

Registration number: 05570088

Bishop Skinner Acquisitions Limited

Annual Report and Financial Statements

for the Year Ended 31 December 2018



Bishop Skinner Acquisitions Limited

Contents

Company Information	1
Strategic Report	2
Directors' Report	3 to 4
Statement of Directors' Responsibilities in respect of the Strategic Report, the Directors' Report and the Financial Statements	5
Independent Auditor's Report to the Members of Bishop Skinner Acquisitions Limited	6 to 8
Statement of Comprehensive Income	9
Statement of Financial Position	10
Statement of Changes in Equity	11
Notes to the Financial Statements	12 to 17

Bishop Skinner Acquisitions Limited

Company Information

Directors	D C Ross D Cougill
Company secretary	D Clarke
Registered office	1 Minster Court Mincing Lane London EC3R 7AA
Auditor	Deloitte LLP 1 New Street Square London EC4A 3HQ United Kingdom

Bishop Skinner Acquisitions Limited

Strategic Report for the Year Ended 31 December 2018

The directors present their Strategic Report for the year ended 31 December 2018 for Bishop Skinner Acquisitions 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 developments and performance of the Company during the financial year, the position at the end of the year and discusses the main trends and factors that could affect the future. The Company is part of The Ardonagh Group Limited ("the Group").

Principal activities 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 (2017: £Nil) and profit before tax of £Nil (2017: £Nil) for the year. At 31 December 2018 the Company had net assets of £200 (2017: £200). The going concern note (part of accounting policies) on page 13 sets out the reasons why the directors believe that the preparation of the financial statements on a non-going concern basis is appropriate.

Outlook

As of 1 July 2017 the trading subsidiary of the Company's subsidiary Bishop Skinner Insurance Brokers Holdings Limited (Bishop Skinner Insurance Brokers Limited) went into run-off as it ceased to take on new business. It is the directors' intention to wind up Bishop Skinner Insurance Brokers Limited once the process has been completed.

Key performance indicators

The directors of the Group manage operations on a divisional 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 the Company is the carrying value of its subsidiary, as this is the main asset of the Company. The performance of the subsidiary undertaking will determine whether an impairment to the carrying value is required and this is tested on a regular basis. From 1 July 2017 the Company's indirect subsidiary Bishop Skinner Insurance Brokers Limited ceased to take on new business. As a consequence, the Company has performed an impairment review and does not consider its investment to be impaired.

There was no impairment charge for the current year.

Risk management

The Company's performance and value, as a holding company of the Group, is integrated with its investment in the Company's subsidiary. 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.

As noted in the Outlook section the Company's indirect subsidiary operations are in run-off as of 1 July 2017, and the Company is managed on a non-going concern basis from that date.

Approved by the board on 26/9/18 and signed on its behalf by:


.....
Director

DIANE COUGILL

Bishop Skinner Acquisitions Limited

Directors' Report for the Year Ended 31 December 2018

The directors present their annual report and the audited financial statements for the year ended 31 December 2018.

Directors of the Company

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

D C Ross

A Erotocritou (appointed 2 March 2018 and resigned 1 August 2019)

M S Mugge (resigned 2 March 2018)

The following director was appointed after the year end:

D Cougill (appointed 1 August 2019)

Dividends

The directors do not recommend a final dividend payment to be made in respect of the financial year ended 31 December 2018 (2017: £Nil).

Financial risk management objectives and policies

Details of financial risk management objectives and policies can be found in the Strategic Report within the 'Risk Management' 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 (2017: £Nil).

Going concern

From 1 July 2017 the Company's indirect subsidiary ceased to take on new business and was in run-off from that date. As a consequence, the financial statements have been prepared on a non-going concern basis.

Directors' liabilities

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 and at the date of this report.

Disclosure of information to the auditor

Each director has taken 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. The directors confirm that there is no relevant information that they know of and of which they know the auditor is unaware.

Bishop Skinner Acquisitions Limited

Directors' Report for the Year Ended 31 December 2018

Appointment of auditor

During the year ended 31 December 2018, a formal tender process took place for the Company, led by The Ardonagh Group Limited Audit Committee. As a result of this tender process the Audit Committee recommended, and The Ardonagh Group Limited board approved on behalf of the Company, the proposed appointment of Deloitte LLP as an external auditor for the financial year ended 31 December 2018. The auditor, Deloitte LLP, is deemed to be reappointed under section 487 (2) of the Companies Act 2006.

Approved by the board on 26/9/18 and signed on its behalf by:

.....
Director


DIANE COUGILL

Bishop Skinner Acquisitions Limited

Statement of Directors' Responsibilities in respect of the Strategic Report, the Directors' Report and the Financial Statements

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 Financial Reporting Standard 101 ("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;
- state whether Financial Reporting Standard 101 Reduced Disclosure Framework has 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 responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

Bishop Skinner Acquisitions Limited

Independent Auditor's Report to the Members of Bishop Skinner Acquisitions Limited

Report on the audit of the financial statements

Opinion

In our opinion the financial statements of Bishop Skinner Acquisitions Limited ("the Company"):

- give a true and fair view of the state of the Company's affairs as at 31 December 2018 and of its results for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, including Financial Reporting Standard 101 "Reduced Disclosure Framework" and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements which comprise:

- the Statement of Comprehensive Income;
- the Statement of Financial Position;
- the Statement of Changes in Equity; and
- the related notes 1 to 12.

The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 101 "Reduced Disclosure Framework".

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.

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 Financial Reporting Council's (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.

Emphasis of Matter- Financial Statements prepared other than on a going concern basis

We draw attention to note 2 in the financial statements, which indicates that the financial statements have been prepared on a basis other than that of a going concern. Our opinion is not modified in respect of this matter.

Bishop Skinner Acquisitions Limited

Independent Auditor's Report to the Members of Bishop Skinner Acquisitions Limited

Other information

The directors are responsible for the other information. The other information comprises the information included in the annual report other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our 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 this other information, we are required to report that fact.

We have nothing to report in respect of these matters.

Responsibilities of directors

As explained more fully in the Statement of Directors' Responsibilities, 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 FRC's website at www.frc.org.uk/auditorsresponsibilities.

Bishop Skinner Acquisitions Limited

Independent Auditor's Report to the Members of Bishop Skinner Acquisitions Limited

Report on other legal and regulatory requirements

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 financial year 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.

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 any material misstatements in the Strategic Report or the Directors' Report.

Matters on which we are required to report by exception

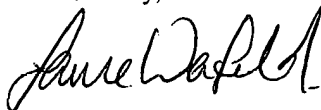
Under the Companies Act 2006 we are required to report in respect of the following matters if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

We have nothing to report in respect of these matters.

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.



.....
Jamie Weisfeld (Senior Statutory Auditor)
For and on behalf of Deloitte LLP
Statutory Auditor
London
United Kingdom

Date: 26 September 2019

Bishop Skinner Acquisitions Limited

Statement of Comprehensive Income for the Year Ended 31 December 2018

	Year ended 31 December 2018	Period ended 31 December 2017
Note	£	£
Turnover	-	-
Operating result	4 -	-
Result before tax	-	-
Result for the year	-	-

During the financial year and the preceding financial period, the Company did not trade and received no income and incurred no expenditure. No results were derived from discontinued operations. Consequently during those periods the Company made neither a profit nor a loss.

The notes on pages 12 to 17 form an integral part of these financial statements.

Bishop Skinner Acquisitions Limited

(Registration number: 05570088)

Statement of Financial Position as at 31 December 2018

	Note	2018 £	2017 £
Assets			
Current assets			
Trade and other receivables	8	877	342
Investments in subsidiary undertakings	7	<u>4,533,801</u>	<u>4,533,801</u>
		<u>4,534,678</u>	<u>4,534,143</u>
Total assets		<u><u>4,534,678</u></u>	<u><u>4,534,143</u></u>
Equity and liabilities			
Equity			
Called up share capital	9	200	200
Current liabilities			
Trade and other payables	10	<u>4,534,478</u>	<u>4,533,943</u>
Total equity and liabilities		<u><u>4,534,678</u></u>	<u><u>4,534,143</u></u>

Approved by the board on 26/12/18 and signed on its behalf by:


 Director
 DIANE COUGILL

The notes on pages 12 to 17 form an integral part of these financial statements.

Bishop Skinner Acquisitions Limited

Statement of Changes in Equity for the Year Ended 31 December 2018

	Share capital £
At 1 January 2018	<u>200</u>
At 31 December 2018	<u><u>200</u></u>

	Share capital £
At 31 December 2016	<u>200</u>
At 31 December 2017	<u><u>200</u></u>

The notes on pages 12 to 17 form an integral part of these financial statements.

Bishop Skinner Acquisitions Limited

Notes to the Financial Statements for the Year Ended 31 December 2018

1 Authorisation of financial statements

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

The financial statements for the year ended 31 December 2018 were authorised for issue by the board on 26/9/19 and the Statement of Financial Position was signed on the board's behalf by D. ANSCOUGH

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 were prepared in accordance with FRS 101 'Reduced Disclosure Framework'.

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

IFRS 9, IFRS 15 and other new standards are applicable for financial reporting periods starting on 1 January 2018 or later. These new standards did not have a material impact on the Company.

These financial statements have been prepared on an other than going concern basis. The financial statements are presented in GBP sterling (£), which is also the Company's functional currency.

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 ("Adopted IFRSs"), but makes amendments where necessary in order to comply with the 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:

- (a) the requirements of IFRS 7 'Financial Instruments: Disclosures';
- (b) the requirement in paragraph 38 of IAS 1 Presentation of Financial Statements to provide comparative period reconciliations in respect of outstanding shares, property, plant & equipment and intangible assets;
- (c) 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;

Bishop Skinner Acquisitions Limited

Notes to the Financial Statements for the Year Ended 31 December 2018

2 Accounting policies (continued)

(d) the requirements in paragraph 10(f), 39(c) and 134-136 of IAS 1 Presentation of Financial Statements, which includes the need to provide details on capital management;

(e) 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;

(f) the requirements in paragraphs 17 and 18A of IAS 24 Related Party Disclosures around the need to disclose information on key management personnel and details 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;

(g) the requirements of paragraphs 134(d) - 134(f) and 135(c) - 135(e) of IAS 36 Impairment of Assets in respect of disclosure of 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.

Going Concern

The financial statements of the Company have been prepared on a non-going concern basis. At 31 December 2018 the Company had net assets of £200 (2017: £200) and net current assets of £200 (2017: £200). The net current assets include investments in subsidiary undertakings of £4,533,801 (2017: £4,533,801), amounts receivable from related parties of £877 (2017: £342) and amounts due to related parties of £4,534,478 (2017: £4,533,943).

From 1 July 2017 the Company's indirect subsidiary ceased to take on new business and was in run-off from that date. It is the directors' intention to wind up the subsidiary and the Company once its liabilities have been settled. As a consequence, the financial statements have been prepared on a non-going concern basis.

The book values of the Company's assets and liabilities are deemed to be a reasonable approximation of fair value. The indirect subsidiary's decision to cease taking on new business triggered an impairment review of the value of the Company's investment in subsidiary. This review found no impairment was necessary. As such, no adjustments to balances are required with the Company now being reported on a non-going concern basis.

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.

An impairment loss is recognised whenever the carrying amount of an asset or its cash-generating unit exceeds its recoverable amount. Impairment losses are recognised in the Statement of Comprehensive Income.

Calculation of recoverable amount

An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows.

Bishop Skinner Acquisitions Limited

Notes to the Financial Statements for the Year Ended 31 December 2018

2 Accounting policies (continued)

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 represent amounts due from related parties in the form of a subordinated loan and associated interest income. The subsequent measurement of trade and other receivables is at amortised cost.

Investments

Investments in subsidiaries are held at cost less accumulated impairment losses.

Financial liabilities

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

Trade and other payables represent amounts due to related parties. 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

The preparation of financial statements requires management to make judgements, estimates and assumptions that affect the amounts reported for assets and liabilities as at the statement of financial position date and the amounts reported for revenues and expenses during the year.

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

Key sources of estimation uncertainty

Impairment of assets

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, where its VIU 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

Bishop Skinner Acquisitions Limited

Notes to the Financial Statements for the Year Ended 31 December 2018

4 Operating result

The audit fee of £4,284 (2017: £4,200) for the audit of this company was paid by other Group entities for which no recharge was made.

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.

5 Staff costs

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

6 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.

Directors emoluments of £Nil (2017: £10,000) for services provided to this company have been paid by other Group entities, which make no recharge to the Company.

7 Investments in subsidiary undertakings

	£
Cost or valuation	
At 1 January 2018	4,533,801
At 31 December 2018	4,533,801
Provision	
At 1 January 2018	-
At 31 December 2018	-
Carrying amount	
At 31 December 2018	4,533,801
At 31 December 2017	4,533,801

Bishop Skinner Acquisitions Limited

Notes to the Financial Statements for the Year Ended 31 December 2018

7 Investments in subsidiary undertakings (continued)

Details of the subsidiary as at 31 December 2018 are as follows:

Name of subsidiary	Principal activity	Country of incorporation and principal place of business	Proportion of ownership interest and voting rights held	
			2018	2017
Bishop Skinner Insurance Brokers Holdings Limited	Holding Company	England	100%	100%

The registered office address of the above subsidiary is 1 Minster Court, Mincing Lane, London, EC3R 7AA.

From 1 July 2017 the trading subsidiary of Bishop Skinner Insurance Brokers Holdings Limited (Bishop Skinner Insurance Brokers Limited) ceased to take on new business. Consequently, the Company has performed an impairment review and does not consider its investment to be impaired. The recoverable amount of the Company's subsidiary is based on FVLCS.

8 Trade and other receivables

	2018	2017
	£	£
Receivables from other Group companies	<u>877</u>	<u>342</u>

The directors believe that the remaining receivables from other Group companies are recoverable. These balances are unsecured, interest free and repayable on demand.

9 Share capital

Allotted, called up and fully paid shares

	2018		2017	
	No.	£	No.	£
Ordinary shares of £1 each	<u>200</u>	<u>200</u>	<u>200</u>	<u>200</u>

Bishop Skinner Acquisitions Limited

Notes to the Financial Statements for the Year Ended 31 December 2018

10 Trade and other payables

	2018 £	2017 £
Current trade and other payables		
Amounts due to other Group companies	<u>4,534,478</u>	<u>4,533,943</u>

The balances due to other Group companies are unsecured, interest free and repayable on demand.

11 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.

12 Parent and ultimate parent undertaking

The Group's majority shareholder and controlling party is HPS Investment Partners LLC. At 31 December 2018, the ultimate parent company was The Ardonagh Group Limited (incorporated in Jersey, registered office address 44 Esplanade, St Helier, Jersey JE4 9WG). The Ardonagh Group Limited is the largest group in which the results are consolidated. The parent company of the smallest group, which includes the Company and for which group financial statements are prepared, is Ardonagh Midco 3 plc, a company incorporated in Great Britain. Financial statements for The Ardonagh Group Limited and Ardonagh Midco 3 plc are available on request from:

1 Minster Court
Mincing Lane
London
EC3R 7AA