

**ASTON LARK GROUP (HOLDINGS) LIMITED**

**ANNUAL REPORT AND UNAUDITED FINANCIAL STATEMENTS**

**FOR THE YEAR ENDED 31 DECEMBER 2019**



**COMPANY NUMBER: 05639290**

**ASTON LARK GROUP (HOLDINGS) LIMITED**  
**COMPANY INFORMATION**

**Directors**

P W Blanc  
C W Brown  
T M Holland  
S J S Lark  
S P Rootham

**Registered number**

05639290

**Registered office**

8th Floor  
Ibex House  
42-47 Minories  
London  
EC3N 1DY

**ASTON LARK GROUP (HOLDINGS) LIMITED**  
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**ASTON LARK GROUP (HOLDINGS) LIMITED**  
**STRATEGIC REPORT**  
**FOR THE YEAR ENDED 31 DECEMBER 2019**

**Introduction**

The directors present the strategic report of the company for the year ended 31 December 2019.

**Business review**

The company continues to act as an intermediate holding company for its directly and indirectly, wholly-owned subsidiary undertakings.

On 2 September 2019, following regulatory approval, the company's former ultimate parent company, Aston Lark (Topco) Limited, was acquired by Hammersmith Bidco Limited.

**Financial performance and key performance indicators**

The loss for the year, after taxation, amounted to £31,714 (2018: £50,426).

The company has a net current liability position of £1,054,679 (31 December 2018: £1,022,965). The increase in the net current liability position is due to interest on group balances and administrative expenses incurred in the year.

The company continues to rely on the support of the rest of the group and therefore it is appropriate for the financial statements to be prepared using the going concern basis.

**Principal risks and uncertainties including Covid-19**

Subsequent to the 31 December 2019 year-end, the outbreak of the Covid-19 pandemic across the globe has had a significant economic impact and caused disruption for businesses. The directors continue to closely monitor the company's exposures to Covid-19 including the operational, financial and macro-economic impacts whilst being unable to predict the extent or duration of the pandemic at this time. As an intermediate holding company, these impacts mainly affect the group's trading companies.

At the outset, the group rapidly transitioned to working from home for its employees with its IT capability upgraded ahead of lockdown to enable remote working and the preservation of delivering high standards of client service. Collaboration remains at the core of the business with daily management video calls, structured staff and client communications and a wellness programme implemented for staff whilst remote working.

The group has taken steps to introduce appropriate cash and cost management measures arising from Covid-19 including but not limited to improved management information, a focus on client credit risk, cost saving initiatives, delaying or holding planned expenditure initiatives and the drawdown of available cash facilities at group level.

A detailed forecast of the group's financial position has been undertaken that covers the period to 31 December 2021. The forecast includes a number of assumptions and scenarios to identify and evaluate the financial impacts arising from Covid-19, including but not limited to, a reduction in income levels to those originally budgeted for, which are mitigated to an extent by the implementation of cost saving and efficiency programmes and cash management measures that are not reliant upon Government support schemes, to ensure the Group has sufficient cash reserves to meet obligations as they fall due.

Based on the information available and experience to date, the group's trading performance supports the forecast's underlying assumptions and the financial covenant test under the Senior Facilities Agreement is forecast to be met with sufficient headroom available. Management have applied sensitivity analysis on the additional headroom and deem the likelihood of a covenant breach to be low even before any further mitigating actions are applied.

**ASTON LARK GROUP (HOLDINGS) LIMITED**  
**STRATEGIC REPORT**  
**FOR THE YEAR ENDED 31 DECEMBER 2019**

**Principal risks and uncertainties including Covid-19 (continued)**

The directors have considered the risks faced by the business and the associated controls in place to address those risks including those arising from the Covid-19 outbreak. The principle categories of risk and an overview of the controls in place within the business to mitigate those risks are shown below.

**Risk category   Mitigation**

Strategic	Experienced and qualified Executive Board and senior management allowing the business to pursue appropriate strategies.
Group Borrowings	Regular forecasting and monitoring of group cash flow position and covenants to meet obligations under group loan facility agreements and ensure sufficient availability of funds for ongoing operations and future developments. The risk of an increase in the cost of variable rate borrowings at group level is mitigated by group hedging instruments in place.

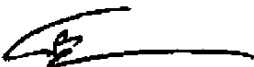
**Brexit**

The Directors continue to monitor company performance and plan accordingly, in so far as possible, to mitigate any strategic and operational risks that may arise as a result of the United Kingdom's exit from the European Union on 31 December 2020.

The company has two indirect subsidiary undertakings, Robertson Low Insurances Limited and Wright Group Brokers Limited, insurance brokers based in Ireland and regulated by the Central Bank of Ireland.

Whilst the company is not directly exposed to significant risk arising from Brexit, Robertson Low Insurances Limited and Wright Group Brokers Limited will enable the group to continue to trade with clients based in the European Union after Brexit.

This report was approved by the Board and signed on its behalf.



**C W Brown**  
**Director**

Date: 11 December 2020

**ASTON LARK GROUP (HOLDINGS) LIMITED**  
**DIRECTORS' REPORT**  
**FOR THE YEAR ENDED 31 DECEMBER 2019**

The directors present their annual report and unaudited financial statements for the year ended 31 December 2019.

The Directors have chosen, in accordance with s414c(11) of the Companies Act, to disclose the information relating to principal risks and uncertainties, review of the business and key performance indicators in the Strategic Report.

**Directors**

The directors who held office during the year and up to the date of signature of the financial statements were as follows:

P W Blanc  
C W Brown  
T M Holland  
S J S Lark  
S P Rootham

Directors' and officers liability insurance has been purchased and maintained throughout the year by the group.

**Results and dividends**

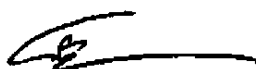
The loss for the year, after taxation, amounted to £31,714 (2018: £50,426). No dividends were paid during the year (2018: £nil).

**Future developments**

*The company is committed to the group strategy of growth by organic means and acquisition of similar trading businesses.*

Following the acquisition of the company's former ultimate parent company, the board of directors are aiming to rationalise the group structure including a review of the intermediate holding companies within the group.

This report was approved by the Board and signed on its behalf.



**C W Brown**  
**Director**

Date: 11 December 2020

**ASTON LARK GROUP (HOLDINGS) LIMITED**  
**STATEMENT OF COMPREHENSIVE INCOME**  
**FOR THE YEAR ENDED 31 DECEMBER 2019**

	<b>Note</b>	<b>2019</b> <b>£</b>	<b>2018</b> <b>£</b>
Administrative expenses		<b>(1,300)</b>	(24,852)
<b>Operating loss</b>		<b>(1,300)</b>	(24,852)
Interest receivable and similar income	5	<b>1,671</b>	1,414
Interest payable and expenses	6	<b>(32,085)</b>	(26,988)
<b>Loss before tax</b>		<b>(31,714)</b>	(50,426)
<b>Loss for the financial year</b>		<b>(31,714)</b>	(50,426)

There was no other comprehensive income for the year ended 31 December 2019 (2018: £nil).

The notes on pages 7 to 12 form part of these financial statements.

**ASTON LARK GROUP (HOLDINGS) LIMITED**  
**REGISTERED NUMBER: 05639290**  
**STATEMENT OF FINANCIAL POSITION**  
**AS AT 31 DECEMBER 2019**

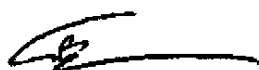
	Note	2019 £	2018 £
<b>Fixed assets</b>			
Investments	7	<u>84,168,585</u>	<u>84,168,585</u>
		<b>84,168,585</b>	<b>84,168,585</b>
<b>Current assets</b>			
Debtors	8	<u>57,380</u>	<u>59,608</u>
		<b>57,380</b>	<b>59,608</b>
Creditors: amounts falling due within one year	9	<u>(1,112,059)</u>	<u>(1,082,573)</u>
<b>Net current liabilities</b>		<b>(1,054,679)</b>	<b>(1,022,965)</b>
<b>Total assets less current liabilities</b>		<u><b>83,113,906</b></u>	<u><b>83,145,620</b></u>
<b>Net assets</b>		<u><b>83,113,906</b></u>	<u><b>83,145,620</b></u>
<b>Capital and reserves</b>			
Called up share capital	10	<b>50,001</b>	<b>50,001</b>
Share premium account		<b>82,125,665</b>	<b>82,125,665</b>
Other reserves		<b>5,555</b>	<b>5,555</b>
Profit and loss account		<b>932,685</b>	<b>964,399</b>
<b>Shareholder's funds</b>		<u><b>83,113,906</b></u>	<u><b>83,145,620</b></u>

For the financial year ended 31 December 2019, 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 financial statements 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 financial statements.

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



**C W Brown**  
**Director**  
Date: 11 December 2020

The notes on pages 7 to 12 form part of these financial statements.



**ASTON LARK GROUP (HOLDINGS) LIMITED**  
**STATEMENT OF CHANGES IN EQUITY**  
**FOR THE YEAR ENDED 31 DECEMBER 2019**

	<b>Called up share capital</b>	<b>Share premium account</b>	<b>Other reserves</b>	<b>Profit and loss account</b>	<b>Total equity</b>
	<b>£</b>	<b>£</b>	<b>£</b>	<b>£</b>	<b>£</b>
<b>At 1 January 2018</b>	<b>50,000</b>	<b>1,488,961</b>	<b>5,555</b>	<b>1,014,825</b>	<b>2,559,341</b>
Loss for the year	-	-	-	(50,426)	(50,426)
Share issued during the year	1	80,636,704	-	-	80,636,705
<b>At 1 January 2019</b>	<b>50,001</b>	<b>82,125,665</b>	<b>5,555</b>	<b>964,399</b>	<b>83,145,620</b>
Loss for the year	-	-	-	(31,714)	(31,714)
<b>At 31 December 2019</b>	<b>50,001</b>	<b>82,125,665</b>	<b>5,555</b>	<b>932,685</b>	<b>83,113,906</b>

**ASTON LARK GROUP (HOLDINGS) LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31 DECEMBER 2019**

**1. General information**

Aston Lark Group (Holdings) Limited is a private company, limited by shares, incorporated and registered in England and Wales under the company number 05639290. The registered office is 8th Floor, Ibex House, 42-47 Minorities, London, EC3N 1DY.

**2. Accounting policies**

**2.1 Basis of preparation of financial statements**

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

The financial statements are presented in Pounds Sterling which is the functional currency of the company.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgement in applying the company's accounting policies (see note 3).

The following principal accounting policies have been applied:

**2.2 Financial reporting standard 102 - reduced disclosure exemptions**

The company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by the FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland":

- the requirements of Section 7 Statement of Cash Flows;
- the requirements of Section 3 Financial Statement Presentation paragraph 3.17(d);
- the requirements of Section 11 Financial Instruments paragraphs 11.42, 11.44 to 11.45, 11.47, 11.48(a)(iii), 11.48(a)(iv), 11.48(b) and 11.48(c);
- the requirements of Section 12 Other Financial Instruments paragraphs 12.26 to 12.27, 12.29(a), 12.29(b) and 12.29A;
- the requirements of Section 33 Related Party Disclosures paragraph 33.7.

This information is included in the consolidated financial statements of Hammersmith Midco Limited as at 31 December 2019 and these financial statements may be obtained from Companies House.

**2.3 Going concern**

The company has net current liabilities at 31 December 2019 of £1,054,679 (2018: £1,022,965). The company continues to rely on the support of the rest of the group.

As referred to in the Strategic Report and despite the current economic outlook arising from the Covid-19 pandemic, the company is well placed to manage its business risks. The directors have a reasonable expectation that the company has adequate financial resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the financial statements.

**ASTON LARK GROUP (HOLDINGS) LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31 DECEMBER 2019**

**2. Accounting policies (continued)**

**2.4 Valuation of investments**

Investments in subsidiaries are measured at cost less accumulated impairment. Investments in subsidiaries will be subject to an impairment review if there is an indication of impairment.

**2.5 Financial instruments**

The company only enters into basic financial instruments transactions that result in the recognition of financial assets and liabilities like trade and other debtors and creditors, loans from banks and other third parties, loans to related parties and investments in non-puttable ordinary shares.

Debt instruments that are payable or receivable within one year, typically trade debtors and creditors, are measured, initially and subsequently, at the undiscounted amount of the cash or other consideration expected to be paid or received. However, if the arrangements of a short term instrument constitute a financing transaction, like the payment of a trade debt deferred beyond normal business terms or financed at a rate of interest that is not a market rate or in case of an out right short term loan not at market rate, the financial asset or liability is measured, initially, at the present value of the future cash flow discounted at a market rate of interest for a similar debt instrument and subsequently at amortised cost.

Financial assets that are measured at cost and amortised cost are assessed at the end of each reporting period for objective evidence of impairment. If objective evidence of impairment is found, an impairment loss is recognised in the Statement of Comprehensive Income.

For financial assets measured at cost less impairment, the impairment loss is measured as the difference between an asset's carrying amount and best estimate of the recoverable amount, which is an approximation of the amount that the company would receive for the asset if it were to be sold at the reporting date.

Financial assets and liabilities are offset and the net amount reported in the Statement of Financial Position when there is an enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

**2.6 Interest**

Interest on group balances is credited on the accruals basis. Interest is calculated using the effective interest method.

**3. Judgements in applying accounting policies and key sources of estimation uncertainty**

The directors are responsible for preparing the financial statements and are required to make judgements and estimates that are reasonable and prudent. In preparing these financial statements, the directors have considered the assumptions used in making the following significant estimates and judgements in applying the company's accounting policies:

Determination that the financial statements are prepared on a going concern basis. Factors taken into consideration in reaching such a decision include reliance on the support of the rest of the Group.

Determination as to whether there are indicators of impairment of investments in subsidiaries. Factors taken into consideration include the expected future financial performance of the asset.

**ASTON LARK GROUP (HOLDINGS) LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31 DECEMBER 2019**

**4. Employees**

The directors are the only employees of the company and do not receive any remuneration for their services to the company (2018: £nil).

**5. Interest receivable and similar income**

	2019 £	2018 £
Interest receivable from fellow group undertakings	1,671	1,414
	<u>1,671</u>	<u>1,414</u>

**6. Interest payable and similar charges**

	2019 £	2018 £
Interest payable to fellow group undertakings	32,085	26,988
	<u>32,085</u>	<u>26,988</u>

**7. Fixed asset investments**

	Investments in subsidiary companies £
<b>Cost and valuation</b>	
At 1 January & 31 December 2019	<u>84,168,585</u>

**Direct subsidiary undertakings**

The following is a direct subsidiary undertaking of the company as at 31 December 2019:

Name	Class of share	Holding	Principal activity
Aston Lark Group Limited	Ordinary	100%	Holding Company

**Indirect subsidiary undertakings**

The following are indirect subsidiary undertakings of the Company as at 31 December 2019:

Name	Class of share	Holding	Principal activity
A.H. Bell & Co (Insurance Brokers) Limited	Ordinary	100%	Non-Trading
Aston Lark Dormant Holding Co Ltd	Ordinary	100%	Dormant
Aston Lark Employee Benefits Limited	Ordinary	100%	Employee Benefits
Aston Lark Limited	Ordinary	100%	Insurance broking
Aston Scott Ltd.	Ordinary	100%	Insurance broking
Buckland Harvester Insurance Brokers Limited	Ordinary	100%	Insurance broking
Euromarine Insurance Services Limited	Ordinary	100%	Non-Trading

**ASTON LARK GROUP (HOLDINGS) LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31 DECEMBER 2019**

**7. Fixed asset investments (continued)**

<b>Name</b>	<b>Class of share</b>	<b>Holding</b>	<b>Principal activity</b>
First Commercial Insurance Brokers Limited	Ordinary	100%	Non-Trading
Highworth Insurance Limited	Ordinary	100%	Insurance broking
Ingram, Hawkins & Nock Limited	Ordinary	100%	Insurance broking
Jobson James Consulting Limited	Ordinary	100%	Employee Benefits
Jobson James Holdings Limited	Ordinary	100%	Holding Company
Jobson James Insurance Brokers Limited	Ordinary	100%	Insurance broking
Lark (2012) Limited	Ordinary	100%	Holding Company
<i>Lark Group (Holdings) Limited</i>	<i>Ordinary</i>	<i>100%</i>	<i>Non-trading</i>
Lark Midco Limited	Ordinary	100%	Holding Company
Michael James Insurance and Property Services LLP	Member	100%	Non-Trading
Pharos Holdings Limited	Ordinary	100%	Holding Company
Pharos Insurance Brokers (Kent) Limited	Ordinary	100%	Dormant
Pharos Insurance Brokers Limited	Ordinary	100%	Insurance broking
Protean Risk Limited	Ordinary	100%	Insurance broking
Robertson Low Insurances Limited	Ordinary	100%	Insurance broking
Robertson Low Limited	Ordinary	100%	Dormant
Salt Risk Management Ltd	Ordinary	100%	Non-Trading
Silex Group Limited	Ordinary	100%	Holding Company
Wright Group Brokers Limited	Ordinary / Preference	100%	Insurance broking

Having earlier satisfied their obligations for the insurance broking balances held at their respective business transfer dates to Aston Lark Limited, A.H.Bell & Co (Insurance Brokers) Limited, Michael James Insurance and Property Services LLP and Ingram, Hawkins and Nock Limited applied to cancel their authorisations with the FCA. The cancellations were effective 17 April 2019, 8 November 2019 and 16 September 2020, respectively. Following which, Ingram, Hawkins and Nock Limited became a non-trading company.

Having earlier satisfied their obligations for the insurance broking balances held at their respective business transfer dates to Aston Lark Limited, Pharos Insurance Brokers Limited and Buckland Harvester Insurance Brokers Limited will be applying to cancel their authorisations with the FCA.

**ASTON LARK GROUP (HOLDINGS) LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31 DECEMBER 2019**

**8. Debtors**

	2019	2018
	£	£
Amounts owed by subsidiary undertaking	57,380	55,708
Prepayments and accrued income	-	200
Other debtors	-	3,700
	<u>57,380</u>	<u>59,608</u>

**9. Creditors: Amounts falling due within one year**

	2019	2018
	£	£
Other creditors	-	10,200
Amounts owed to subsidiary undertakings	1,112,059	1,072,373
	<u>1,112,059</u>	<u>1,082,573</u>

**10. Share capital**

	2019	2018
	£	£
<b>Shares classified as equity</b>		
<b>£1 Ordinary Shares - allotted, called up and fully paid</b>		
50,001 Ordinary Shares of £1 each	<u>50,001</u>	<u>50,001</u>

**11. Charges and guarantees**

The company and certain of its fellow group undertakings acceded to a Senior Term and Revolving Facilities Agreement dated 30 June 2017 between Aston Lark (Midco) Limited, Aston Lark (Bidco) Limited and various parties as Arrangers, Agent and Security Agent and provided a guarantee and charged their assets by way of fixed and floating charges as security for the obligations under the Senior Term and Revolving Facilities Agreement. On 2 September 2019, the loans were fully repaid and the charge satisfied on 27 November 2019.

**12. Related party transactions**

The company has taken advantage of the exemption conferred by FRS 102 and has not disclosed related party transactions with wholly-owned subsidiary undertakings within the Group.

**13. Post balance sheet events**

*Covid-19*

In light of the information that was available as at the 31 December 2019 year-end, the Covid-19 outbreak is a non-adjusting event in the financial statements. As such, its impacts have not resulted in adjustments being made to the measurements of assets and liabilities within the financial statements for the year ended 31 December 2019 and relevant additional disclosures as to its impact have been made in these financial statements given the emergence of more information in 2020 as referred to within the Strategic Report under Principal risks and uncertainties and the Accounting Policies under note 2.3 Going Concern.

**ASTON LARK GROUP (HOLDINGS) LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31 DECEMBER 2019**

**14. Controlling party**

The immediate parent undertaking of the company is Aston Lark (AB) Limited, a company registered in England and Wales. The ultimate parent company and ultimate controlling entity was Aston Lark (Topco) Limited, a company registered in England and Wales, until 2 September 2019.

On 2 September 2019, Aston Lark (Topco) Limited was acquired by Hammersmith Bidco Limited, a company registered in England and Wales. From 2 September 2019, the ultimate parent undertaking is Hammersmith Topco Limited, a company registered in Jersey and controlled by West Street Capital LLP, which is the ultimate controlling party of the Group.

Hammersmith Midco Limited heads the smallest group for which consolidated accounts are drawn up and of which the company is a member. These accounts are available from 8th Floor Ibex House, 42-47 Minories, London, EC3N 1DY, its registered office.

Hammersmith Topco Limited whose registered office is 22 Grenville Street, St Helier, Jersey JE4 8PX, head the largest group for which consolidated accounts are drawn up and of which the company is a member.