
Other regulated income	941	220
	4,156	88,192

4 Operating (Loss)/profit

The operating (loss)/profit is stated after (charging)/crediting:

	2021 £	2020 £
Depreciation of property, plant and equipment	-	(4,740)
Other write offs (non-IBA)	(30,681)	75,277
(Loss)/gain on disposal of ROU assets	(75,967)	99,819
Loss on sale of leasehold improvements	-	(9,995)
Reversal of/impairment of financial assets	12,852	(29,239)

For the year ended 31 December 2021, the Company has taken the exemption under s479 of the Companies Act 2006 from the requirement to obtain an audit of their separate financial statements. The guarantee of the outstanding liabilities as at 31 December 2021 has been provided by Ardonagh Midco 2 plc, a fellow Group company. As a result, no audit fee has been incurred (2020: £17,798 paid by other Group entities for which no recharge was made).

5 Finance Costs

	2021 £	2020 £
Effective Interest on lease liabilities	-	3,334

Effective interest is the finance cost associated with the unwinding of the discount calculated on the lease liabilities (note 11).

6 Staff Costs

The Company had no employees in the current or prior year. All administration is performed by employees of the Group, for which no recharge is made to the Company.

7 Directors' Remuneration

The emoluments of all directors are paid by other Group companies, which make no recharge to the Company. These directors are directors of other Group subsidiaries. Their total emoluments are included in the consolidated financial statements of The Ardonagh Group Limited for the year ended 31 December 2021.

NOTES TO THE FINANCIAL STATEMENTS

8 Income Tax

The Company's tax charge is the sum of the total current and deferred tax expense.

	2021 £	2020 £
Current tax		
UK corporation tax	(14,461)	31,185
Adjustments in respect of prior periods	8,043	-
Total current tax	(6,418)	31,185
Deferred tax		
Origination and reversal of temporary differences	(5,496)	1,377
Adjustments in respect of prior periods	-	(1,232)
Effect of tax rate change on opening balance	-	(145)
Total deferred tax	(5,496)	-
Income tax (credit)/charge in the Statement of Comprehensive Income	(11,914)	31,185

The following table reconciles the tax charge calculated at the UK statutory rate on the Company's profit before tax with the actual tax charge for the year.

	2021 £	2020 £
(Loss)/profit before tax	(76,113)	149,396
Corporation tax at standard rate of 19% (2020: 19%)	(14,461)	28,385
Adjustments to tax charge in respect of previous periods - current tax	8,043	-
Adjustments to tax charge in respect of previous periods - deferred tax	-	(1,232)
Remeasurement of deferred tax for changes in tax rates	(1,319)	(145)
Movement in deferred tax not recognised	(4,177)	4,177
Tax (credit)/charge	(11,914)	31,185

Deferred tax

In the March 2021 Budget, it was announced that the UK Corporation Tax Rate will rise from its current rate of 19% to 25% with effect from April 2023. UK deferred tax balances as at 31 December 2021 are measured at the rate that the respective assets and liabilities will reverse.

2021	Asset/(Liability) £
Accelerated tax depreciation	5,496
	5,496
2020	Asset/(Liability) £
Accelerated tax depreciation	-
	-

NOTES TO THE FINANCIAL STATEMENTS

8 Income Tax (continued)

	At 1 January 2021 £	Recognised in income £	At 31 December 2021 £
Accelerated tax depreciation	-	5,496	5,496
	-	5,496	5,496

	At 1 January 2020 £	Recognised in income £	At 31 December 2020 £
Accelerated tax depreciation	-	-	-
	-	-	-

The Company did not recognise deferred tax assets as follows. These deferred tax assets have not been recognised in these accounts as it is not expected that the Group's future profitability will be sufficient to utilise them.

	2021 £	2020 £
Accelerated tax depreciation	-	4,177
Unrecognised deferred tax assets	-	4,177

9 Cash and cash equivalents

	2021 £	2020 £
Non statutory trust cash at bank	3,356	21,535
Other cash at bank	7,594	37,550
	10,950	59,085

The non-statutory trust account contains funds paid by clients due to insurers. This cash is regulated by the FCA and is protected for client benefit only.

10 Trade and other receivables

	2021 £	2020 £
Current assets		
Trade receivables	5,461	60,662
Less expected credit loss allowance	-	(12,852)
Net trade receivables	5,461	47,810
Amounts owed by Group undertakings	3,742,046	3,588,849
Other receivables	35,374	44,659
	3,782,881	3,681,318

Amounts owed by Group undertakings are unsecured, interest free and are repayable on demand.

NOTES TO THE FINANCIAL STATEMENTS

11 Leases

Right-of-use assets

The table below provides a schedule of the movements in the carrying amount of the right-of-use assets and lease liabilities held on the statement of financial position during the year ended 31 December 2021.

	Property £	ROU asset total £	Lease liabilities £
As at 1 January 2021	75,970	75,970	-
<i>Disposals</i>	<i>(75,970)</i>	<i>(75,970)</i>	<i>-</i>
As at 31 December 2021	-	-	-

Right-of-use assets

The table below provides a schedule of the movements in the carrying amount of the right-of-use assets and lease liabilities held on the statement of financial position during the year ended 31 December 2020.

	Property £	ROU asset total £	Lease liabilities £
As at 1 January 2020	-	-	(44,778)
Remeasurements/terminations	75,970	75,970	23,850
Interest expense	-	-	(3,334)
Payments	-	-	24,262
As at 31 December 2020	75,970	75,970	-

During the year, the total cash outflows for leases was £nil (2020: £24,262).

12 Trade and Other Payables

	2021 £	2020 £
Current liabilities		
Trade payables in relation to insurance transactions	1,136	34,000
Amounts owed to Group undertakings	116,435	-
	117,571	34,000

Amounts due to other Group companies are unsecured, interest free and payable on demand.

NOTES TO THE FINANCIAL STATEMENTS

13 Provisions

	Dilapidations £	Total £
At 1 January 2021	30,000	30,000
Amounts used during the year	(19,000)	(19,000)
Unused amounts reversed during the year	(11,000)	(11,000)
At 31 December 2021	-	-
Analysis of total provisions:	2021 £	2020 £
Non-current	-	-
Current	-	30,000
	-	30,000

Dilapidations – provides for the estimated amounts payable for dilapidations on each property at the end of the lease term.

14 Share Capital

	2021 £	2020 £
131,000 ordinary shares of £1 each	131,000	131,000

The shares have attached to them full voting, dividend and capital distribution (including on winding up) rights; they do not confer any rights of redemption.

15 Related Party Transactions

During the year the Company entered into transactions, in the ordinary course of business, with a number of related parties. The Company has taken the exemption under FRS 101 not to disclose transactions with fellow wholly owned subsidiaries or key management personnel.

16 Ultimate Parent Undertaking and Controlling Party

The immediate parent company is Ardonagh Services Limited and the ultimate parent company is Tara Topco Limited (see note 17).

The Group's majority shareholder and ultimate controlling party at 31 December 2021 is HPS Investment Partners LLC. The parent company of the largest group that prepares group financial statements at 31 December 2021 that consolidate the Company is The Ardonagh Group Limited (incorporated in Jersey, registered office address 3rd Floor, 44 Esplanade, St Helier, Jersey, JE4 9WG). The parent company of the smallest group that prepares group financial statements at 31 December 2021 that consolidate the Company is Ardonagh Midco 2 plc (incorporated in Great Britain, registered office address 2 Minster Court, Mincing Lane, London, EC3R 7PD). Financial statements for The Ardonagh Group Limited and Ardonagh Midco 2 plc are available on request from:

2 Minster Court
Mincing Lane
London
EC3R 7PD

NOTES TO THE FINANCIAL STATEMENTS

17 Subsequent Events

Following the satisfaction of closing conditions on 31 May 2022, Ardonagh has obtained a significant new equity investment into the Group led by existing long-term shareholders MDP and HPS, alongside new co-investors through accounts managed by MDP and HPS. Under the terms of the transaction, funds affiliated with MDP have increased their shareholding in the Group, and HPS has reinvested in the Group. Co-investors, including a wholly owned subsidiary of the Abu Dhabi Investment Authority and several other large global institutions, have also acquired more than USD1 billion equity through accounts managed by MDP and HPS as part of the transaction, which gives an enterprise valuation for Ardonagh of USD7.5 billion.

The new equity investment has resulted in The Ardonagh Group Limited merging into a newly created company Tara Topco Limited ("Tara") on 31 May 2022 following which the Ardonagh Group activities became overseen by a newly created subsidiary of Tara from 1 June 2022, Ardonagh Group Holdings Limited.