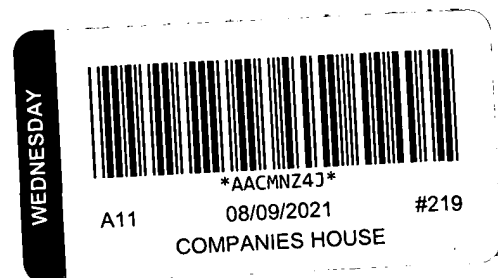


Registration number: 05555838

Geo Specialty Group Holdings Limited

Annual Report and Unaudited Financial Statements

for the Year Ended 31 December 2020



Geo Specialty Group Holdings Limited

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Geo Specialty Group Holdings Limited

Company Information

Directors	D Cougill N G Kirk S W Hough D J Coles
Company secretary	D Clarke
Registered office	2 Minster Court Mincing Lane London EC3R 7PD United Kingdom

Geo Specialty Group Holdings Limited

Strategic Report for the Year Ended 31 December 2020

The directors present their strategic report for the year ended 31 December 2020 for Geo Specialty Group Holdings 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. The Company is part of The Ardonagh Group Limited ("the Group").

Principal activity and business review

The principal activity of the Company is that of a non-trading holding company.

The results for the Company show turnover of £Nil (2019: £Nil) and loss before tax of £1.1m (2019: £7.7m) for the year. At 31 December 2020 the Company had net liabilities of £36.7m (2019: £35.5m) and net current liabilities of £148.1m (2019: £107.5m). The financial support offered from Ardonagh Midco 3 Plc, an immediate holding company in the Group, to settle the Company's liabilities as and when they fall due and the going concern note (part of accounting policies) on page 11 sets out the reasons why the directors continue to believe that the preparation of the financial statements on a going concern basis is appropriate.

During the year the Company acquired 100% shareholding of Thames Underwriting Limited for £13.0m and Robus Group Limited for £4.7m.

Outlook

The directors do not expect there to be any changes in the nature of the business in 2021.

The unprecedented nature of the global Covid-19 pandemic (including short-term and long term effects thereof) creates unprecedented and extraordinary uncertainties for most businesses including Geo Specialty Group Holdings Limited. Consideration of the financial risk and future impact can be found in the 'Going concern' disclosure in note 2.

Key performance indicators

The directors of Ardonagh manage the Group's operations on a segmental basis. For this reason, the Company's directors believe that a separate analysis for the Company is not necessary or appropriate for an understanding of the development, performance or position of the business. The development, performance and position of the Group which includes this Company is discussed in the Group's annual report.

The key performance indicator for this Company is the carrying value of its subsidiaries, as these are the main assets of the Company. The performance of the subsidiary undertakings will determine whether an impairment to the carrying value is required and this is tested on an annual basis.

Total impairment charges for the current year were £Nil (2019: £7.7m).

Principal risks and uncertainties

The Company's performance and value, as a holding company of the Group, is integrated with its investment in the Company's subsidiaries. As such from the perspective of the Company, the principal risks and uncertainties are integrated with the principal risks of the Group and are managed separately. Accordingly, the principal risks and uncertainties are discussed in the Group's annual report.

A principal risk of this holding Company is the trading performance of its subsidiaries. Trading performance in the subsidiaries could create the need for impairment leading to a reduction in net assets and distributable reserves of the Company. The subsidiaries set performance targets for the year ahead and performance is reviewed regularly against these targets. Reasons for under performance are monitored and mitigating actions are taken. The investment is reviewed for impairment to ensure the appropriate carrying value in the holding company's accounts.

Geo Specialty Group Holdings Limited

Strategic Report for the Year Ended 31 December 2020 (continued)

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.

Impact of Covid-19

The Company and Group have considered the wider operational consequences and ramifications of the Covid-19 pandemic. Although Covid-19 developments remain fluid, financial stress testing demonstrates the Group's financial resilience and operating flexibility.

The Group has sufficient liquidity to withstand a period of potential poor trading resulting from a sustained impact of Covid-19, although this has not materialised to date with the income impacts predominantly limited to the second quarter of 2020 and substantially offset by additional cost savings. The Group had available liquidity of £405.1m at 30 June 2021 and closely monitors available liquidity on an ongoing basis.

Insurance broking is a resilient and defensive market, which has historically had limited impact from past economic or capital market downturns. Ardonagh is highly diversified and not materially exposed to a single carrier, customer or market sector.

Cyber-security and data protection

Our computer systems store information about our customers and employees, some of which is sensitive personal data. Although we have taken reasonable and appropriate security measures to prevent unauthorised access to information stored in our databases and to ensure that our processing of personal data complies with the General Data Protection Regulations (GDPR), our technology may, on occasion, fail to adequately secure the private information we maintain in our databases and protect it from theft or inadvertent loss. Our systems, and the wider public infrastructure they rely on, may also be subject to attack preventing use and disrupting business operations.

The Company has robust policies, business standards and control frameworks in place for both cyber security and data protection.

Following the appointment of the Group CISO at 2019 year-end, a 3-year group-wide Cyber Resilience Strategy was established, with all major areas of the Group developing related cyber remediation roadmaps (with a particular focus on related IT control environments) where required, to further review and enhance the maturity and capability of cyber and information security processes and controls across the Group. Appropriate mechanisms have also been embedded to help effectively track and manage related cyber risk across the Group.

The Company continues to have a cyber insurance policy in place to mitigate financial risks associated with data breaches and cyber-attacks.

Geo Specialty Group Holdings Limited

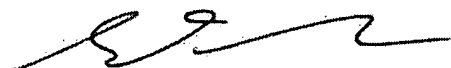
Strategic Report for the Year Ended 31 December 2020 (continued)

Future impact of Brexit

Brexit affects the ability of businesses to passport from the UK into other EU states and likewise into the UK from the EU. The Group's plans always assumed a no deal, 'hard' Brexit and as such the Group was prepared for Brexit. The direct impact on the Group's UK businesses is not significant because they conduct only limited business within the EU and, importantly, because the operating segments have implemented mitigation strategies (e.g. gaining direct authorisation in certain EU member states) to reduce the risk. However, the loss of passporting rights may affect the insurance markets in which the Group operates, possibly reducing insurance capacity, competition and choice.

Brexit could also extend the current Covid-19 induced general decline in economic conditions in the UK where the Group operates predominantly. The diversified business portfolio of the Group continues to mitigate the risk of a general decline in economic conditions and the Group's going concern stressed scenario modelling incorporates general economic declines, including from Brexit and Covid-19.

Approved by the Board on 6 September 2021 and signed on its behalf by:



S W Hough
Director

Geo Specialty Group Holdings Limited

Directors' Report for the Year Ended 31 December 2020

The directors present their annual report and the unaudited financial statements for the year ended 31 December 2020.

Directors of the Company

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

D Cougill

N G Kirk

S W Hough

D J Coles

Dividends

The directors do not recommend a final dividend payment to be made in respect of the financial year ended 31 December 2020 (2019: £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 within the 'Outlook' section on page 2.

Political donations

The Company has not made any political donations during the year (2019: £Nil).

Going concern

The Company's business activities, together with the factors likely to affect its future development are described in the Strategic Report on page 2. The directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for a period of at least twelve months from the date of approval of the financial statements. At 31 December 2020, the Company had net liabilities of £36.7m (2019: £35.5m). In reaching their view on the preparation of the Company's financial statements on a going concern basis, the Directors have also considered the letter of support provided by Ardonagh Midco 3 Plc. Thus, they continue to adopt the going concern basis of accounting in preparing the annual financial statements. Further details of this assessment can be found in note 2 to these financial statements.

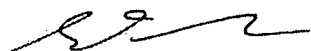
Subsequent events

Details of subsequent events can be found in the Notes to the financial statements within the 'Subsequent events' section on page 19.

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 year and at the date of this report.

Approved by the board on 6 September 2021 and signed on its behalf by:



S W Hough
Director

Geo Specialty Group Holdings Limited

Directors' responsibilities statement

The directors are responsible for preparing the Strategic Report, the 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 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 year. 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 to 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.

Geo Specialty Group Holdings Limited

Statement of Comprehensive Income for the Year Ended 31 December 2020

		2020 £	2019 £
Administrative expenses		-	-
Operating loss	5	-	-
Loss on acquisition of subsidiary	4	(941,438)	-
Finance costs	6	(207,491)	-
Impairment of investments	10	-	(7,725,072)
Loss before tax		(1,148,929)	(7,725,072)
Income tax credit	9	-	-
Loss for the year		<u>(1,148,929)</u>	<u>(7,725,072)</u>

The above results arise from continuing operations. There are no items of other comprehensive income in the current period or prior period.

Geo Specialty Group Holdings Limited

(Registration number: 05555838)

Statement of Financial Position as at 31 December 2020

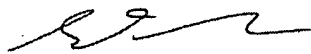
	Note	2020 £	2019 £
Non-current assets			
Investments in subsidiary undertakings	10	<u>114,940,468</u>	<u>71,945,619</u>
Current liabilities			
Trade and other payables	11	<u>(148,086,530)</u>	<u>(107,450,121)</u>
Net current liabilities		<u>(148,086,530)</u>	<u>(107,450,121)</u>
Total assets less current liabilities		<u>(33,146,062)</u>	<u>(35,504,502)</u>
Non-current liabilities			
Trade and other payables	11	<u>(3,507,369)</u>	<u>-</u>
Net liabilities		<u>(36,653,431)</u>	<u>(35,504,502)</u>
Capital and reserves			
Share capital	12	49,500,404	49,500,404
Share premium		6,245,401	6,245,401
Retained losses		<u>(92,399,236)</u>	<u>(91,250,307)</u>
Total equity		<u>(36,653,431)</u>	<u>(35,504,502)</u>

For the financial year ending 31 December 2020 the company was entitled to exemption from audit under section 479A of the Companies Act 2006 relating to subsidiary companies.

The members have not required the company to obtain an audit of its accounts for the year in question in accordance with section 476.

The directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts.

Approved by the board on 6 September 2021 and signed on its behalf by:



S W Hough
Director

The notes on pages 10 to 19 form an integral part of these financial statements.

Geo Specialty Group Holdings Limited

Statement of Changes in Equity for the Year Ended 31 December 2020

	Share capital £	Share premium £	Retained losses £	Total £
At 1 January 2020	49,500,404	6,245,401	(91,250,307)	(35,504,502)
Loss for the year	-	-	(1,148,929)	(1,148,929)
At 31 December 2020	<u>49,500,404</u>	<u>6,245,401</u>	<u>(92,399,236)</u>	<u>(36,653,431)</u>

	Share capital £	Share premium £	Retained losses £	Total £
At 1 January 2019	45,000,404	159,401	(83,525,235)	(38,365,430)
Loss for the year	-	-	(7,725,072)	(7,725,072)
New share capital subscribed	<u>4,500,000</u>	<u>6,086,000</u>	-	<u>10,586,000</u>
At 31 December 2019	<u>49,500,404</u>	<u>6,245,401</u>	<u>(91,250,307)</u>	<u>(35,504,502)</u>

During the prior year 450.0m "A" Ordinary shares having an aggregate nominal value of £4.5m were allotted for an aggregate consideration of £10.6m resulting in a £6.1m movement to Share premium reserves.

Geo Specialty Group Holdings Limited

Notes to the Unaudited Financial Statements for the Year Ended 31 December 2020

1 General information

The Company is a private company limited by share capital, that is incorporated and registered in England, United Kingdom. The details of the Company's registered office address can be found on page 1. The principal activity of the Company is disclosed on page 2 within the 'Strategic Report' section.

These financial statements for the year ended 31 December 2020 were authorised for issue by the Board on 6 September 2021 and the Statement of Financial Position was signed on the Board's behalf by S W Hough.

2 Accounting policies

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 have been prepared in accordance with Financial Reporting Standard 101, 'Reduced Disclosure Framework' (FRS 101).

The Company is a wholly owned subsidiary of The Ardonagh Group Limited and so has taken advantage of the exemption under section 400 of the Companies Act 2006 not to prepare group financial statements. Its results are included in the consolidated financial statements of its ultimate parent.

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 to standards or interpretations which are effective in 2020 or not yet effective and that are expected to materially impact the Company's financial statements.

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 EU ("EU-adopted IFRS"), 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 in paragraph 10(d) and 111 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;

Geo Specialty Group Holdings Limited

Notes to the Unaudited Financial Statements for the Year Ended 31 December 2020 (continued)

2 Accounting policies (continued)

- the requirements in paragraphs 17 and 18A of IAS 24 Related Party Disclosures and the requirements in IAS 24 to disclose related party transactions entered into between two or more members of the Group, provided that any subsidiary which is party to the transaction is wholly owned by such a member;
- 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.
- the requirements in paragraph 10(d) and 111 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;

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

Going concern

As stated in the Strategic Report, the Company is a member of a group ("the Group") of which The Ardonagh Group Limited ("TAGL") is the ultimate parent company and the highest level at which results are consolidated.

The financial statements of the Company have been prepared on a going concern basis. At 31 December 2020 the Company had net liabilities of £36.7m (2019: £35.5m) and net current liabilities of £148.1m (2019: £107.5m). The net current liabilities include amounts due to related parties of £145.0m (2019: £107.5m). The Company reported an operating loss before tax £1.1m (2019: £7.7m).

The Directors consider the going concern basis to be appropriate following their assessment of the Company's financial position and its ability to meet its obligations as and when they fall due. In making the going concern assessment the Directors have taken into account the following:

- The current capital structure and liquidity of the Company and the Group, that the Group manages its cash and funding requirements on a Group-wide basis, as well as the assessment that the Group continues to be a going concern.
- Following the Group's 14 July 2020 issuance of new borrowings, which the Group used to repay its existing borrowings and to fund acquisitions: (a) the Group will continue to benefit from a £191.5m Revolving Credit Facility that remained undrawn on 18 August 2021 being the date of TAGL's Q2 2021 interim report, and (b) payment-in-kind interest options are utilised.
- The change in the Group's capital structure, operations and liquidity following the 14 July 2020 issuance of new borrowings, which the Group used to repay its existing borrowings and to fund acquisitions. These are reflected in the adjusted base case and stressed cash flow forecasts over the calendar years 2021 and 2022.
- The impact on the base case cashflow forecasts arising from material acquisitions since the finalisation of the Group's base case budget.
- The principal risks facing the Group, including the potential financial impacts of Covid-19 as lockdown restrictions are eased in the UK, and its systems of risk management and internal control.
- Actual trading and cashflows that arose in the seven months ended July 2021, with continued positive financial results.
- Client retention and renewal rates continue to be robust, despite the current economic uncertainty, as the 2021 trading performance continues to demonstrate resilience across the Group.

Geo Specialty Group Holdings Limited

Notes to the Unaudited Financial Statements for the Year Ended 31 December 2020 (continued)

2 Accounting policies (continued)

Key stress scenarios that TAGL considered as part of the Group's 2020 and Q2 2021 Going Concern assessments include shortfalls to the Group's base plan projected income throughout 2021 and 2022 and deterioration in the base case cash conversion rates over and above the shortfalls in income. The Group also modelled reverse stress scenarios, including assessing those that result in a default on the Group's term debt facilities that would require a technical repayment obligation and those that would exhaust available liquidity. The stresses needed for these outcomes to happen significantly exceed the key stress scenarios above and the TAGL Directors considered such conditions to be a remote possibility. Other mitigations which may be possible in the stress scenarios but have not been included in the analysis include seeking shareholder support, securitising premium receivables and further incremental and more prolonged cost reductions.

Further details can be found in the 2020 Annual Report and Financial Statements and the Q1 2021 Interim Report of TAGL, which are published on its website.

The Directors of the Company and the Group have also considered the wider operational consequences and ramifications of the Covid-19 pandemic. In particular:

- The Group has demonstrated the efficiency and stability of the Group's infrastructure and the ability for home working for a significant portion of its employee base.
- Insurance broking is a resilient and defensive market, which has historically had limited impact from past economic or capital market downturns. The Group is highly diversified and not materially exposed to a single carrier, customer or market sector.
- Although Covid-19 developments remain fluid, the stress testing demonstrates the Group's financial resilience and operating flexibility.
- The impact of Covid-19 on the Group has been very limited.

Following the assessment of the Company's ability to meet its obligations as and when they fall due and the Group's financial position and liquidity, including the further potential financial implications of the Covid-19 pandemic included in Group stress tests, and the wider operational consequences and ramifications of the pandemic, the Directors are not aware of any material uncertainties that cast significant doubt on the Company's ability to continue as a going concern.

Impairment of investments

The carrying amount of the Company's assets are reviewed for impairment when events or changes in circumstances indicate that the carrying amount of the investment may not be recoverable. If any such indication exists, the asset's recoverable amount is estimated. The last annual impairment test was performed as at 31 December 2020.

An impairment loss is recognised whenever the carrying amount of an asset exceeds its recoverable amount. Impairment losses of £Nil (2019: £7.7m) are recognised in the Statement of Comprehensive Income.

Calculation of recoverable amount

An impairment test of an asset is performed by comparing its carrying amount with its recoverable amount. The recoverable amount is the higher of its fair value less costs of disposal and its value in use, where its value in use is the present value of its future cash flows. An impairment test requires the application of significant judgement because it relies on key assumptions, including forecast cash flows, a discount rate, a terminal growth rate and an EBITDA multiple.

Geo Specialty Group Holdings Limited

Notes to the Unaudited Financial Statements for the Year Ended 31 December 2020 (continued)

2 Accounting policies (continued)

Investments in subsidiary undertakings

A subsidiary is an entity over which the Company has control. The Company controls an investee when it is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Investments in subsidiaries are accounted for at cost less, where appropriate, impairment.

Financial liabilities

Financial liabilities are initially measured at fair value plus directly attributable transaction costs. The Company's financial liabilities include trade and other payables. Trade and other payables represent amounts due to other Group companies, deferred consideration and accrued expenses. They are initially recognised at fair value and are subsequently measured at amortised cost.

Share capital

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

3 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 key sources of estimation uncertainty that have had a significant impact on the carrying amounts of assets and liabilities in the financial year.

The assumptions that have a significant effect on the carrying amounts of assets and liabilities are discussed below.

Critical judgements in applying accounting policies

Impairment of investments

Investments in subsidiaries are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of the asset may exceed its recoverable amount. An impairment test is performed by comparing the investment's carrying amount with its recoverable amount. The recoverable amount is the higher of its fair value less costs of disposal and its value in use. An impairment test requires the application of significant judgement because it relies on key assumptions, including revenue and an EBITDA multiple.

4 Loss on acquisition of subsidiary

On 12 August 2020, the Company purchased 100% of the issued share capital of Thames Underwriting Limited, which resulted in costs of £0.4m being incurred.

On 1 December 2020, the Company purchased 100% of the issued share capital of Robus Group Limited, which resulted in costs of £0.5m being incurred.

Geo Specialty Group Holdings Limited

Notes to the Unaudited Financial Statements for the Year Ended 31 December 2020 (continued)

4 Loss on acquisition of subsidiary (continued)

	2020	2019
	£	£
Acquisition costs	<u>941,438</u>	<u>-</u>

5 Operating costs

For the year ended 31 December 2020, 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 2020 has been provided by Ardonagh Midco 2 plc, a fellow Group company. As a result, no audit fee has been incurred (2019: £4,413).

Amounts receivable by the Company's auditor in respect of services to the Company, other than the audit of the Company's financial statements, have not been disclosed as the information is required instead to be disclosed on a consolidated basis in the consolidated financial statements of the Company's ultimate parent, The Ardonagh Group Limited.

6 Finance income and finance costs

	2020	2019
	£	£
Finance costs		
Other finance costs	<u>(207,491)</u>	<u>-</u>

Other finance costs represents the unwinding of discount calculated on deferred consideration (note 11).

7 Staff costs

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

8 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 The Ardonagh Group Limited and/or other fellow subsidiaries. Their total emoluments are included in the consolidated financial statements of The Ardonagh Group Limited.

All directors benefit from qualifying third-party indemnity provisions in place during the financial year and at the date of this report.

Geo Specialty Group Holdings Limited

Notes to the Unaudited Financial Statements for the Year Ended 31 December 2020 (continued)

9 Income tax

Tax credit in the Statement of Comprehensive Income

	2020 £	2019 £
Current taxation		
UK corporation tax	-	-
UK corporation tax adjustment to prior periods	-	-
Total current taxation	-	-
Deferred taxation		
Arising from origination and reversal of temporary differences	-	-
Arising from changes in tax rates and laws	-	-
Arising from previously unrecognised tax loss, tax credit or temporary difference of prior periods	-	-
Total deferred taxation	-	-
Income tax credit in the Statement of Comprehensive Income	-	-

The differences are reconciled below:

	2020 £	2019 £
Loss before tax	(1,148,929)	(7,725,072)
Corporation tax at standard rate of 19% (2019: 19%)	(218,297)	(1,467,764)
Deferred tax not recognised	39,423	-
Expenses not deductible	178,874	1,467,764
Total tax credit	-	-

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 2020 continue to be measured at a rate of 19% as this was the substantively enacted rate at that date.

The company did not recognise deferred tax assets as follows:

	2020 £	2019 £
Losses	39,423	-
Unrecognised deferred tax losses	39,423	-

This deferred tax asset has not been recognised in these accounts as it is not expected that the Company's future profitability will be sufficient to utilise it.

Geo Specialty Group Holdings Limited

Notes to the Unaudited Financial Statements for the Year Ended 31 December 2020 (continued)

10 Investments in subsidiary undertakings

	£
Cost or valuation	
At 1 January 2020	163,095,347
Additions	<u>42,994,849</u>
At 31 December 2020	206,090,196
Provision for impairment	
At 1 January 2020	<u>91,149,728</u>
At 31 December 2020	<u><u>91,149,728</u></u>
Carrying amount	
At 31 December 2020	<u><u>114,940,468</u></u>
At 31 December 2019	<u><u>71,945,619</u></u>

On 9 April 2020, the Company subscribed to a further £0.3m shares issued by Professional Fee Protection Limited, increasing the investment holding.

On 8 June 2020, the Company subscribed to a further £25.0m shares issued by Geo Underwriting Services Limited, increasing the investment holding.

On 12 August 2020, the Company purchased 100% of the issued share capital of Thames Underwriting Limited for a consideration of £13.0m.

On 1 December 2020, the Company purchased 100% of the issued share capital of Robus Group Limited for a consideration of £4.7m.

For all investments, the recoverable amounts exceed the respective carrying values and no impairments were required in the year.

Geo Specialty Group Holdings Limited

Notes to the Unaudited Financial Statements for the Year Ended 31 December 2020 (continued)

10 Investments in subsidiary undertakings (continued)

Details of the subsidiaries as at 31 December 2020 are as follows.

Name of subsidiary	Principal activity	Country of incorporation and Principal place of business	Company interest in ordinary share capital and voting rights held	
			2020	2019
Geo Underwriting Services Limited	Insurance intermediary services	2 Minster Court London EC3R 7PD England	100%	100%
Geo Europe B.V.	Holding company	Weena 505 17 de verdieping 3013AL Rotterdam The Netherlands	100%	100%
B.I.B.U. Acquisitions Limited	Holding company	2 Minster Court London EC3R 7PD England	100%	100%
Healthy Limited	Pets Pet insurance intermediary services	6 Ridgeway Office Park Bedford Road Petersfield Hampshire GU32 3QF England	100%	100%
Professional Protection Limited	Fee Insurance intermediary services	5 Sylvan Way Southfields Business Park Basildon SS15 6TH England	100%	100%
Thames Underwriting Limited	Insurance agents and brokers	2 Minster Court London EC3R 7PD England	100%	0%
Robus Limited	Group Insurance agents and brokers	Town Mills Rue du Pre St Peters Port GY1 6HS Guernsey	100%	0%

Geo Specialty Group Holdings Limited

Notes to the Unaudited Financial Statements for the Year Ended 31 December 2020 (continued)

11 Trade and other payables

	2020 £	2019 £
Non-current trade and other payables		
Deferred consideration	3,507,369	-
	<u>3,507,369</u>	<u>-</u>
Current trade and other payables		
Accrued expenses	2,302,097	-
Amounts due to other Group companies	145,034,433	107,450,121
Deferred consideration	750,000	-
	<u>148,086,530</u>	<u>107,450,121</u>

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

12 Share capital

Allotted, called up and fully paid shares

	2020	£	2019	£
	No.		No.	
"A" Ordinary shares of £0.01 each	4,950,036,333	49,500,363	4,950,036,333	49,500,363
"B" Ordinary shares of £0.01 each	4,037	40	4,037	40
	<u>4,950,040,370</u>	<u>49,500,404</u>	<u>4,950,040,370</u>	<u>49,500,404</u>

The Ordinary shares (A and B), have full voting rights, dividend rights and capital distribution (including on winding up) rights. They do not confer any rights of redemption.

13 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.

Geo Specialty Group Holdings Limited

Notes to the Unaudited Financial Statements for the Year Ended 31 December 2020 (continued)

14 Parent and ultimate parent undertaking

The Group's majority shareholder and ultimate controlling party at 31 December 2020 is HPS Investment Partners LLC. The immediate parent company is Ardonagh Finco Plc. The ultimate parent company and company of the largest group that prepares group financial statements at 31 December 2020 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 2020 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

15 Subsequent events

The Company performed a review of events subsequent to the statement of financial position date through to the date the financial statements were issued and determined that there were no such events requiring recognition or disclosure in the financial statements.