

**STRATEGIC REPORT, DIRECTORS' REPORT AND  
FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2017  
FOR  
ZENNOR LIMITED**

TUESDAY



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**ZENNOR LIMITED**

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FOR THE YEAR ENDED 31 DECEMBER 2017**

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**ZENNOR LIMITED**

**COMPANY INFORMATION  
FOR THE YEAR ENDED 31 DECEMBER 2017**

**DIRECTORS:**

M Rea  
C Richmond  
C Scott

**SECRETARY:**

A Peel

**REGISTERED OFFICE:**

The Walbrook Building  
25 Walbrook  
London  
EC4N 8AW

**REGISTERED NUMBER:**

04254495 (England and Wales)

**INDEPENDENT AUDITOR:**

Ernst & Young LLP  
Statutory Auditor  
25 Churchill Place  
Canary Wharf  
London  
E14 5EY

## **ZENNOR LIMITED**

### **STRATEGIC REPORT FOR THE YEAR ENDED 31 DECEMBER 2017**

The Directors present their Strategic Report for the year ended 31 December 2017.

#### **REVIEW OF BUSINESS**

The Company's principal activity in the period under review was as an insurance underwriting intermediary. The Company provides insurance and risk management solutions for commercial and residential property companies.

On 1 August 2017 all of the Company's trade and the majority of its assets and liabilities were hived to Pen Underwriting Limited, a fellow Group subsidiary.

The Company is a wholly owned subsidiary of Arthur J. Gallagher & Co., a company incorporated in the United States of America and is included in the publicly available consolidated financial statements of Arthur J. Gallagher & Co. ("the Group"). The Group's strategic focus continues to be on the organic growth of existing core business and the acquisition of businesses to enhance future turnover and profitability.

The results of the Company for the year ended 31 December 2017 are set out in these financial statements on pages 8 to 17.

For the year ended 31 December 2017 the Company recorded a profit before tax of £1,109k compared to the profit before tax of £867k in 2016. The principal driver of this increase is due to the Company hiving all activities to Pen Underwriting Limited in August, after most of the revenue for the year had been earned.

#### **PRINCIPAL RISKS AND UNCERTAINTIES**

The Group's international operations and debt profile expose it to a variety of operational and financial risks including the effects of change in foreign currency exchange rates, counterparty credit risks, compliance risks, liquidity and interest rates. The Group's Board of Directors are responsible for setting the Group's risk appetite and ensuring that it has an appropriate and effective risk management framework and monitors the ongoing process for identifying, evaluating, managing, and reporting significant risks faced. To facilitate this, the Group maintains a risk framework, through which the key risks affecting the Group are identified, assessed and monitored.

The Group has in place a risk management programme and policies in the context of the wider Group risk framework. This risk management programme seeks to manage any adverse impact upon the Group caused by the nature of its principal activity. The approach to the significant risks is noted below:

##### **Borrowing facilities and liquidity risk**

Operations for the Group are financed by a mixture of shareholders' funds, external borrowing facilities, inter-group borrowings and cash reserves. The objective is to ensure a mix of funding methods offering flexibility and cost effectiveness to match the needs of the Group. Forward looking cash flow projections are prepared on a regular basis to assess funding requirements.

##### **Interest rate risk**

Interest rates on the Group's formal intra-group loans are fixed in nature and set in accordance with the wider Group treasury and transfer pricing policies.

##### **Counterparty credit risk**

The Group is exposed to credit related losses in the event of non-performance by counterparties to financial assets but mitigates such risk through its policy of selecting only counterparties with high credit ratings or arranging beneficial credit terms in accordance with the Group's investment and counterparty policy.

##### **Compliance risk**

The Group is exposed to regulatory risk from the potential failure to comply with the relevant laws and regulations for insurance intermediaries. To mitigate this, the Group has a risk and compliance function and has a control framework that has been rolled out and embedded within the culture throughout the Group to reduce the risk of non-compliance. This includes regular assessment and monitoring of the compliance and regulatory requirements, with regular reporting to the Risk Committee and Board of Directors, and the Group has a proactive, open relationship with the regulator.

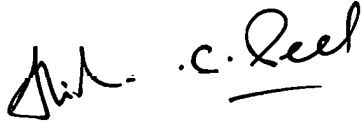
**ZENNOR LIMITED**

**STRATEGIC REPORT  
FOR THE YEAR ENDED 31 DECEMBER 2017**

**Operational risk**

The Group has identified the key operational risks to which it is exposed, principal among which are incorrect underwriting leading to the breach of Insurer delegated authorities, the protection of client information, the prevention of cyber and financial crime, and compliance with regulations. An appropriate control framework has been deployed to manage and mitigate these key operational risks.

**BY ORDER OF THE BOARD:**

A handwritten signature in black ink, appearing to read 'A. Peel', written over a dotted line.

A Peel - Secretary

Date: 17 September 2018

## **ZENNOR LIMITED**

### **DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2017**

The Directors present their report with the financial statements of the Company for the year ended 31 December 2017. The results for the Company for the year ended 31 December 2017 and future developments are discussed in the Strategic Report.

#### **DIRECTORS OF THE COMPANY**

The Directors who have held office during the period from 1 January 2017 to the date of this report are as follows:

M Rea  
C Richmond

Other changes in Directors holding office are as follows:

I Story – resigned 30 June 2018.  
C Scott – appointed 9 July 2018

#### **DIVIDENDS**

No dividends were distributed for the year ended 31 December 2017 (2016: £nil).

#### **EMPLOYEES**

The Company is an equal opportunities employer and bases all decisions on individual ability regardless of race, religion, gender, age or disability.

#### **DIRECTORS' INDEMNITY PROVISION**

The Directors benefitted from qualifying third party indemnity provisions in place during the financial year and to the date of this report.

#### **DIRECTORS' RESPONSIBILITIES STATEMENT**

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 elected to prepare the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland". 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 accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

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

So far as the Directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the Company's auditor is unaware, and each Director has taken all the steps that they ought to have taken as a Director in order to make themselves aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

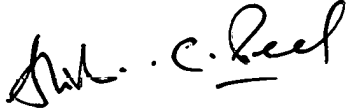
**ZENNOR LIMITED**

**DIRECTORS' REPORT  
FOR THE YEAR ENDED 31 DECEMBER 2017**

**AUDITOR**

The auditor, Ernst & Young LLP, will be proposed for re-appointment in accordance with section 487(2) of the Companies Act 2006.

**BY ORDER OF THE BOARD:**

A handwritten signature in black ink, appearing to read 'A. Peel', written over a dotted line.

A Peel - Secretary

Date: 17 September 2018

## **INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ZENNOR LIMITED**

### **Opinion**

We have audited the financial statements of Zennor Limited for the year ended 31 December 2017 which comprise the Statement of Comprehensive Income, the Statement of Financial Position, the Statement of Changes in Equity and the related notes 1 to 16, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the Company's affairs as at 31 December 2017 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.

### **Basis for opinion**

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report below. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### **Conclusions relating to going concern**

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the Directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the Directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the Company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

### **Other information**

The other information comprises the information included in the Directors' Report and the Strategic Report. The Directors are responsible for the other information.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in this report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of the other information, we are required to report that fact.

We have nothing to report in this regard.

### **Opinions on other matters 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 period for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic Report and the Directors' Report have been prepared in accordance with applicable legal requirements.



## **INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ZENNOR LIMITED**

### **Matters on which we are required to report by exception**

In the light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified material misstatements in the Strategic Report or Directors' Report.

We have nothing to report in respect of the following matters in relation to which 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 account 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.

### **Responsibilities of Directors**

As explained more fully in the Directors' Responsibilities Statement set out on page 4, the Directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the Directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

### **Auditor's responsibilities for the audit of the financial statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at <https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

### **Use of our report**

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.

*Ernst & Young LLP*

Vinood Ramabhai (Senior Statutory Auditor)  
for and on behalf of Ernst & Young LLP  
Statutory Auditor  
London

Date: 21/09/18

**ZENNOR LIMITED****STATEMENT OF COMPREHENSIVE INCOME  
FOR THE YEAR ENDED 31 DECEMBER 2017**

	<b>Notes</b>	<b>2017 £'000</b>	<b>2016 £'000</b>
<b>TURNOVER</b>	2	2,298	2,605
Administrative expenses		<u>(1,303)</u>	<u>(1,844)</u>
<b>OPERATING PROFIT</b>	5	995	761
Interest receivable and similar income	6	<u>114</u>	<u>106</u>
<b>PROFIT BEFORE TAXATION</b>		1,109	867
Tax on profit	7	<u>(221)</u>	<u>(7)</u>
<b>PROFIT FOR THE FINANCIAL YEAR</b>		888	860
<b>OTHER COMPREHENSIVE INCOME</b>		<u>-</u>	<u>-</u>
<b>TOTAL COMPREHENSIVE INCOME FOR THE YEAR</b>		<u><u>888</u></u>	<u><u>860</u></u>

**DISCONTINUED OPERATIONS**

The Company hived all aspects of its business to Pen Underwriting Limited, a fellow Group subsidiary during the year ended 31 December 2017. In August 2017 all of the Company's trade and the majority of its assets and liabilities were transferred.

ZENNOR LIMITED (REGISTERED NUMBER: 04254495)

**STATEMENT OF FINANCIAL POSITION**  
**31 DECEMBER 2017**

	Notes	2017 £'000	2016 £'000
<b>CURRENT ASSETS</b>			
Debtors	10	3,851	8,567
Cash at bank	11	<u>130</u>	<u>5,248</u>
		3,981	13,815
<b>CREDITORS</b>			
Amounts falling due within one year	12	<u>453</u>	<u>11,175</u>
<b>NET CURRENT ASSETS</b>		<u>3,528</u>	<u>2,640</u>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		<u>3,528</u>	<u>2,640</u>
<b>CAPITAL AND RESERVES</b>			
Called up share capital	13	329	329
Retained earnings	14	<u>3,199</u>	<u>2,311</u>
<b>SHAREHOLDERS' FUNDS</b>		<u>3,528</u>	<u>2,640</u>

The financial statements were approved and authorised for issue by the Board of Directors on and were signed on its behalf by:

17 September 2018

  
.....  
C Scott - Director

The notes form part of these financial statements

**ZENNOR LIMITED**

**STATEMENT OF CHANGES IN EQUITY  
FOR THE YEAR ENDED 31 DECEMBER 2017**

	<b>Called up share capital £'000</b>	<b>Retained earnings £'000</b>	<b>Total equity £'000</b>
<b>Balance at 1 January 2016</b>	329	1,451	1,780
<b>Changes in equity</b>			
Total comprehensive income	-	860	860
<b>Balance at 31 December 2016</b>	<u>329</u>	<u>2,311</u>	<u>2,640</u>
<b>Changes in equity</b>			
Total comprehensive income	-	888	888
<b>Balance at 31 December 2017</b>	<u>329</u>	<u>3,199</u>	<u>3,528</u>

The notes form part of these financial statements

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2017

### 1. ACCOUNTING POLICIES

#### Accounting convention

These financial statements have been prepared in accordance with applicable United Kingdom Accounting Standards, including FRS 102 "The Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland", and with the Companies Act 2006. The financial statements have been prepared on a going concern basis, under the historical cost convention.

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

The Company has taken advantage of the exemptions, under FRS 102 paragraph 1.12 (b) & (e) respectively, from preparing a Statement of Cash Flows and disclosure of key management compensations, on the basis that it is a qualifying entity and its ultimate parent company, Arthur J. Gallagher & Co., includes such disclosures in its own consolidated financial statements.

#### Significant judgements and estimates

The preparation of financial statements in conformity with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements include:

#### i. Impairment of debtors

The Group makes an estimate of the recoverable value of trade debtors. When assessing impairment of trade debtors, management have considered an appropriate formula for calculating the bad debt provision based on the ageing of the trade debtors.

#### Turnover

Turnover represents commission earned on insurance policies underwritten during the year and is recognised at the later of inception date and the date the placement is completed and confirmed. Where there is an expectation of future servicing requirements, a proportion of income relating to the policy is deferred to cover the associated obligations under the policy contract.

#### Interest receivable

Interest receivable is recognised in the Statement of Comprehensive Income on an accruals basis based on the terms of the underlying contracts or agreements.

#### Taxation

Provision is made at current enacted rates for taxation. Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the Statement of Financial Position date where transactions or events have occurred at that date that will result in an obligation to pay more, or a right to pay less or to receive more, tax in future periods.

Deferred tax assets are recognised only to the extent that the Directors consider that it is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing difference can be deducted.

Deferred tax assets and liabilities are not discounted.

#### Discontinued operations

The Group recognises as discontinued operations components which have been disposed of which represented a separate major line of business or geographical area of operation, which were part of a single coordinated plan to dispose of a separate major line of business or geographical area of operation, or a subsidiary which was acquired exclusively for resale.

#### Insurance intermediary debtors and creditors

Insurance intermediaries usually act as agents in the placement of insurable risks and, as such, generally are not liable as principals for amounts arising from such transactions. Notwithstanding these legal relationships, debtors and creditors arising from insurance broking transactions are shown as assets and liabilities in the Statement of Financial Position. This recognises that the intermediary is entitled to retain the investment income on any cash flows arising from these transactions.

## ZENNOR LIMITED

### NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 DECEMBER 2017

#### 1. ACCOUNTING POLICIES - continued

##### Insurance intermediary debtors and creditors - continued

The position of the insurance intermediary as agent means that generally the credit risk is borne by the principals. There can be circumstances where the insurance intermediary acquires the credit risk - through statute, or through the act of omission of the insurance intermediary or one of the principals. There is much legal uncertainty surrounding the extent of such exposures and consequently they cannot be evaluated. However, the total of insurance broking debtors appearing in the Statement of Financial Position is therefore not an indication of credit risk.

##### Short term debtors and creditors

Debtors and creditors with no stated interest rate and receivable or payable within one year are recorded at transaction price. Any losses arising from impairment are recognised in the Statement of Comprehensive Income in other operating expenses.

##### Loans to group undertakings

Loans to other group undertakings are initially recognised at transaction price, less any transactional costs unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future payments discounted at a market rate of interest. In subsequent years the loans are carried at amortised cost, using the effective interest rate method.

Where loans are repayable on demand they are classified as short term debtors/creditors and recognised at the full amount payable. The loans are derecognised when the liability is extinguished, that is when the contractual obligation is discharged or cancelled.

##### Foreign currencies

Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the exchange rate ruling at the date of the Statement of Financial Position. All exchange rate differences are taken to the Statement of Comprehensive Income.

#### 2. TURNOVER

The turnover and profit before taxation are attributable to the one principal activity of the company and arise solely within the United Kingdom.

An analysis of turnover by class of business is given below:

	2017 £'000	2016 £'000
Commission income	2,298	2,549
Other income	-	56
	<u>2,298</u>	<u>2,605</u>

#### 3. STAFF COSTS

The amounts relating to staff costs were incurred by Arthur J. Gallagher Services (UK) Limited. An amount of £605k (2016: £665k) was recharged back to the Company, and is accounted for in administrative expenses.

#### 4. DIRECTORS' REMUNERATION

	2017 £'000	2016 £'000
Directors' remuneration	15	309
Pension contributions to money purchase schemes	-	13
	<u>15</u>	<u>322</u>

The number of Directors to whom retirement benefits were accruing was as follows:

Money purchase schemes	<u>1</u>	<u>2</u>
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**ZENNOR LIMITED****NOTES TO THE FINANCIAL STATEMENTS - continued  
FOR THE YEAR ENDED 31 DECEMBER 2017****4. DIRECTORS' REMUNERATION - continued**

Information regarding the highest paid Director is as follows:

	2017 £'000	2016 £'000
Director's remuneration	7	249
Pension contributions to money purchase schemes	-	13
	<u>7</u>	<u>262</u>

The above amounts represent remuneration allocated to the Directors based on their directorships of entities within the Group. This is on a different basis to which Directors emoluments are recharge to the Company and accounted for in administrative expenses.

**5. OPERATING PROFIT**

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

	2017 £'000	2016 £'000
Loss on disposal of fixed assets	-	19
Auditors' remuneration	-	19
- Statutory audit	-	19
Land and building operating leases	57	94
Foreign exchange differences	<u>(1)</u>	<u>25</u>

Auditor's remuneration in the current year of £15k has been borne by a fellow group undertaking and has not been recharged to the Company.

**6. INTEREST RECEIVABLE AND SIMILAR INCOME**

	2017 £'000	2016 £'000
Interest on loans to group undertakings	<u>114</u>	<u>106</u>

**7. TAXATION****Analysis of the tax charge**

The tax charge on the profit for the year was as follows:

	2017 £'000	2016 £'000
<b>Current tax:</b>		
UK corporation tax	220	186
Adjustment in respect of previous periods	<u>1</u>	<u>(179)</u>
Total current tax	<u>221</u>	<u>7</u>
<b>Deferred tax:</b>		
Originations and reversal of timing differences	-	2
Adjustments in respect of prior years	<u>-</u>	<u>(2)</u>
Total deferred tax	<u>-</u>	<u>-</u>
Tax on profit	<u>221</u>	<u>7</u>

**ZENNOR LIMITED****NOTES TO THE FINANCIAL STATEMENTS – continued  
FOR THE YEAR ENDED 31 DECEMBER 2017****7. TAXATION – continued**

The tax charge for the year can be reconciled to the profit per the Statement of Comprehensive Income as follows:

	<b>2017</b> <b>£'000</b>	<b>2016</b> <b>£'000</b>
Profit before tax	<u>1,109</u>	<u>867</u>
Profit multiplied by the standard rate of corporation tax in the UK of 19.25% (2016 – 20%)	213	173
<b>Effects of:</b>		
Expenses not deductible for tax purposes	-	15
Transfer pricing adjustments	7	-
Adjustments from previous periods	<u>1</u>	<u>(181)</u>
Total tax charge	<u>221</u>	<u>7</u>

The Company profits are taxable in the UK under the standard rate of corporation tax being 19.25% (2016: 20%). The Company is expected to continue to attract the standard rate of UK corporation tax. The UK government legislated during 2017 to reduce the main rate of corporation tax to 19%, applicable from 1 April 2017 with a further reduction of 2% to 17% to apply from 1 April 2020. These reductions have been reflected in the closing deferred tax asset, as they were enacted at the date of the Statement of Financial Position.

**8. INTANGIBLE FIXED ASSETS**

	<b>Computer software £'000</b>
<b>COST</b>	
At 1 January 2017	68
Disposals	<u>(68)</u>
At 31 December 2017	<u>-</u>
<b>DEPRECIATION</b>	
At 1 January 2017	68
Released on disposal	<u>(68)</u>
At 31 December 2017	<u>-</u>
<b>NET BOOK VALUE</b>	
At 31 December 2017	<u>-</u>
At 31 December 2016	<u>-</u>



**ZENNOR LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS - continued  
FOR THE YEAR ENDED 31 DECEMBER 2017**

**9. TANGIBLE FIXED ASSETS**

	Leasehold improvements £'000	Fixtures and fittings £'000	Computer equipment £'000	Totals £'000
<b>COST</b>				
At 1 January 2017	17	13	27	57
Disposal	<u>(17)</u>	<u>(13)</u>	<u>(27)</u>	<u>(57)</u>
At 31 December 2017	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
<b>DEPRECIATION</b>				
At 1 January 2017	17	13	27	57
Released on disposal	<u>(17)</u>	<u>(13)</u>	<u>(27)</u>	<u>(57)</u>
At 31 December 2016	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
<b>NET BOOK VALUE</b>				
At 31 December 2017	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
At 31 December 2016	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>

**10. DEBTORS**

	2017 £'000	2016 £'000
<b>Amounts falling due within one year:</b>		
Trade debtors	136	5,999
Amounts owed by group undertakings	2,599	1,499
Deferred tax asset	<u>-</u>	<u>9</u>
	<u>2,735</u>	<u>7,507</u>
<b>Amounts falling due after more than one year:</b>		
Amounts owed by group undertakings	<u>1,116</u>	<u>1,060</u>
<b>Aggregate amounts</b>	<u>3,851</u>	<u>8,567</u>

Contained within trade debtors is £136k (2016: £5,994k) relating to trading with group entities.

	Deferred tax £'000
Balance at 1 January 2017	(9)
Movement arising from the transfer of trade	<u>9</u>
Balance at 31 December 2017	<u>-</u>

The deferred tax asset represents fixed asset timing differences of £nil (2016: £9k).

# ZENNOR LIMITED

## NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 DECEMBER 2017

### 10. DEBTORS - continued

Amounts owed to group undertakings are unsecured, repayable on demand are on an interest free basis, with the exception of the following loans. These loans are unsecured and have the following terms and conditions:

Aggregate loan value	Interest rate	Interest terms	Repayment period	Aggregate carrying value
£700k	6.75%	Compounded annually. Interest charged to 31 Dec 2017. Thereafter from 1 Jan 2018 interest at 0%.	10 years from commencement (2023) but Company can recall on demand	£911k
£1,000k	6.75%	Non-compounding. Interest charge up to 31 Dec 2017. Thereafter from 1 Jan 2018 interest at 0%.	10 years from commencement (2025).	£1,116k

### 11. CASH AT BANK

	2017 £'000	2016 £'000
Restricted cash	-	3,288
Other cash and cash equivalents	130	1,960
	<u>130</u>	<u>5,248</u>

The Company holds restricted cash balances in respect of its insurance activities, held principally in respect of insurance trade creditors. This cash is held in client money bank accounts and cannot be used for general corporate purposes.

### 12. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2017 £'000	2016 £'000
Trade creditors	232	9,213
Amounts owed to group undertakings	1	1,532
Group relief creditor	220	186
Accruals and deferred income	-	244
	<u>453</u>	<u>11,175</u>

Amounts due to group undertakings are unsecured, repayable on demand and are on an interest free basis.

### 13. CALLED UP SHARE CAPITAL

#### Allotted, issued and fully paid:

Number:	Class:	Nominal value:	2017 £'000	2016 £'000
328,846	Ordinary	£1	<u>329</u>	<u>329</u>

The shares have attached to them full voting, dividend and capital distribution (including on wind up) rights. The Company may issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or member. In addition, the shares carry pre-emption rights.

## **ZENNOR LIMITED**

### **NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 DECEMBER 2017**

#### **14. RESERVES**

Called Up Share Capital - represents the nominal value of shares that have been issued.

Retained Earnings - includes all current and prior period profits and losses.

#### **15. PARENT COMPANY AND ULTIMATE HOLDING COMPANY**

The immediate parent company is Pen Underwriting Limited, a company registered in England and Wales. The largest group of undertakings of which the Company is a member and for which financial statements are prepared, is headed up by Arthur J. Gallagher & Co. a company incorporated in the United States of America, which is the ultimate holding company. The registered address of Arthur J. Gallagher & Co. is 2850 W. Golf Rd., Rolling Meadows, IL 60008. A copy of these consolidated financial statements is available from the registered office of the Company.

#### **16. EVENTS AFTER THE REPORTING PERIOD**

The Directors confirm that there are no events after the reporting period that require to be disclosed.