

Company registration number: 07034116

**Celeiros Limited**

**Report and Financial Statements**  
**31 December 2015**



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# Celeiros Limited

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# **Celeiros Limited**

## **Company Information**

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### **Directors**

Jeremy Richard Holt Evans  
Nomina Plc  
Marcus Rule

### **Company Secretary**

Hampden Legal Plc

### **Registered Office**

5th Floor, 40 Gracechurch Street  
London  
EC3V 0BT

### **Auditors**

PKF Littlejohn LLP  
Statutory Auditor  
1 Westferry Circus  
Canary Wharf  
London  
E14 4HD

### **Solicitors**

Jones Day  
21 Tudor Street  
London  
EC4Y 0DJ

# **Celeiros Limited**

## **Report of the Directors**

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The Directors present their Report together with the Financial Statements of the Company for the year ended 31 December 2015

### **Principal activities**

The principal activity of the Company is that of trading as a Lloyd's corporate capital member. The Company continues to trade in 2016 and the Directors expect this year's result to be profitable.

### **Results and dividends**

The results for the year are set out on pages 7 to 8 of the Financial Statements. Dividends totalling £nil were paid in the year (2014 £nil).

### **Directors**

The Directors who served at any time during the year were as follows:

Jeremy Richard Holt Evans  
Nomina Plc  
Marcus Rule

### **Directors' responsibilities**

The Directors are responsible for preparing the Report of the Directors, the Strategic Report and the Financial Statements in accordance with applicable laws 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 Accounting Standards and applicable law (UK Generally Accepted Accounting Practice). 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 those Financial Statements the Directors are required to:

- select suitable accounting policies and then apply them consistently,
- make judgements and accounting estimates that are reasonable and prudent,
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the Financial Statements, and
- prepare the Financial Statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and 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.

# Celeiros Limited

## Report of the Directors (continued)

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### Auditors

- i PKF Littlejohn LLP has signified its willingness to continue in office as auditors
- ii Disclosure of information to the Auditors

In the case of each of the persons who are Directors at the time this report is approved, the following applies

- so far as the Directors are aware, there is no relevant audit information of which the Company's auditors are unaware, and
- they have taken all the steps that they ought to have taken as a Director in order to make themselves aware of any relevant audit information and to establish that the Company's auditors are aware of that information

Approved by the Board of Directors on 23 August 2016 and signed on its behalf by

  
Hampden Legal Plc  
Secretary

# Celeiros Limited

## Strategic Report

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The Directors present their Strategic Report for the year ended 31 December 2015

### Business review and future developments

The Financial Statements incorporate the annual accounting results of the syndicates on which the Company participates for the 2013, 2014 and 2015 years of account, as well as any prior run-off years. The 2013 year closed at 31 December 2015 with a result of £121,922 (2012: £120,125). The 2014 and 2015 open underwriting accounts will normally close at 31 December 2016 and 2017.

### Key performance indicators

The Directors monitor the performance of the Company by reference to the following key performance indicators

	2015	2014
Capacity (youngest underwriting year)	916,754	960,678
Gross premium written as a % of capacity	85.6%	79.3%
Underwriting profit of latest closed year		
as a % of capacity	13.1%	13.4%
Run-off years of account movement	-	-

### Other performance indicators

As a result of the nature of this Company as a Lloyd's corporate member the majority of its activities are carried out by the syndicates in which it participates. The Company is not involved directly in the management of the syndicates' activities, including employment of syndicate staff, as these are the responsibility of the relevant managing agent. Each managing agent will also have responsibility for the environmental activities of each syndicate, although by their nature, insurers do not produce significant environmental emissions. As a result, the Directors of the Company do not consider it appropriate to monitor and report any performance indicators in relation to staff or environmental matters.

### Financial risk management objectives and policies

As a corporate member of Lloyd's the majority of the risks to this Company's future cash flows arise from its participation in the results of Lloyd's syndicates. As detailed in Note 4, these risks are mostly managed by the managing agent of the syndicate. The Company's role in managing this risk is limited to selection of syndicate participations and monitoring performance of the syndicates. The Company is also directly exposed to these risks, but they are not considered material compared to the syndicate risk for the assessment of the assets, liabilities, financial position and profit or loss of the Company.

Approved by the Board of Directors on 23 August 2016 and signed on its behalf by

Hampden Legal Plc

Hampden Legal Plc  
Secretary

# Celeiros Limited

## Independent Auditor's Report

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### Independent Auditor's Report to the Members of Celeiros Limited

We have audited the Financial Statements of Celeiros Limited for the year ended 31 December 2015 which comprise the Profit and Loss Account, the Statement of Comprehensive Income, the Balance Sheet, the Statement of Changes in Shareholders' Equity, the Cash Flow Statement and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including FRS 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'.

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.

### Respective responsibilities of Directors and Auditors

As explained more fully in the Directors' responsibilities statement, the Directors are responsible for the preparation of the Financial Statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the Financial Statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

### Scope of the audit of the Financial Statements

An audit involves obtaining evidence about the amounts and disclosures in the Financial Statements, sufficient to give reasonable assurance that the Financial Statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the Company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the Directors, and the overall presentation of the Financial Statements. In addition, we read all the financial and non-financial information in the Report of the Directors and Strategic Report to identify material inconsistencies with the audited Financial Statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

### Opinion on Financial Statements

In our opinion the Financial Statements

- give a true and fair view of the state of the Company's affairs as at 31 December 2015 and of its result for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006.

### Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Report of the Directors and Strategic Report for the financial year for which the Financial Statements are prepared is consistent with the Financial Statements.

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

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the Financial Statements are not in agreement with the 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.



Carmine Papa (Senior statutory auditor)  
For and on behalf of PKF Littlejohn LLP  
Statutory auditor  
23 August 2016

1 Westferry Circus  
Canary Wharf  
London  
E14 4HD

# Celeiros Limited

## Profit and Loss Account

### Technical Account – General Business for the year ended 31 December 2015

	Note	2015 £	2014 £
<b>Premiums written</b>			
Gross premiums written	5,6	784,618	761,868
Outward reinsurance premiums		(137,853)	(127,292)
<b>Net premiums written</b>		<b>646,765</b>	<b>634,576</b>
<b>Change in the provision for unearned premiums</b>	7		
Gross provision		(11,281)	(4,420)
Reinsurers' share		3,187	(2,722)
<b>Net change in the provision for unearned premiums</b>		<b>(8,094)</b>	<b>(7,142)</b>
<b>Earned premiums, net of reinsurance</b>		<b>638,671</b>	<b>627,434</b>
Allocated investment return transferred from the non-technical account		8,335	17,151
Other technical income, net of reinsurance		48	109
<b>Total technical income</b>		<b>647,054</b>	<b>644,694</b>
<b>Claims paid</b>			
Gross amount		(365,483)	(374,367)
Reinsurers' share		81,200	82,616
<b>Net claims paid</b>		<b>(284,283)</b>	<b>(291,751)</b>
<b>Change in the provision for claims</b>			
Gross amount		32,104	39,759
Reinsurers' share		(32,393)	(31,751)
<b>Change in the net provision for claims</b>	7	<b>(289)</b>	<b>8,008</b>
<b>Claims incurred, net of reinsurance</b>		<b>(284,572)</b>	<b>(283,743)</b>
Changes in other technical provisions, net of reinsurance		2,339	-
Net operating expenses	8	(285,805)	(269,854)
Other technical charges, net of reinsurance		-	-
<b>Balance on the technical account for general business</b>		<b>79,016</b>	<b>91,097</b>

The Notes are an integral part of these Financial Statements



# Celeiros Limited

## Profit and Loss Account

### Non - Technical Account

for the year ended 31 December 2015

	Note	2015 £	2014 £
<b>Balance on technical account for general business</b>		79,016	91,097
Investment income	9	21,219	24,564
Unrealised gains on investments	9	4,892	6,000
Investment expenses and charges	9	(6,089)	(5,825)
Unrealised losses on investments	9	(10,036)	(6,177)
Allocated investment return transferred to the general business technical account		(8,335)	(17,151)
Other income		8,858	(8)
Other charges		(2,883)	(67,025)
<b>Profit/(loss) on ordinary activities before taxation</b>	10	86,642	25,475
Tax on profit/(loss) on ordinary activities	11	25,730	(80,239)
<b>Profit/(loss) for the financial year</b>		<u>112,372</u>	<u>(54,764)</u>

## Statement of Comprehensive Income

		2015 £	2014 £
<b>Profit/(loss) for the financial year</b>		112,372	(54,764)
Other comprehensive income			
Currency translation differences		3,371	7,165
Tax on other comprehensive income		(640)	(1,433)
<b>Total comprehensive income for the financial year</b>	16	<u>115,103</u>	<u>(49,032)</u>

All amounts relate to continuing operations

The Notes are an integral part of these Financial Statements

# Celeiros Limited

## Balance Sheet

as at 31 December 2015

		31 December 2015			31 December 2014		
	Note	Syndicate participation £	Corporate £	Total £	Syndicate participation £	Corporate £	Total £
<b>Assets</b>							
<b>Intangible assets</b>	12	-	16,370	16,370	-	-	-
<b>Investments</b>							
Financial investments	13	896,312	-	896,312	958,254	-	958,254
Deposits with ceding undertakings		79	-	79	313	-	313
		896,391	-	896,391	958,567	-	958,567
<b>Reinsurers' share of technical provisions</b>							
Provision for unearned premiums	7	43,831	-	43,831	31,038	-	31,038
Claims outstanding	7	199,267	-	199,267	232,894	-	232,894
Other technical provisions		2,339	-	2,339	6,858	-	6,858
		245,437	-	245,437	270,790	-	270,790
<b>Debtors</b>							
Arising out of direct insurance operations							
- Policyholders		9	-	9	389	-	389
- Intermediaries		170,404	-	170,404	156,371	-	156,371
Arising out of reinsurance operations		226,275	-	226,275	201,846	-	201,846
Other debtors	14	129,100	496,652	625,752	100,537	498,495	599,032
		525,788	496,652	1,022,440	459,143	498,495	957,638
<b>Other assets</b>							
Cash at bank and in hand		33,829	119,070	152,899	39,378	22,866	62,244
Other		64,026	-	64,026	71,374	-	71,374
		97,855	119,070	216,925	110,752	22,866	133,618
<b>Prepayments and accrued income</b>							
Accrued interest		833	-	833	1,203	-	1,203
Deferred acquisition costs	7	98,498	-	98,498	93,627	-	93,627
Other prepayments and accrued income		4,623	-	4,623	6,109	-	6,109
		103,954	-	103,954	100,939	-	100,939
<b>Total assets</b>		1,869,425	632,092	2,501,517	1,900,191	521,361	2,421,552

The Notes are an integral part of these Financial Statements

# Celeiros Limited

## Balance Sheet as at 31 December 2015

		31 December 2015			31 December 2014		
	Note	Syndicate participation £	Corporate £	Total £	Syndicate participation £	Corporate £	Total £
<b>Liabilities and shareholders' funds</b>							
<b>Capital and reserves</b>							
Called up share capital	15	-	271,310	271,310	-	271,310	271,310
Share premium account		-	-	-	-	-	-
Profit and loss account	16	157,846	(152,221)	5,625	182,442	(291,920)	(109,478)
<b>Shareholders' funds</b>		<b>157,846</b>	<b>119,089</b>	<b>276,935</b>	<b>182,442</b>	<b>(20,610)</b>	<b>161,832</b>
<b>Technical provisions</b>							
Provision for unearned premiums	7	369,895	-	369,895	350,139	-	350,139
Claims outstanding – gross amount	7	1,103,691	-	1,103,691	1,155,240	-	1,155,240
Other technical provisions		-	-	-	-	-	-
		<b>1,473,586</b>	<b>-</b>	<b>1,473,586</b>	<b>1,505,379</b>	<b>-</b>	<b>1,505,379</b>
<b>Provisions for other risks and charges</b>							
Deferred taxation	17	-	17,741	17,741	-	44,656	44,656
Other		-	-	-	-	-	-
			<b>17,741</b>	<b>17,741</b>	<b>-</b>	<b>44,656</b>	<b>44,656</b>
<b>Deposits received from reinsurers</b>		<b>94</b>	<b>-</b>	<b>94</b>	<b>161</b>	<b>-</b>	<b>161</b>
<b>Creditors</b>							
Arising out of direct insurance operations		27,128	-	27,128	21,493	-	21,493
Arising out of reinsurance operations		99,337	-	99,337	98,163	-	98,163
Amounts owed to credit institutions		2,635	-	2,635	2,666	-	2,666
Other creditors including taxation and social security	18	105,400	471,778	577,178	83,226	471,778	555,004
		<b>234,500</b>	<b>471,778</b>	<b>706,278</b>	<b>205,548</b>	<b>471,778</b>	<b>677,326</b>
<b>Accruals and deferred income</b>		<b>3,399</b>	<b>23,484</b>	<b>26,883</b>	<b>6,661</b>	<b>25,537</b>	<b>32,198</b>
<b>Total liabilities</b>		<b>1,711,579</b>	<b>513,003</b>	<b>2,224,582</b>	<b>1,717,749</b>	<b>541,971</b>	<b>2,259,720</b>
<b>Total liabilities and shareholders' funds</b>		<b>1,869,425</b>	<b>632,092</b>	<b>2,501,517</b>	<b>1,900,191</b>	<b>521,361</b>	<b>2,421,552</b>

The Financial Statements were approved and authorised for issue by the Board of Directors on 23 August 2016 and signed on its behalf by



Jeremy Richard Holt Evans  
Director

Company registration number 07034116

The Notes are an integral part of these Financial Statements

# Celeiros Limited

## Statement of Changes in Shareholders' Equity for the year ended 31 December 2015

	Note	Called up share capital £	Share premium account £	Profit and loss account £	Total £
At 1 January 2014		271,310	-	(60,446)	210,864
Profit/(loss) for the financial year	21	-	-	(54,764)	(54,764)
Other comprehensive income		-	-	5,732	5,732
Dividends paid	16	-	-	-	-
Proceeds from issue of shares	15	-	-	-	-
At 31 December 2014	21	271,310	-	(109,478)	161,832
At 1 January 2015		271,310	-	(109,478)	161,832
Profit/(loss) for the financial year		-	-	112,372	112,372
Other comprehensive income		-	-	2,731	2,731
Dividends paid	16	-	-	-	-
Proceeds from issue of shares	15	-	-	-	-
At 31 December 2015		271,310	-	5,625	276,935

The Notes are an integral part of these Financial Statements

# Celeiros Limited

## Cash Flow Statement for the year ended 31 December 2015

	2015 £	2014 £
<b>Cash flows from operating activities</b>		
Profit/(loss) on ordinary activities before tax	86,642	25,475
Deduction of (profit)/loss attributed to syndicate transactions	(92,867)	(103,912)
Distribution/(collection) of closed year result from/(to) syndicates	120,834	66,573
Profit/(loss) excluding syndicate transactions	114,609	(11,864)
<b>Adjustments for</b>		
(Increase)/decrease in debtors	1,843	3,315
Increase/(decrease) in creditors	(2,053)	(38,275)
(Profit)/loss on disposal of intangible assets	(8,858)	8
Amortisation of syndicate capacity	-	50,475
Investment income	(1,651)	(1,411)
Realised/unrealised (gains)/losses on investments	-	-
Income tax paid	(1,825)	(2,181)
<b>Net cash inflow/(outflow) from operating activities</b>	102,065	67
<b>Cash flows from investing activities</b>		
Investment income	1,651	1,411
Purchase of syndicate capacity	(16,370)	-
Proceeds from sale of syndicate capacity	8,858	-
Purchase of investments	-	-
Proceeds from sale of investments	-	-
<b>Net cash inflow/(outflow) from investing activities</b>	(5,861)	1,411
<b>Cash flows from financing activities</b>		
Equity dividends paid	-	-
Issue of shares	-	-
<b>Net cash inflow/(outflow) from financing activities</b>	-	-
<b>Net increase/(decrease) in cash and cash equivalents</b>	96,204	1,478
Cash and cash equivalents at beginning of year	22,866	21,388
Effect of exchange rate changes on cash and cash equivalents	-	-
<b>Cash and cash equivalents at end of year</b>	119,070	22,866
<b>Cash and cash equivalents comprise</b>		
Cash at bank and in hand	119,070	22,866
Other financial investments	-	-
<b>Cash and cash equivalents</b>	119,070	22,866

The Company has no control over the disposition of assets and liabilities at Lloyd's. Consequently, the Cash Flow Statement is prepared reflecting only the movement in corporate funds, which includes transfers to and from the syndicates at Lloyd's.

The Notes are an integral part of these Financial Statements

# **Celeiros Limited**

## **Notes to the Financial Statements for the year ended 31 December 2015**

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### **1. General information**

The Company is a private company limited by shares that was incorporated in England and whose registered office is 40 Gracechurch Street, London, EC3V 0BT. The Company participates in insurance business as an underwriting member of various syndicates at Lloyd's.

### **2. Accounting policies**

#### **Basis of preparation**

These Financial Statements have been prepared in accordance with United Kingdom Accounting Standards, including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", FRS 103 "Insurance Contracts", the Companies Act 2006 and Schedule 3 of the Large and Medium sized Companies and Groups (Accounts and Reports) Regulations, relating to insurance.

The Directors do not consider the Company to be a financial institution under FRS 102.

#### **Transition to FRS 102 and FRS 103**

These Financial Statements for the year ended 31 December 2015 are the first Financial Statements that comply with FRS 102 and FRS 103. The date of transition is 1 January 2014 and the comparative figures have been restated accordingly. The transition has resulted in a small number of changes in accounting policies to those used previously. The nature of these changes and their impact on the opening Balance Sheet and Profit and Loss Account are explained below and in the notes.

#### **Going concern**

The Company participates as an underwriting member of Lloyd's. Its underwriting is supported by Funds at Lloyd's, either made available by the Company directly or by its members. The Directors are of the opinion that the Company has adequate resources to meet its underwriting and other operational obligations for the foreseeable future. Accordingly, the going concern concept has been adopted in the preparation of the Financial Statements.

#### **Basis of accounting**

The Financial Statements are prepared under the historical cost basis of accounting modified to include the revaluation through profit and loss of certain financial instruments held at fair value through profit or loss.

The Financial Statements are prepared using the annual basis of accounting. Under the annual basis of accounting a result is determined at the end of each accounting period, reflecting the profit or loss from providing insurance coverage during that period and any adjustments to the profit or loss of providing insurance cover during earlier accounting periods.

Amounts reported in the general business technical account relate to movements in the period in respect of all relevant years of account of the syndicates on which the Company participates.

Assets and liabilities arising as a result of the underwriting activities are mainly controlled by the syndicates' managing agents. Accordingly, these assets and liabilities have been shown separately in the Balance Sheet as "Syndicate participation". Other assets and liabilities are shown as "Corporate". The syndicate assets are held subject to trust deeds for the benefit of the syndicates' insurance creditors.

The information included in these Financial Statements in respect of the syndicates has been supplied by managing agents based upon the various accounting policies they have adopted. The following describes the policies they have adopted.

### **General business**

#### **1. Premiums**

Premiums written comprise the total premiums receivable in respect of business inception during the year, together with any differences between booked premiums for prior years and those previously accrued, and include estimates of premiums due but not yet receivable or notified to the syndicates on which the Company participates, less an allowance for cancellations. All premiums are shown gross of commission payable to intermediaries and exclude taxes and duties levied on them.

# Celeiros Limited

## Notes to the Financial Statements (continued) for the year ended 31 December 2015

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### 2 Accounting policies (continued)

#### ii Unearned premiums

Written premium is earned according to the risk profile of the policy. Unearned premiums represent the proportion of premiums written in the year that relate to unexpired terms of policies in force at the Balance Sheet date, calculated on a time apportionment basis having regard where appropriate, to the incidence of risk. The specific basis adopted by each syndicate is determined by the relevant managing agent.

#### iii Deferred acquisition costs

Acquisition costs, which represent commission and other related expenses, are deferred over the period in which the related premiums are earned.

#### iv Reinsurance premiums

Managing agents enter into reinsurance contracts on behalf of syndicates, in the normal course of business, in order to limit the potential losses arising from certain exposures. Reinsurance premium costs are allocated by the managing agent of each syndicate to reflect the protection arranged in respect of the business written and earned.

#### v Claims incurred and reinsurers' share

Claims incurred comprise claims and settlement expenses (both internal and external) occurring in the year and changes in the provisions for outstanding claims, including provisions for claims incurred but not reported and settlement expenses, together with any other adjustments to claims from previous years. Where applicable, deductions are made for salvage and other recoveries.

The provision for claims outstanding comprises amounts set aside for claims notified and claims incurred but not yet reported (IBNR). The amount included in respect of IBNR is based on statistical techniques of estimation applied by each syndicate's in-house reserving team and reviewed by external consulting actuaries. These techniques generally involve projecting from past experience the development of claims over time to form a view of the likely ultimate claims to be experienced for more recent underwriting, having regard to variations in the business accepted and the underlying terms and conditions. The provision for claims also includes amounts in respect of internal and external claims handling costs. For the most recent years, where a high degree of volatility arises from projections, estimates may be based in part on output from rating and other models of the business accepted and assessments of underwriting conditions.

The reinsurers' share of provisions for claims is based on calculated amounts of outstanding claims and projections for IBNR, net of estimated irrecoverable amounts, having regard to each syndicate's reinsurance programme in place for the class of business, the claims experience for the year and the current security rating of the reinsurance companies involved. Each syndicate uses a number of statistical techniques to assist in making these estimates.

Accordingly the two most critical assumptions made by each syndicate's managing agent as regards claims provisions are that the past is a reasonable predictor of the likely level of claims development and that the rating and other models used including pricing models for recent business are reasonable indicators of the likely level of ultimate claims to be incurred.

The level of uncertainty with regard to the estimations within these provisions generally decreases with time as the exposure period recedes. In addition the nature of short tail claims such as property where claims are typically notified and settled within a short period of time will normally have less uncertainty after a few years than long tail risks such as some liability business where it may be several years before claims are fully advised and settled. In addition to these factors if there are disputes regarding coverage under policies or changes in the relevant law regarding a claim this may increase the uncertainty in the estimation of the outcomes.

The assessment of these provisions is usually the most subjective aspect of an insurer's accounts and may result in greater uncertainty within an insurer's accounts than within those of many other businesses. The provisions for gross claims and related reinsurance recoveries have been assessed on the basis of the information currently available to the directors of each syndicate's managing agent. However, ultimate liability will vary as a result of subsequent information and events and this may result in significant adjustments to the amounts provided. Adjustments to the amounts of claims provisions established in prior years are reflected in the Financial Statements for the period in which the adjustments are made. The provisions are not discounted for the investment earnings that may be expected to arise in the future on the funds retained to meet the future liabilities. The methods used, and the estimates made, are reviewed regularly.

# Celeiros Limited

## Notes to the Financial Statements (continued) for the year ended 31 December 2015

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### 2. Accounting policies (continued)

#### vi Unexpired risks provision

Provisions for unexpired risks are made where the costs of outstanding claims, related expenses and deferred acquisition costs are expected to exceed the unearned premium provision carried forward at the Balance Sheet date. The provision for unexpired risks is calculated separately by reference to classes of business which are managed together, after taking into account relevant investment return. The provision is made on a syndicate by syndicate basis by the relevant managing agent.

#### vii Closed years of account

At the end of the third year, the underwriting account is normally closed by reinsurance into the following year of account. The amount of the reinsurance to close premium payable is determined by the managing agent, generally by estimating the cost of claims notified but not settled at 31 December, together with the estimated cost of claims incurred but not reported at that date, and an estimate of future claims handling costs.

Any subsequent variation in the ultimate liabilities of the closed year of account is borne by the underwriting year into which it is reinsured.

The payment of a reinsurance to close premium does not eliminate the liability of the closed year for outstanding claims. If the reinsuring syndicate was unable to meet its obligations, and the other elements of Lloyd's chain of security were to fail, then the closed underwriting account would have to settle outstanding claims.

The Directors consider that the likelihood of such a failure of the reinsurance to close is extremely remote, and consequently the reinsurance to close has been deemed to settle the liabilities outstanding at the closure of an underwriting account. The Company has included its share of the reinsurance to close premiums payable as technical provisions at the end of the current period, and no further provision is made for any potential variation in the ultimate liability of that year of account.

#### viii Run-off years of account

Where an underwriting year of account is not closed at the end of the third year (a "run-off" year of account) a provision is made for the estimated cost of all known and unknown outstanding liabilities of that year. The provision is determined initially by the managing agent on a similar basis to the reinsurance to close. However, any subsequent variation in the ultimate liabilities for that year remains with the corporate member participating therein. As a result, any run-off year will continue to report movements in its results after the third year until such time as it secures a reinsurance to close.

#### ix Net operating expenses (including acquisition costs)

Net operating costs include acquisition costs, profit and loss on exchange and other amounts incurred by the syndicates on which the Company participates.

Acquisition costs, comprising commission and other costs related to the acquisition of new insurance contracts, are deferred to the extent that they are attributable to premiums unearned at the Balance Sheet date.

#### x Distribution of profits and collection of losses

Lloyd's operates a detailed set of regulations regarding solvency and the distribution of profits and payment of losses between syndicates and their members. Lloyd's continues to require membership of syndicates to be on an underwriting year of account basis and profits and losses belong to members according to their membership of a year of account. Normally profits and losses are transferred between the syndicate and members after results for a year of account are finalised after 36 months. This period may be extended if a year of account goes into run-off. The syndicate may make earlier on account distributions or cash calls according to the cash flow of a particular year of account and subject to Lloyd's requirements.



# Celeiros Limited

## Notes to the Financial Statements (continued) for the year ended 31 December 2015

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### 2. Accounting policies (continued)

#### x1 Financial assets and financial liabilities

The syndicates' investments comprise of debt and equity investments, derivatives, cash and cash equivalents and loans and receivables

Debtors/creditors arising from insurance/reinsurance operations shown in the Balance Sheet include the totals of all the syndicates' outstanding debit and credit transactions as processed by the Lloyd's central facility. No account has been taken of any offsets which may be applicable in calculating the net amounts due between the syndicates and each of their counterparty insureds, reinsurers or intermediaries as appropriate

##### Recognition

Financial assets and liabilities are recognised when the syndicate becomes party to the contractual provisions of the instrument. Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the syndicate after deducting all of its liabilities.

##### Initial measurement

All financial assets and liabilities are initially measured at transaction price (including transaction costs), except for those financial assets classified as at fair value through profit or loss, which are initially measured at fair value (which is normally the transaction price excluding transaction costs), unless the arrangement constitutes a financing transaction. If an arrangement constitutes a finance transaction, the financial asset or liability is measured at the present value of the future payments discounted at a market rate of interest for a similar debt instrument.

##### Subsequent measurement

Non-current debt instruments are subsequently measured at amortised cost using the effective interest method.

Debt instruments that are classified as payable or receivable within one financial year and which meet the above conditions are measured at the undiscounted amount of the cash or other consideration expected to be paid or received.

Other debt instruments are measured at fair value through profit or loss.

##### De-recognition of financial assets and liabilities

Financial assets are derecognised when and only when a) the contractual rights to the cash flow from the financial asset expire or are settled, b) the syndicates transfer to another party substantially all of the risks and rewards of ownership of the financial asset, or c) the syndicates, despite having retained some significant risks and rewards of ownership, have transferred control of the asset to another party and the other party has the practical ability to sell the asset in its entirety to an unrelated third party and is able to exercise that ability unilaterally and without needing to impose additional restrictions on the transfer.

Financial liabilities are derecognised only when the obligation specified in the contract is discharged, cancelled or expires.

##### Fair value measurement

The best evidence of fair value is a quoted price for an identical asset in an active market. When quoted prices are unavailable, the price of a recent transaction for an identical asset provides evidence of fair value as long as there has not been a significant change in economic circumstances or a significant lapse in time since the transaction took place. If the market is not active and recent transactions of an identical asset on their own are not a good estimate of fair value, the syndicates estimate the fair value by using a valuation technique.

##### Impairment of financial instruments measured at amortised cost or cost

For financial assets carried at amortised cost, the amount of an impairment is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate, i.e. using the effective interest method.

For financial assets carried at cost less impairment, the impairment loss is the difference between the asset's carrying amount and the best estimate of the amount that would be received for the asset if it were to be sold at the reporting date.

Where indicators exist for a decrease in impairment loss, and the decrease can be related objectively to an event occurring after the impairment was recognised, the prior impairment loss is tested to determine reversal. An impairment loss is reversed on an individual impaired financial asset to the extent that the revised recoverable value does not lead to a revised carrying amount higher than the carrying value had no impairment been recognised. The amount of the reversal is recognised in profit and loss immediately.

# Celeiros Limited

## Notes to the Financial Statements (continued) for the year ended 31 December 2015

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### 2. Accounting policies (continued)

#### xii Investment return

Investment return comprises all investment income, realised investment gains and losses, movements in unrealised gains and losses, net of investment expenses and charges

Realised and unrealised gains and losses are measured by reference to the original cost of the investment if purchased in the year, or if held at the beginning of the year by reference to the fair value at that date

Investment return is initially recorded in the non-technical account. A transfer is made from the non-technical account to the general business technical account to reflect the investment return on funds supporting the underwriting business

#### xiii Basis of currency translation

The presentational and functional currency of the Company is Pound Sterling, which is the currency of the primary economic environment in which it operates. Supported syndicates may have different functional currencies

Income and expenditure in US dollars, Canadian dollars and Euros is translated at the average rate of exchange for the year. Underwriting transactions denominated in other foreign currencies are included at the rate of exchange ruling at the date the transaction is processed

Monetary assets and liabilities, which according to FRS 103 are deemed to include unearned premiums and deferred acquisition costs, are translated into Pound Sterling at the rates of exchange at the Balance Sheet date

Any non-monetary items are translated into the functional currency using the rate of exchange prevailing at the time of the transaction. FRS 103 states that insurance assets and liabilities (unearned premiums and deferred acquisition costs), that were previously considered non-monetary items, are now required to be treated as monetary items. This is a change in accounting policy from 1 January 2014. These assets and liabilities have been retranslated at period end to the functional currency at the closing rate

Differences arising on translation to the functional currency of the syndicates where the functional currency was not Pound Sterling are reported in the Statement of Other Comprehensive Income. All other exchange differences are reported within the Profit and Loss Account, Non-Technical Account (or the Technical Account in respect of Life syndicates)

### Reinsurance at corporate level

Where considered applicable by the Directors, the Company may purchase additional reinsurance to that purchased through the syndicates. Any such reinsurance premiums and related reinsurance recoveries are treated in the same manner as described for syndicates in Note 2 (iv) and (v) above

### Taxation

The Company is taxed on its results including its share of underwriting results declared by the syndicates. These are deemed to accrue evenly over the calendar year in which they are declared. The syndicate results included in these Financial Statements are only declared for tax purposes in the calendar year following the normal closure of the year of account. No provision is made for corporation tax in relation to open years of account. However, full provision is made for deferred tax on underwriting results not subject to current corporation tax

HM Revenue & Customs agrees the taxable results of the syndicates at a syndicate level on the basis of computations submitted by the managing agent. At the date of the approval of these Financial Statements the syndicate taxable results of years of account closed at this and at previous year ends may not have been fully agreed with HM Revenue & Customs. Any adjustments that may be necessary to the tax provisions established by the Company, as a result of HM Revenue & Customs agreement of syndicate results, will be reflected in the Financial Statements of subsequent periods

### Deferred taxation

Deferred tax is provided in full on timing differences which result in an obligation at the Balance Sheet date to pay more tax, or a right to pay less tax, at a future date at rates expected to apply when they crystallise, based on current tax rates and law

Deferred tax assets are recognised to the extent that it is regarded as more likely than not that they will be recovered

Deferred tax assets and liabilities have not been discounted

# **Celeiros Limited**

## **Notes to the Financial Statements (continued) for the year ended 31 December 2015**

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### **2 Accounting policies (continued)**

#### **Intangible assets**

Costs incurred by the Company in the Corporation of Lloyd's auctions in order to acquire rights to participate on syndicates' underwriting years are included within intangible assets and amortised over a five year period beginning in the year following the purchase of the syndicate participation

The intangible assets are reviewed for impairment where there are indicators for impairment, and any impairment is charged to the Profit and Loss Account for the period

#### **Cash and cash equivalents and cash flow statement**

Cash and cash equivalents include deposits held at call with banks, other short-term liquid investments with original maturities of three months or less and cash in hand

The Company has no control over the disposition of assets and liabilities at Lloyd's. Consequently, the Cash Flow Statement is prepared reflecting only the movement in corporate funds, which includes transfers to and from syndicates at Lloyd's

#### **Share capital**

Ordinary share capital is classified as equity. The difference between fair value of the consideration received and the nominal value of the share capital being issued, is taken to the share premium account. Incremental costs directly attributable to the issue of new ordinary shares are shown in equity as a deduction, net of taxes, from the proceeds

#### **Dividend distributions to shareholders**

Dividend distributions to the Company's shareholders are recognised in the Financial Statements in the period in which the dividends are approved by the shareholders. These amounts are recognised in the Statement of Changes in Shareholders' Equity

### **3 Key accounting judgements and estimation uncertainties**

In applying the Company's accounting policies, the Directors are required to make judgements, estimates and assumptions in determining the carrying amounts of assets and liabilities. These judgements, estimates and assumptions are based on the best and most reliable evidence available at the time when the decisions are made, and are based on historical experience and other factors that are considered to be applicable. Due to the inherent subjectivity involved in making such judgements, estimates and assumptions, the actual results and outcomes may differ. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised, if the revision affects only that period, or in the period of the revision and future periods, if the revision affects both current and future periods

The measurement of the provision for claims outstanding is the most significant judgement involving estimation uncertainty regarding amounts recognised in these Financial Statements in relation to underwriting by the syndicates and this is disclosed further in Note 4

The management and control of each syndicate is carried out by the managing agent of that syndicate, and the Company looks to the managing agent to implement appropriate policies, procedures and internal controls to manage each syndicate

The key accounting judgements and sources of estimation uncertainty set out below therefore relate to those made in respect of the Company only, and do not include estimates and judgements made in respect of the syndicates

#### **Purchased syndicate capacity**

##### **Estimating value in use**

Where an indication of impairment of capacity values exists, the Directors will carry out an impairment review to determine the recoverable amount, which is the higher of fair value less cost to sell and value in use. The value in use calculation requires an estimate of the future cash flows expected to arise from the capacity and a suitable discount rate in order to calculate present value

##### **Determining the useful life of purchased syndicate capacity**

The assessed useful life of syndicate capacity is five years. This is on the basis that this is the life over which the original value of the capacity acquired is used up

# Celeiros Limited

## Notes to the Financial Statements (continued) for the year ended 31 December 2015

### 3 Key accounting judgements and estimation uncertainties (continued)

#### Assessing indicators of impairment

In assessing whether there have been any indicators of impairment assets, the Directors consider both external and internal sources of information such as market conditions, counterparty credit ratings and experience of recoverability. There have been no indicators of impairments identified during the current financial year.

#### Recoverability of receivables:

The Company establishes a provision for receivables that are estimated not to be recoverable. When assessing recoverability, factors such as the aging of the receivables, past experience of recoverability, and the credit profile of individual or groups of customers are all considered.

### 4. Risk management

This section summarises the financial and insurance risks the Company is exposed to either directly at its own corporate level or indirectly via its participation in the Lloyd's syndicates.

#### Risk background

The syndicate's activities expose it to a variety of financial and non-financial risks. The managing agent is responsible for managing the syndicate's exposure to these risks and, where possible, introducing controls and procedures that mitigate the effects of the exposure to risk. Each year, the managing agent prepares a Lloyd's Capital Return ("LCR") for the syndicate, the purpose of this being to agree capital requirements with Lloyd's based on an agreed assessment of the risks impacting the syndicate's business, and the measures in place to manage and mitigate those risks from a quantitative and qualitative perspective. The risks described below are typically reflected in the LCR, and, typically, the majority of the total assessed value of the risks concerned is attributable to insurance risk.

The insurance risks faced by a syndicate include the occurrence of catastrophic events, downward pressure on pricing of risks, reductions in business volumes and the risk of inadequate reserving. Reinsurance risks arise from the risk that a reinsurer fails to meet their share of a claim. The management of the syndicate's funds is exposed to risks of investment, liquidity, currency and interest rates leading to financial loss. The syndicate is also exposed to regulatory and operational risks including its ability to continue to trade. However, supervision by Lloyd's provides additional controls over the syndicate's management of risks.

The Company manages the risks faced by the syndicates on which it participates by monitoring the performance of the syndicates it supports. This commences in advance of committing to support a syndicate for the following year, with a review of the business plan prepared for each syndicate by its managing agent. In addition, quarterly reports and annual accounts together with any other information made available by the managing agent are monitored and if necessary enquired into. If the Company considers that the risks being run by the syndicate are excessive it will seek confirmation from the managing agent that adequate management of the risk is in place and, if considered appropriate will withdraw support from the next underwriting year. The Company relies on advice provided by the members' agent which acts for it, who are specialists in assessing the performance and risk profiles of syndicates. The Company also mitigates its insurance risks by participating across several syndicates as detailed in Note 24.

The Directors do not consider the Company to be a financial institution under FRS 102, on the basis that the Company itself does not undertake the business of effecting or carrying out insurance contracts. Therefore there is no requirement to discuss financial risks arising from syndicate investment activities. The analysis below provides details of the financial risks the Company is exposed to from syndicate insurance activities as required by FRS 103. Note 7 provides further analysis of sensitivities to reserving and underwriting risks.

#### Syndicate risks

##### 1 Liquidity risk

The syndicates are exposed to daily calls on their available cash resources, principally from claims arising from its insurance business. Liquidity risk arises where cash may not be available to pay obligation when due, or to ensure compliance with the syndicate's obligations under the various trust deeds to which it is party.

The syndicates aim to manage their liquidity position so that they can fund claims arising from significant catastrophic events, as modelled in their Lloyd's realistic disaster scenarios ("RDS").

# Celeiros Limited

## Notes to the Financial Statements (continued) for the year ended 31 December 2015

### 4. Risk management (continued)

#### Syndicate risks (continued)

#### ii. Credit risk

Credit ratings to syndicate assets emerging directly from insurance activities, excluding cash at bank and financial investments, which are neither past due nor impaired are as follows

2015	AAA £	AA £	A £	BBB or lower £	Not rated £	Total £
Deposits with ceding undertakings	-	-	-	-	79	79
Reinsurers share of claims outstanding	4,470	64,933	120,058	1,421	8,385	199,267
Reinsurance debtors	703	90,468	33,703	229	30,307	155,410
Insurance debtors	-	-	-	-	-	-
	5,173	155,401	153,761	1,650	38,771	354,756

2014	AAA £	AA £	A £	BBB or lower £	Not rated £	Total £
Deposits with ceding undertakings	-	-	277	-	36	313
Reinsurers share of claims outstanding	5,708	66,719	149,075	1,297	10,095	232,894
Reinsurance debtors	598	59,146	34,921	232	9,908	104,805
Insurance debtors	-	-	-	-	-	-
	6,306	125,865	184,273	1,529	20,039	338,012

Syndicate assets emerging directly from insurance activities, excluding cash at bank and financial investments, with reference to their due date or impaired are as follows

2015	Less than 3 months £	Between 3 and 6 months £	Between 6 months and 1 year £	Greater than 1 year £	Impaired £	Total past due or impaired £
Deposits with ceding undertakings	79	-	-	-	-	79
Reinsurers share of claims outstanding	199,259	7	1	-	-	199,267
Reinsurance debtors	153,331	589	801	443	246	155,410
Insurance debtors	199,863	2,566	2,221	2,273	(180)	206,743
	552,532	3,162	3,023	2,716	66	561,499

2014	Less than 3 months £	Between 3 and 6 months £	Between 6 months and 1 year £	Greater than 1 year £	Impaired £	Total past due or impaired £
Deposits with ceding undertakings	313	-	-	-	-	313
Reinsurers share of claims outstanding	231,684	-	-	-	1,210	232,894
Reinsurance debtors	102,336	362	876	918	313	104,805
Insurance debtors	192,248	2,624	2,293	1,323	(275)	198,213
	526,581	2,986	3,169	2,241	1,248	536,225

#### iii. Interest rate and equity price risk

Interest rate risk and equity price risk are the risks that the fair value of future cash flows of financial instruments will fluctuate because of changes in market interest rates and market prices, respectively

# Celeiros Limited

## Notes to the Financial Statements (continued) for the year ended 31 December 2015

### 4. Risk management (continued)

#### Syndicate risks (continued)

##### iv Currency risk

The syndicates' main exposure to foreign currency risk arises from insurance business originating overseas, primarily denominated in US dollars. Transactions denominated in US dollars form a significant part of the syndicates' operations. This risk is, in part, mitigated by the syndicates maintaining financial assets denominated in US dollars against its major exposures in that currency.

The table below provides details of syndicate assets and liabilities by currency

2015	GBP £ converted	USD £ converted	EUR £ converted	CAD £ converted	Other £ converted	Total £ converted
Total assets	396,808	1,141,467	116,304	121,258	93,588	1,869,425
Total liabilities	(479,453)	(979,678)	(111,523)	(71,700)	(69,225)	(1,711,579)
Surplus/(deficiency) of assets	(82,645)	161,789	4,781	49,558	24,363	157,846
2014	GBP £ converted	USD £ converted	EUR £ converted	CAD £ converted	Other £ converted	Total £ converted
Total assets	395,860	1,138,165	126,494	141,193	98,479	1,900,191
Total liabilities	(482,667)	(976,124)	(113,156)	(80,110)	(65,692)	(1,717,749)
Surplus/(deficiency) of assets	(86,807)	162,041	13,338	61,083	32,787	182,442

The impact of a 5% change in exchange rates between GBP and other currencies would be £12,025 on shareholders' funds (2014 £13,462)

### Company risks

#### i. Investment, credit, liquidity and currency risks

The significant risks faced by the Company are with regard to the investment of the available funds within its own custody. The elements of these risks are investment risk, credit risk, liquidity risk, currency risk and interest rate risk. The main liquidity risk would arise if a syndicate had inadequate liquid resources for a large claim and sought funds from the Company to meet the claim. In order to minimise investment, credit and liquidity risk the Company's funds are invested in readily realisable short term deposits. The syndicates can distribute their results in Pound Sterling, US dollars or a combination of the two. The Company is exposed to movements in the US dollar between the Balance Sheet date and the distribution of the underwriting profits and losses, which is usually in the May following the closure of a year of account. The Company does not use derivative instruments to manage risk and, as such, no hedge accounting is applied.

#### ii. Regulatory risks

The Company is subject to continuing approval by Lloyd's to be a member of a Lloyd's syndicate. The risk of this approval being removed is mitigated by monitoring and fully complying with all requirements in relation to membership of Lloyd's. The capital requirements to support the proposed amount of syndicate capacity for future years are subject to the requirements of Lloyd's. A variety of factors are taken into account by Lloyd's in setting these requirements including market conditions and syndicate performance and although the process is intended to be fair and reasonable, the requirements can fluctuate from one year to the next, which may constrain the volume of underwriting the Company is able to support.

#### iii. Operational risks

As there are relatively few transactions actually undertaken by the Company there are only limited systems and operational requirements of the Company and therefore operational risks are not considered to be significant. Close involvement of all Directors in the Company's key decision making and the fact that the majority of the Company's operations are conducted by syndicates, provides control over any remaining operational risks.

# Celeiros Limited

## Notes to the Financial Statements (continued) for the year ended 31 December 2015

### 5 Class of business

2015	Gross written premiums £	Gross premiums earned £	Gross claims incurred £	Net operating expenses £	Reinsurance balance £	Total £
<b>Direct insurance</b>						
Accident and health	30,298	29,246	(13,131)	(14,341)	(1,610)	164
Motor – third party liability	4,820	4,173	(2,994)	(1,562)	223	(160)
Motor – other classes	59,202	55,218	(39,024)	(17,782)	(1,029)	(2,617)
Marine, aviation and transport	86,423	92,228	(31,230)	(39,445)	(9,410)	12,143
Fire and other damage to property	211,220	210,609	(84,862)	(80,860)	(32,253)	12,634
Third party liability	164,654	157,830	(91,399)	(60,506)	(651)	5,274
Credit and suretyship	10,313	10,334	(5,557)	(3,031)	(1,169)	577
Legal expenses	1,462	2,014	(693)	(1,058)	(21)	242
Assistance	-	-	-	-	-	-
Miscellaneous	5,356	5,230	(2,315)	(2,030)	(403)	482
<b>Total direct</b>	<b>573,748</b>	<b>566,882</b>	<b>(271,205)</b>	<b>(220,615)</b>	<b>(46,323)</b>	<b>28,739</b>
Reinsurance inwards	210,870	206,455	(62,174)	(65,190)	(39,536)	39,555
<b>Total</b>	<b>784,618</b>	<b>773,337</b>	<b>(333,379)</b>	<b>(285,805)</b>	<b>(85,859)</b>	<b>68,294</b>
<b>2014</b>	<b>Gross written premiums £</b>	<b>Gross premiums earned £</b>	<b>Gross claims incurred £</b>	<b>Net operating expenses £</b>	<b>Reinsurance balance £</b>	<b>Total £</b>
<b>Direct insurance</b>						
Accident and health	28,690	28,325	(11,589)	(13,467)	(1,482)	1,787
Motor – third party liability	3,449	3,675	(2,825)	(1,341)	(7)	(498)
Motor – other classes	53,103	52,997	(37,077)	(19,446)	757	(2,769)
Marine, aviation and transport	97,421	97,643	(44,873)	(36,806)	(6,320)	9,644
Fire and other damage to property	204,910	197,800	(68,564)	(73,606)	(33,293)	22,337
Third party liability	143,050	142,343	(85,999)	(52,734)	(1,062)	2,548
Credit and suretyship	10,441	10,052	(7,131)	(3,019)	(512)	(610)
Legal expenses	2,257	2,137	(821)	(1,177)	(27)	112
Assistance	-	-	-	-	-	-
Miscellaneous	4,716	4,710	(1,746)	(1,980)	(545)	439
<b>Total direct</b>	<b>548,037</b>	<b>539,682</b>	<b>(260,625)</b>	<b>(203,576)</b>	<b>(42,491)</b>	<b>32,990</b>
Reinsurance inwards	213,831	217,766	(73,983)	(66,278)	(36,658)	40,847
<b>Total</b>	<b>761,868</b>	<b>757,448</b>	<b>(334,608)</b>	<b>(269,854)</b>	<b>(79,149)</b>	<b>73,837</b>

### 6. Geographical analysis

	2015 £	2014 £
<b>Direct gross premium written in</b>		
United Kingdom	486,500	472,391
Other EU Member States	8,945	4,002
Rest of the World	78,303	71,644
	<b>573,748</b>	<b>548,037</b>

# Celeiros Limited

## Notes to the Financial Statements (continued) for the year ended 31 December 2015

### 7 Technical provisions

Movement in claims outstanding	Gross £	Reinsurance £	2015 Net £	Gross £	Reinsurance £	2014 Net £
At 1 January	1,155,240	232,894	922,346	1,225,964	261,469	964,495
Movement of reserves	(32,104)	(32,393)	289	(39,759)	(31,751)	(8,008)
Other movements	(19,445)	(1,234)	(18,211)	(30,965)	3,176	(34,141)
At 31 December	<u>1,103,691</u>	<u>199,267</u>	<u>904,424</u>	<u>1,155,240</u>	<u>232,894</u>	<u>922,346</u>

Movement in unearned premiums	Gross £	Reinsurance £	2015 Net £	Gross £	Reinsurance £	2014 Net £
At 1 January	350,139	31,038	319,101	338,796	41,059	297,737
Movement of reserves	11,281	3,187	8,094	4,420	(2,722)	7,142
Other movements	8,475	9,606	(1,131)	6,923	(7,299)	14,222
At 31 December	<u>369,895</u>	<u>43,831</u>	<u>326,064</u>	<u>350,139</u>	<u>31,038</u>	<u>319,101</u>

Movement in deferred acquisition costs	2015 Net £	Restated 2014 Net £
At 1 January	93,627	85,836
Movement in deferred acquisition costs	5,168	6,727
Other movements	(297)	1,064
At 31 December	<u>98,498</u>	<u>93,627</u>

Included within other movements are foreign exchange movements in restating the opening balances and the effect of the 2012 and prior years' technical provisions being reinsured to close into the 2013 year of account (2014 2011 and prior years' technical provisions being reinsured to close into the 2012 year of account), to the extent where the Company's syndicate participation portfolio has changed between those two years of account



# Celeiros Limited

## Notes to the Financial Statements (continued) for the year ended 31 December 2015

### 7. Technical provisions (continued)

#### Assumptions, changes in assumptions and sensitivity

As described in Note 4 the majority of the risks to the Company's future cash flows arise from its participation in the results of Lloyd's syndicates and are mostly managed by the managing agents of the syndicates. The Company's role in managing these risks, in conjunction with the Company's members' agent, is limited to a selection of syndicate participations and monitoring the performance of the syndicates and their managing agents.

The amounts carried by the Company arising from insurance contracts are calculated by the managing agents of the syndicates and derived from accounting information provided by the managing agents and reported upon by the syndicate auditors.

The key assumptions underlying the amounts carried by the Company arising from insurance contracts are:

- the net premiums written calculated by the managing agent are an accurate assessment of the premiums payable as a result of the risks contractually committed to up to the Balance Sheet date,
- the net unearned premiums calculated by the managing agent are an accurate assessment of the net premiums written that reflect the exposure to risks arising after the Balance Sheet date, including appropriate allowance for anticipated losses in excess of the unearned premium,
- the claims reserves calculated by the managing agents are an accurate assessment of the ultimate liabilities in respect of claims relating to events up to the Balance Sheet date,
- the potential ultimate result of run-off year results has been accurately estimated by the managing agents, and
- the values of investments and other assets and liabilities are correctly stated at their realisable values at the Balance Sheet date.

There have been no changes to these assumptions in 2015.

The amounts carried by the Company arising from insurance contracts are sensitive to various factors as follows:

- a 5% increase/decrease in net earned premium (with all other underwriting elements assumed to change pro-rata with premium) will increase/decrease the Company's pre-tax profit/loss by £31,934 (2014 £31,372),
- a 5% increase/decrease in the managing agents' calculation of gross claims reserves will decrease/increase the Company's pre-tax profit/loss by £55,185 (2014 £57,762),
- a 5% increase/decrease in the managing agents' calculation of net claims reserves will decrease/increase the Company's pre-tax profit/loss by £45,221 (2014 £46,117).

The 5% movement has been selected to give an indication of the possible variations in the assumptions used.

The historical gross and net claims development is as follows:

#### Claims development - Gross

	After 12 months £	After 24 months £	After 36 months £	Profit/(loss) on RITC received £
Underwriting pure year				
2011	287,278	480,839	479,562	30,791
2012	285,556	427,868	421,399	46,885
2013	226,218	395,851	395,190	-
2014	219,265	389,988		
2015	207,669	-		

#### Claims development - Net

	After 12 months £	After 24 months £	After 36 months £	Profit/(loss) on RITC received £
Underwriting pure year				
2011	233,534	391,400	385,522	41,057
2012	228,904	358,727	352,793	50,138
2013	194,984	348,217	344,215	-
2014	186,786	347,041		
2015	177,766	-		

# Celeiros Limited

## Notes to the Financial Statements (continued) for the year ended 31 December 2015

8. Net operating expenses	2015	2014
	£	£
Acquisition costs	207,420	196,191
Change in deferred acquisition costs	(5,168)	(6,727)
Administrative expenses	83,586	80,471
Loss/(profit) on exchange	(33)	(81)
	<u>285,805</u>	<u>269,854</u>

9 Investment return	2015	2014
	£	£
Investment income	13,761	15,898
Dividend income	84	75
Interest on cash at bank	2,190	2,168
Other interest and similar income	925	729
Realised gains on investments	4,259	5,694
<b>Investment income</b>	<u>21,219</u>	<u>24,564</u>
Investment management expenses	(1,219)	(1,556)
Realised losses on investments	(4,870)	(4,269)
<b>Investment expenses and charges</b>	<u>(6,089)</u>	<u>(5,825)</u>
Unrealised gains and losses, net	(5,144)	(177)
<b>Total investment return</b>	<u>9,986</u>	<u>18,562</u>

### Analysed as follows:

	Investments at fair value through profit or loss 2015 £	Investments available for sale 2015 £	Total 2015 £	Investments at fair value through profit or loss 2014 £	Investments available for sale 2014 £	Total 2014 £
Realised gains and losses	(611)	-	(611)	1,425	-	1,425
Unrealised gains and losses	(5,144)	-	(5,144)	(177)	-	(177)
Other relevant income	(58)	-	(58)	(20)	-	(20)
	<u>(5,813)</u>	<u>-</u>	<u>(5,813)</u>	<u>1,228</u>	<u>-</u>	<u>1,228</u>
Interest and similar income, net of expenses			15,799			17,334
<b>Total investment return</b>			<u>9,986</u>			<u>18,562</u>

# Celeiros Limited

## Notes to the Financial Statements (continued) for the year ended 31 December 2015

<b>10 Profit/(loss) on ordinary activities before taxation</b>	<b>2015</b>	<b>2014</b>
	<b>£</b>	<b>£</b>
This is stated after charging		
Key management personnel remuneration	-	-
Amortisation of syndicate capacity	-	50,475
Interest on bank loan and overdrafts	-	-
Interest on other loans	-	-
The Company has no employees		

The auditors, PKF Littlejohn LLP, charge a fixed fee to Nomina Plc for the provision of the audit of the Company. This fee is included within the service fee charged to the Company by Nomina Plc and equates to approximately £72 (2014: £74).

<b>11 Taxation</b>	<b>2015</b>	<b>2014</b>
	<b>£</b>	<b>£</b>
<b>Analysis of charge in year</b>		
Current tax		
UK corporation tax on profit/(loss) of the year	-	-
Adjustment in respect of previous years	-	-
Foreign tax	1,825	2,181
Total current tax	1,825	2,181
Deferred tax		
Origination and reversal of timing differences	(25,322)	78,058
Change in tax rate	(2,233)	-
Total deferred tax	(27,555)	78,058
Tax on profit/(loss) on ordinary activities	(25,730)	80,239

### Factors affecting tax charge for year

The tax assessed for the year is different to the standard rate of corporation tax in the UK of 20.00% (2014: 20.00%). The differences are explained below:

Profit/(loss) on ordinary activities before tax	86,642	25,475
Profit/(loss) on ordinary activities multiplied by standard rate of corporation tax in the UK of 20.00% (2014: 20.00%)	17,328	5,095
Effects of:		
Adjustment in respect of previous years	-	-
Group relief claimed	-	-
Income not taxable	-	-
Permanent differences	588	13
Foreign tax	1,825	2,181
Rate change adjustments	(45,471)	72,950
Tax on charge/(credit) for the year	(25,730)	80,239

The results of the Company's participation on the 2013, 2014 and 2015 years of account and the calendar year movement on 2012 and prior run-offs will not be assessed to tax until the year ended 31 December 2016, 2017 and 2018 respectively being the year after the calendar year result of each run-off year or the normal date of closure of each year of account.

# Celeiros Limited

## Notes to the Financial Statements (continued) for the year ended 31 December 2015

12 Intangible assets	2015	2014
Purchased syndicate capacity	£	£
<b>Cost</b>		
At 1 January	252,373	252,415
Additions	16,370	-
Disposals	(5,702)	(42)
At 31 December	263,041	252,373
<b>Amortisation</b>		
At 1 January	252,373	201,932
Provided during the year	-	50,475
Disposals	(5,702)	(34)
At 31 December	246,671	252,373
<b>Net book value</b>		
At 31 December 2015 / 2014	16,370	-
At 31 December 2014 / 2013	-	50,483

## 13 Financial investments

The Company uses the following hierarchy for determining and disclosing the fair value of financial investments by valuation technique

Level 1 quoted (unadjusted) prices in active markets for identical assets

Level 2 prices based on recent transactions in identical assets

Level 3 prices determined using a valuation technique

Financial investments Syndicate	Financial investments held at fair value through profit or loss				Held at amortised cost	Total
	Level 1	Level 2	Level 3	Total		
2015	£	£	£	£	£	£
Shares and other variable yield securities and units in unit trusts	22,904	81,983	18,316	123,203	-	123,203
Debt securities and other fixed income securities	159,166	333,524	192,067	684,757	-	684,757
Participation in investment pools	3,664	3,998	5,103	12,765	-	12,765
Loans and deposits with credit institutions	54,308	15,416	5,209	74,933	-	74,933
Derivatives	34	-	599	633	-	633
Other investments	-	-	21	21	-	21
Financial assets classified as held for sale	-	-	-	-	-	-
<b>Fair value</b>	240,076	434,921	221,315	896,312	-	896,312
<b>Cost</b>				896,696	-	896,696

# Celeiros Limited

## Notes to the Financial Statements (continued) for the year ended 31 December 2015

### 13 Financial investments (continued)

Financial investments Syndicate	Financial investments held at fair value through profit or loss				Held at amortised cost £	Total £
	Level 1 £	Level 2 £	Level 3 £	Total £		
<b>2014</b>						
Shares and other variable yield securities and units in unit trusts	30,776	70,730	28,575	130,081	-	130,081
Debt securities and other fixed income securities	131,508	364,489	212,493	708,490	-	708,490
Participation in investment pools	7,937	6,906	6,817	21,660	-	21,660
Loans and deposits with credit institutions	69,568	20,529	6,300	96,397	-	96,397
Derivatives	90	-	1,515	1,605	-	1,605
Other investments	-	-	21	21	-	21
Financial assets classified as held for sale	-	-	-	-	-	-
<b>Fair value</b>	<b>239,879</b>	<b>462,654</b>	<b>255,721</b>	<b>958,254</b>	<b>-</b>	<b>958,254</b>
						<b>Total £</b>
<b>Cost</b>				<b>947,520</b>	<b>-</b>	<b>947,520</b>
Financial investments Corporate	Financial investments held at fair value through profit or loss				Held at amortised cost £	Total £
	Level 1 £	Level 2 £	Level 3 £	Total £		
<b>2015</b>						
Shares and other variable yield securities and units in unit trusts	-	-	-	-	-	-
Debt securities and other fixed income securities	-	-	-	-	-	-
<b>Fair value</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
						<b>Total £</b>
<b>Cost</b>				<b>-</b>	<b>-</b>	<b>-</b>
Financial investments Corporate	Financial investments held at fair value through profit or loss				Held at amortised cost £	Total £
	Level 1 £	Level 2 £	Level 3 £	Total £		
<b>2014</b>						
Shares and other variable yield securities and units in unit trusts	-	-	-	-	-	-
Debt securities and other fixed income securities	-	-	-	-	-	-
<b>Fair value</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
						<b>Total £</b>
<b>Cost</b>				<b>-</b>	<b>-</b>	<b>-</b>

# Celeiros Limited

## Notes to the Financial Statements (continued) for the year ended 31 December 2015

### 14 Other debtors

	2015			2014		
	Syndicate participation £	Corporate £	Total £	Syndicate participation £	Corporate £	Total £
Amounts due from group undertakings	-	-	-	-	-	-
Proprietors' loan accounts	-	-	-	-	-	-
Funds at Lloyd's	-	496,652	496,652	-	498,495	498,495
Deferred tax asset (Note 17)	-	-	-	-	-	-
Other	129,100	-	129,100	100,537	-	100,537
	129,100	496,652	625,752	100,537	498,495	599,032

Funds at Lloyd's ('FAL') represents assets deposited with the Corporation of Lloyd's (Lloyd's) to support the Company's underwriting activities as described in the Accounting Policies. The Company retains the rights to the economic benefit of these assets. Where FAL is comprised of financial investments, to meet Lloyd's requirements these investments will usually be the equivalent of Level 1 as defined in Note 13. The Company has entered into a Lloyd's Deposit Trust Deed which gives Lloyd's the right to apply these monies in settlement of any claims arising from the participation on the syndicates. These monies can only be released from the provision of this Deed with Lloyd's express permission, and only in circumstances where the amounts are either replaced by an equivalent asset, or after the expiration of the Company's liabilities in respect of its underwriting.

### 15 Share capital

#### Allotted, called-up and fully paid

	2015		2014	
	Issued	Value £	Issued	Value £
Ordinary £1 shares	271,310	271,310	271,310	271,310

### 16 Profit and loss account

	2015			2014		
	Syndicate participation £	Corporate £	Total £	Syndicate participation £	Corporate £	Total £
Retained profit/(loss) brought forward	182,442	(291,920)	(109,478)	137,938	(198,384)	(60,446)
Reallocate distribution	(120,834)	120,834	-	(66,573)	66,573	-
Profit/(loss) and other comprehensive income for the financial year	96,238	18,865	115,103	111,077	(160,109)	(49,032)
Equity dividends	-	-	-	-	-	-
Retained profit/(loss) carried forward	157,846	(152,221)	5,625	182,442	(291,920)	(109,478)

# Celeiros Limited

## Notes to the Financial Statements (continued) for the year ended 31 December 2015

### 16. Profit and loss account (continued)

The result for each underwriting year of account is generated over a three year period. These Financial Statements, which cover the period from 1 January 2015 to 31 December 2015, show movements in the first twelve months of the 2015 year of account, the second twelve months of the 2014 year of account and the final twelve months of the 2013 year of account.

Future cash flows will arise when profits/(losses) are distributed/(collected) by Lloyd's after each year of account has closed. Subject to certain conditions, Lloyd's can allow the partial early release of some profits or in the event of an expected loss require advance funding prior to the year of account closing.

The cumulative profit and loss account on all open underwriting years of account is shown in the Balance Sheet under 'Syndicate participation' as detailed in the table below.

	2015	2014
	£	£
Underwriting year of account (cumulative)		
2012 after 36 months	-	120,287
2013 after 36 months / 24 months	121,947	64,073
2014 after 24 months / 12 months	46,177	(1,918)
2015 after 12 months	(10,278)	-
	157,846	182,442

### 17. Deferred taxation assets/(liabilities)

	2015	2014
	£	£
Opening balance	(44,656)	34,835
Profit and loss account (charge)/credit	27,555	(78,058)
Other comprehensive income (charge)/credit	(640)	(1,433)
Closing balance	(17,741)	(44,656)

The deferred tax balance consists of timing differences relating to the taxation of underwriting results. Deferred tax assets are shown within Other debtors (Note 14).

### 18. Other creditors including taxation and social security

	2015			2014		
	Syndicate participation	Corporate	Total	Syndicate participation	Corporate	Total
	£	£	£	£	£	£
Corporation tax	-	-	-	-	-	-
Proprietors' loan accounts	-	471,778	471,778	-	471,778	471,778
Third party funds	-	-	-	-	-	-
Other creditors	105,400	-	105,400	83,226	-	83,226
Amount due to group undertakings	-	-	-	-	-	-
	105,400	471,778	577,178	83,226	471,778	555,004

# Celeiros Limited

## Notes to the Financial Statements (continued) for the year ended 31 December 2015

### 19. Financial liabilities

The Company uses the following hierarchy for determining and disclosing the fair value of financial liabilities by valuation technique

Level 1 quoted (unadjusted) prices in active markets for identical liabilities

Level 2 prices based on recent transactions in identical liabilities

Level 3 prices determined using a valuation technique

Financial liabilities Syndicate	Financial liabilities held at fair value through profit or loss				Held at amortised cost	Total
	Level 1	Level 2	Level 3	Total		
2015	£	£	£	£	£	£
Borrowings	-	-	-	-	-	-
Derivative liabilities	58	-	890	948	-	948
Financial liabilities classified as held for sale	-	-	-	-	-	-
<b>Fair value</b>	<b>58</b>	<b>-</b>	<b>890</b>	<b>948</b>	<b>-</b>	<b>948</b>

Financial liabilities Syndicate	Financial liabilities held at fair value through profit or loss				Held at amortised cost	Total
	Level 1	Level 2	Level 3	Total		
2014	£	£	£	£	£	£
Borrowings	-	-	-	-	-	-
Derivative liabilities	40	-	289	329	-	329
Financial liabilities classified as held for sale	-	-	-	-	-	-
<b>Fair value</b>	<b>40</b>	<b>-</b>	<b>289</b>	<b>329</b>	<b>-</b>	<b>329</b>

All other financial liabilities of the syndicate participation, including creditors arising out of direct insurance operations, creditors arising out of reinsurance operations and other creditors, are measured at amortised cost

#### Financial liabilities - Corporate

All corporate financial liabilities are measured at amortised cost

### 20 Dividends

	2015 £	2014 £
Equity dividends declared and paid	-	-



# Celeiros Limited

## Notes to the Financial Statements (continued) for the year ended 31 December 2015

### 21. Transition to FRS 102 and FRS 103

This is the first year that syndicates on which the Company participates and the Company have presented their results under FRS 102 and FRS 103. The previous Financial Statements under previous UK GAAP were for the period ended 31 December 2014. The date of transition to FRS 102 and FRS 103 was 1 January 2014. As a consequence, syndicates and the Company were required to amend their accounting policies to ensure compliance with FRS 102 and FRS 103.

The following changes to accounting policies for some syndicates has resulted in restatement to previously reported amounts in respect to foreign exchange particularly in relation to

- Where a syndicate has changed their functional currency from Pounds Sterling, and
- Where a syndicate may have not previously treated deferred acquisition costs and unearned premium reserves as monetary items

In accordance with FRS 102, the applicable comparative figures in the primary statements and notes have been restated to reflect uniform application of the new policy outlined above.

The financial effect of restating the prior year amounts for the changes in accounting policy is as follows

#### Reconciliation of profit/(loss) for the financial year

	Restated 2014 £
Profit/(loss) for the financial year 2014 as previously reported	(43,145)
Effect of change in foreign exchange accounting policy	(11,619)
Restated profit/(loss) for the financial year 2014	<u>(54,764)</u>

#### Reconciliation of shareholders' funds

	Restated 2014 £
Closing shareholders' funds as previously reported at 31 December 2014	164,352
Effect of change in foreign exchange accounting policy	(2,520)
Restated closing shareholders' funds at 31 December 2014	<u>161,832</u>

### 22. Related party transactions

Nomina plc, a director of the Company, provides administration services to the Company. Nomina plc charged a management fee of £2,900 (2014: nil) to cover all the costs of basic administration of the Company.

### 23. Ultimate controlling party

The Company is controlled by M Rule.

# Celeiros Limited

## Notes to the Financial Statements (continued) for the year ended 31 December 2015

### 24. Syndicate participation

The principal syndicates or members' agent pooling arrangements ("MAPA") in which the Company participates as an underwriting member are as follows

Syndicate or MAPA number	Managing agent	2016 Allocated capacity £	2015 Allocated capacity £	2014 Allocated capacity £	2013 Allocated capacity £
33	Hiscox Syndicates Limited	75,000	75,000	75,000	71,250
218	ERS Syndicate Management Limited	41,560	40,406	50,507	50,507
318	Beaufort Underwriting Agency Limited	-	50,000	50,000	50,000
386	QBE Underwriting Limited	62,697	62,697	73,452	73,452
510	Tokio Marine Kiln Syndicates Limited	120,000	100,000	100,000	100,000
609	Atrium Underwriters Limited	125,000	125,000	125,000	125,000
623	Beazley Furlong Limited	65,664	58,628	62,905	58,245
958	Canopus Managing Agents Limited	-	42,045	39,772	49,999
1729	Asta Managing Agency Limited	18,000	15,000	15,000	-
1910	Asta Managing Agency Limited	17,928	-	-	-
1991	R&Q Managing Agency Limited	-	50,000	50,000	40,000
2010	Cathedral Underwriting Limited	70,000	70,000	80,000	80,000
2014	Pembroke Managing Agency Limited	30,000	-	-	-
2121	Argenta Syndicate Management Limited	78,752	70,001	70,001	62,223
2791	Managing Agency Partners Limited	72,716	57,716	65,394	74,262
4444	Canopus Managing Agents Limited	44,318	-	-	-
6103	Managing Agency Partners Limited	3,500	3,125	7,758	10,000
6104	Hiscox Syndicates Limited	16,740	19,494	19,494	15,000
6105	Ark Syndicate Management Limited	-	40,000	40,000	22,243
6106	Amlin Underwriting Limited	-	-	-	20,000
6111	Catlin Underwriting Agencies Limited	40,394	36,395	36,395	30,000
6117	Asta Managing Agency Limited	26,882	-	-	-
7227	Members' Agents Pooling Arrangement	2,338	1,247	-	-