

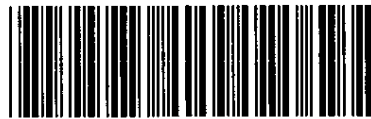
Registration number: 10674667

# Nevada Investments 1 Limited

Annual Report and Unaudited Financial Statements

for the Year Ended 31 December 2021

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## **Nevada Investments 1 Limited**

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## **Nevada Investments 1 Limited**

### **Company Information**

<b>Directors</b>	D C Ross D Coughill
<b>Company secretary</b>	Ardonagh Corporate Secretary Limited
<b>Registered office</b>	2 Minster Court Mincing Lane London EC3R 7PD United Kingdom

## **Nevada Investments 1 Limited**

### **Strategic Report for the Year Ended 31 December 2021**

The directors present their Strategic Report for the year ended 31 December 2021 for Nevada Investments 1 Limited ("the Company"). The Strategic Report provides a review of the business for the financial year and describes how the directors manage risks. The report outlines the performance of the Company during the financial year and its position at the end of the year. The report discusses the developments that have affected the Company and the main trends and factors that could affect its future. Following significant new equity investment as disclosed in note 14, the Company is now part of a new holding company structure. Prior to this and as at 31 December 2021, the Company was part of The Ardonagh Group Limited ("the Group").

#### **Principal activity and business review**

The principal activity of the Company is that of a non-trading holding company, as such the Company does not generate any turnover.

The results for the Company show turnover of £Nil (2020: £Nil) and profit before tax of £14,625 (2020: loss before tax of £100,652) for the year. At 31 December 2021 the Company had net assets of £9,772,071 (2020: £9,741,101) and net current assets of £704,762 (2020: £673,792). The going concern note (part of accounting policies) on page 10 sets out the reasons why the directors continue to believe that the preparation of the financial statements on a going concern basis is appropriate.

#### **Outlook**

The directors do not expect there to be any changes in the nature of the business in 2022. The Company will continue to act as an intermediate holding company and support the strategic objectives of the group companies of internal growth and targeted acquisitions.

#### **Key performance indicators**

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

The key performance indicator for the Company is the carrying value of its subsidiary, as this is the main asset of the Company. The performance of the subsidiary will determine whether an impairment to the carrying value is required and this is tested on a regular basis.

There is no impairment charge in the current year (2020: £Nil).

#### **Principal risks and uncertainties**

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

Trading performance in the subsidiary could create the need for impairment leading to a reduction in net assets and distributable reserves of the Company. The subsidiary sets performance targets for the year ahead and performance is reviewed regularly against these targets. Reasons for under performance are monitored and mitigating actions are taken.

The principal risks and their mitigation are as follows:

## **Nevada Investments 1 Limited**

### **Strategic Report for the Year Ended 31 December 2021**

#### *Financial risk*

There is the risk of an adverse impact on business value or earnings capacity as well as the risk of inadequate cash flows to meet financial obligations. These risks are mitigated by proactive management of the business plan, by regular monitoring of cash flows against risk appetite and by a focus on debt collection.

The Group has demonstrated its resilience from an economic shock and demonstrated operational and financial resilience in response to the Covid-19 pandemic.

The Group has sufficient liquidity to withstand a period of potential poor trading resulting from a sustained economic decline, although this has not materialised to date and the Group would respond to income declines by seeking cost savings. The Group had available liquidity of £683.3m at 30 June 2022 and closely monitors available liquidity on an ongoing basis.

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

Approved by the Board on ~~14/09/2022~~ **14/09/2022** and signed on its behalf by:

  
D Cougill (Sep 14, 2022 22:23 GMT+1)

D Cougill  
Director

## **Nevada Investments 1 Limited**

### **Directors' Report for the Year Ended 31 December 2021**

The directors present their annual report and the unaudited financial statements for the year ended 31 December 2021.

#### **Directors of the Company**

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

D C Ross

D Cougill

#### **Dividends**

The directors do not recommend a final dividend payment to be made in respect of the financial year ended 31 December 2021 (2020: £Nil).

#### **Financial risk management objectives and policies**

Details of financial risk management objectives and policies can be found in the Strategic Report within the 'Principal risks and uncertainties' section on page 2.

#### **Future developments**

Details of future developments can be found in the Strategic Report within the 'Outlook' section on page 2.

#### **Political donations**

The Company has not made any political donations during the year (2020: £Nil).

#### **Subsequent events**

Details of subsequent events can be found in the Notes to the financial statements within the 'Subsequent events' section on page 18.

#### **Going concern**

The Company's business activities, together with the factors likely to affect its future development are described in the Strategic Report on page 2. The directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for a period of at least twelve months from the date of approval of the financial statements. Thus they continue to adopt the going concern basis of accounting in preparing the annual financial statements. Further details of this assessment can be found in note 2 to these financial statements.

#### **Directors' indemnities**

All directors of the Company and fellow Group companies benefit from qualifying third party indemnity provisions, subject to the conditions set out in the Companies Act 2006, in place during the financial year and at the date of this report.

Approved by the Board on 14/09/2022 and signed on its behalf by:



D Cougill (Sep 14, 2022 22:23 GMT+1)

D Cougill  
Director

## **Nevada Investments 1 Limited**

### **Statement of Directors' Responsibilities**

The directors are responsible for preparing the Strategic Report, the Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with UK accounting standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 101 Reduced Disclosure Framework.

Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing these financial statements, the directors are required to:

- suitable accounting policies and apply them consistently;
- make judgements and accounting estimates that are reasonable, relevant and reliable; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

**Nevada Investments 1 Limited**

**Statement of Comprehensive Income for the Year Ended 31 December 2021**

	Note	2021 £	2020 £
Administrative expenses		-	(120,239)
<b>Operating loss</b>	4	-	(120,239)
Finance income	5	14,625	19,587
<b>Profit/(loss) before tax</b>		14,625	(100,652)
Income tax credit	8	16,345	-
<b>Net profit/(loss) for the year</b>		30,970	(100,652)

The operating result is derived from continuing operations. There are no items of other comprehensive income in the current period or prior period.



# Nevada Investments 1 Limited

(Registration number: 10674667)

## Statement of Financial Position as at 31 December 2021

		2021 £	2020 £
<b>Non-current assets</b>			
Investments in subsidiaries	9	9,067,309	9,067,309
<b>Current assets</b>			
Trade and other receivables	10	1,001,980	1,137,742
<b>Current liabilities</b>			
Trade and other payables	11	(220,200)	(220,200)
Income tax liability	8	(77,018)	(243,750)
		<u>(297,218)</u>	<u>(463,950)</u>
<b>Net current assets</b>		<u>704,762</u>	<u>673,792</u>
<b>Total assets less current liabilities</b>		<u>9,772,071</u>	<u>9,741,101</u>
<b>Net assets</b>		<u>9,772,071</u>	<u>9,741,101</u>
<b>Capital and reserves</b>			
Share capital	12	468,542	468,542
Share premium		41,887,923	41,887,923
Retained losses		<u>(32,584,394)</u>	<u>(32,615,364)</u>
<b>Total equity</b>		<u>9,772,071</u>	<u>9,741,101</u>

For the financial year ending 31 December 2021 the Company was entitled to exemption from audit under section 479A of the Companies Act 2006 relating to subsidiary companies.

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

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

Approved by the Board on 14/09/2022 and signed on its behalf by:

D Cougill  
D Cougill [Sep 14, 2022 22:23 GMT+1]

D Cougill  
Director

The notes on pages 9 to 18 form an integral part of these financial statements.

**Nevada Investments 1 Limited**

**Statement of Changes in Equity for the Year Ended 31 December 2021**

	Share capital £	Share premium £	Retained losses £	Total £
At 1 January 2021	468,542	41,887,923	(32,615,364)	9,741,101
Net profit for the year	-	-	30,970	30,970
At 31 December 2021	<u>468,542</u>	<u>41,887,923</u>	<u>(32,584,394)</u>	<u>9,772,071</u>

	Share capital £	Share premium £	Retained losses £	Total £
At 1 January 2020	468,542	41,887,923	(32,597,159)	9,759,306
Net loss for the year	-	-	(100,652)	(100,652)
Share incentive plan	-	-	82,447	82,447
At 31 December 2020	<u>468,542</u>	<u>41,887,923</u>	<u>(32,615,364)</u>	<u>9,741,101</u>

The notes on pages 9 to 18 form an integral part of these financial statements.

## **Nevada Investments 1 Limited**

### **Notes to the Unaudited Financial Statements for the Year Ended 31 December 2021**

#### **1 General information**

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

The financial statements for the year ended 31 December 2021 were authorised for issue by the board on 14 September 2022 and the Statement of Financial Position was signed on the board's behalf by D Cougill.

#### **2 Accounting policies**

##### **Summary of significant accounting policies and key accounting estimates**

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

##### **Basis of preparation**

These financial statements were prepared in accordance with Financial Reporting Standard 101 'Reduced Disclosure Framework'.

The financial statements are presented in GBP sterling (£), which is also the Company's functional currency. The financial statements have been prepared on a historical cost basis, as modified to use a different measurement basis where necessary to comply with FRS 101.

The Company is a wholly owned subsidiary of The Ardonagh Group Limited for the year ended 31 December 2021, and so has taken advantage of the exemption under section 400 of the Companies Act 2006 not to prepare group financial statements. Its results are included in the consolidated financial statements of its ultimate parent.

There are no new standards, amendments to standards or interpretations which are effective in 2021 or not yet effective and that are expected to materially impact the Company's financial statements.

##### **Summary of disclosure exemptions**

In preparing these financial statements, the Company applies the recognition, measurement and disclosure requirements of International Financial Reporting Standards as adopted by the UK ("Adopted IFRS"), but makes amendments where necessary in order to comply with companies Act 2006 and has set out below where advantage of the FRS 101 disclosure exemptions has been taken.

In these financial statements, the Company has taken advantage of the following disclosure exemptions under FRS 101, where relevant:

- the requirements of paragraphs 45(b) and 46 to 52 of IFRS 2 Share-based Payment concerning details of the number and weighted average exercise price of share options and how the fair value of goods or services received was determined;
- the requirements of IFRS 7 Financial Instruments: Disclosures and of paragraphs 91-99 of IFRS 13 Fair Value Measurement;
- the requirements in paragraph 10(d) and 111 of IAS 1 Presentation of Financial Statements to prepare a Cash flow statement and the requirements in IAS 7 Statement of Cash Flows regarding the same;

## **Nevada Investments 1 Limited**

### **Notes to the Unaudited Financial Statements for the Year Ended 31 December 2021**

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

- the requirements of paragraphs 10(f), 16, 38A, 38B, 38C, 38D, 40A, 40B, 40C, 40D, 111 and 134 to 136 of IAS 1 Presentation of Financial Statements;
- the requirements of paragraphs 30 and 31 in IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors regarding disclosure of new IFRS standards not yet effective at the reporting date and their potential impact;
- the requirements in paragraphs 17 and 18A of IAS 24 Related Party Disclosures and the requirements in IAS 24 to disclose related party transactions entered into between two or more members of the Group, provided that any subsidiary which is party to the transaction is wholly owned by such a member; and
- the requirements of paragraphs 130(f)(ii) -(iii), 134(d) - 134(f) and 135(c) - 135(e) of IAS 36 Impairment of Assets in respect of disclosure of valuation techniques, assumptions on which projections used in the impairment review are based and sensitivity analysis.

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

Judgements made by the directors, in the application of these accounting policies that have significant effect on the financial statements and estimates with a significant risk of material adjustment in the next year are discussed in the Critical accounting policies and estimates disclosure on page 13.

#### **Going Concern**

The financial statements of the Company have been prepared on a going concern basis. At 31 December 2021 the Company had net assets of £9,772,071 (2020: £9,741,101) and net current assets of £704,762 (2020: £673,792). The net current liabilities include amounts receivable from related parties of £842,300 (2020: £329,926) and amounts due to related parties of £220,200 (2020: £220,200). The Company reported a profit before tax of £14,625 (2020: loss before tax of £100,652).

The directors have assessed the Group's financial position and its ability to meet its obligations as and when they fall due. In making the going concern assessment the directors have taken into account the following:

- The Group's capital structure, operations and liquidity.
- Base case and stressed cash flow forecasts over the calendar years 2022 and 2023.
- The impact on the base case and stressed cashflow forecasts arising from subsequent material acquisitions.
- The principal risks facing the Group, and its systems of risk management and internal control.
- Actual trading and cashflows of the Company and Group since the Company's incorporation, including those of the group of companies previously owned by TAGL.

Key assumptions that the directors have made in preparing the base case cash flow forecasts are that:

- The Group will continue to benefit from a £191.5m Revolving Credit Facility that is not drawn at the date of this report.
- Client retention and renewal rates remain robust, despite the current economic uncertainty, as the 2022 trading performance continues to demonstrate resilience across the Group, including that of the group of companies previously owned by TAGL.

## **Nevada Investments 1 Limited**

### **Notes to the Unaudited Financial Statements for the Year Ended 31 December 2021**

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

Key stress scenarios that the directors have considered include cumulative stresses to the base plan as a result of:

- Shortfalls in base case projected income throughout 2022 and 2023.
- Deterioration in base case cash conversion rates over and above the shortfalls in income.
- Mitigating actions within management control including delayed capital expenditure, a reduction in discretionary spend and measured reductions in employee headcount and remuneration.
- The impact of increasing interest rates.

The directors have also modelled reverse stress scenarios, including assessing those that result in a default on the Group's term debt facilities that would require a technical repayment obligation and those that would exhaust available liquidity. The stresses needed for these outcomes to happen significantly exceed the key stress scenarios above and the directors consider such conditions to be a remote possibility. Other mitigations which may be possible in the stress scenarios but have not been included in the analysis include seeking shareholder support, securitising premium receivables and further incremental and more prolonged cost reductions.

The directors continue to consider the wider operational and financial consequences and ramifications of global political and economic tensions (including related to the Ukrainian conflict, inflation and increasing interest rates). In particular:

- Insurance broking is a resilient and defensive market, which has historically had limited impact from past economic or capital market downturns. The Group is highly diversified and not unduly exposed to a single carrier, customer or market sector.
- Although economic developments remain fluid, the stress testing demonstrates the Group's financial resilience and operating flexibility.
- As a result of Russia invading Ukraine, we have seen significant new sanctions legislation from a range of legislators (including the US, EU and UK), with newly sanctioned entities and individuals, and new (or wider in scope) sectoral sanctions targeting Russia (and Belarus). The Ardonagh Group has no appetite for potential breaches of applicable sanctions regimes and applies appropriate controls including automated screening of clients against relevant sanctions lists. We continue to actively monitor the situation as it develops and will respond accordingly as new sanctions are enacted.

Following the assessment of the Company and Group's financial position and its ability to meet its obligations as and when they fall due, including the further potential financial implications of economic uncertainty included in stress tests, the directors are not aware of any material uncertainties that cast significant doubt on the Company's ability to continue as a going concern.

#### **Investments in subsidiaries**

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

## **Nevada Investments 1 Limited**

### **Notes to the Unaudited Financial Statements for the Year Ended 31 December 2021**

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

##### **Impairment of investment**

The carrying amount of the Company's assets are reviewed for impairment when events or changes in circumstances indicate that the carrying amount of the investment may not be recoverable. If any such indication exists, the asset's recoverable amount is estimated.

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

##### *Calculation of recoverable amount*

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

##### **Financial instruments**

###### **Financial assets**

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

Trade and other receivables represent other receivables and amounts due from related parties and other receivables. They are recognised initially at fair value and subsequently at amortised cost, less any expected credit loss allowance.

###### *Impairment of financial assets*

The Company assesses, on a forward-looking basis, the expected credit losses ("ECL") associated with its financial assets carried at amortised cost. The Company recognises a loss allowance for such losses at each reporting date.

The Company recognises lifetime ECL when there has been a significant increase in credit risk since initial recognition. If, on the other hand, the credit risk on the financial instrument has not increased significantly since initial recognition, the Company measures the loss allowance for that financial instrument at an amount equal to 12 months ECL. No financial instruments are subject to significant increase in credit risk as all under practical expedient for lifetime ECL.

ECL is estimated as the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the Company expects to receive, discounted at the original effective interest rate.

###### **Financial liabilities**

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

Trade and other payables represents amounts due to related parties. They are recognised initially at fair value and subsequently at amortised cost.

## Nevada Investments 1 Limited

### Notes to the Unaudited Financial Statements for the Year Ended 31 December 2021

#### 2 Accounting policies (continued)

##### Taxation

###### Current tax

The tax expense for the year comprises current. Income tax is recognised in profit or loss, except that a change attributable to an item of income or expense recognised as other comprehensive income is also recognised directly in other comprehensive income. Similarly, income tax is recognised directly to equity if it relates to items that are recognised directly to equity.

###### Finance income policy

The Company's finance income includes loan interest income. Interest income is recognised using the effective interest method for debt instruments classified as amortised cost.

##### Share capital

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

#### 3 Critical accounting judgements and key sources of estimation uncertainty

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

*There were no key sources of estimation uncertainty made in the preparation of these financial statements and no critical adjustments that have a significant effect on the carrying amounts of assets and liabilities.*

#### 4 Operating loss

For the year ended 31 December 2021, the Company has taken the exemption under s479 of the Companies Act 2006 from the requirement to obtain an audit of their separate financial statements. The guarantee of the outstanding liabilities as at 31 December 2021 has been provided by Ardonagh Midco 2 plc, a fellow Group company. As a result, no audit fee has been incurred (2020: £Nil).

#### 5 Finance income

	2021 £	2020 £
<b>Finance income</b>		
Loan interest	14,625	19,587

Loan interest income represents interest calculated on a £0.8m loan to related party management, payable at a rate of 3% per annum.

## Nevada Investments 1 Limited

### Notes to the Unaudited Financial Statements for the Year Ended 31 December 2021

#### 6 Staff costs

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

#### 7 Directors' remuneration

The emoluments of all directors are paid by other Group companies, which make no recharge to the Company. These directors are directors of The Ardonagh Group Limited and other fellow subsidiaries. Their total emoluments are included in the consolidated financial statements of The Ardonagh Group Limited for the year ended 31 December 2021.

#### 8 Income tax

The Company's tax charge is the sum of the total current and deferred tax expense.

	2021 £	2020 £
<b>Current taxation</b>		
UK corporation tax	2,779	-
Adjustments in respect of prior periods	(19,124)	-
	<u>(16,345)</u>	<u>-</u>
<b>Deferred taxation</b>		
Origination and reversal of temporary differences	-	-
Adjustments in respect of prior periods	-	-
Effect of tax rate change on opening balances	-	-
<b>Total deferred taxation</b>	<u>-</u>	<u>-</u>
Tax credit in the Statement of Comprehensive Income	<u>(16,345)</u>	<u>-</u>

The following table reconciles the tax charge calculated at the UK statutory rate on the Company's profit before tax with the actual tax charge for the year.

	2021 £	2020 £
Profit/(loss) before tax	<u>14,625</u>	<u>(100,652)</u>
Corporation tax at standard rate at 19% (2020: 19%)	2,779	(19,124)
Adjustments to tax charge in respect of previous periods - current tax	(19,124)	-
Movement in deferred tax not recognised	<u>-</u>	<u>19,124</u>
<b>Total tax credit</b>	<u>(16,345)</u>	<u>-</u>



## Nevada Investments 1 Limited

### Notes to the Unaudited Financial Statements for the Year Ended 31 December 2021

#### 8 Income tax (continued)

In the March 2021 Budget, it was announced that the UK Corporation Tax Rate will rise from its current rate of 19% to 25% with effect from April 2023.

##### Deferred tax

The Company did not recognise deferred tax assets as follows. These deferred tax assets have not been recognised in these accounts as it is not expected that the Group's future profitability will be sufficient to utilise them.

	2021	2020
Losses	-	19,124
Unrecognised deferred tax assets	-	19,124

#### 9 Investments in subsidiaries

	£
<b>Cost or valuation</b>	
At 1 January 2021	41,717,193
At 31 December 2021	41,717,193
<b>Provision for impairment</b>	
At 1 January 2021	32,649,884
At 31 December 2021	32,649,884
<b>Carrying amount</b>	
At 31 December 2021	9,067,309
At 31 December 2020	9,067,309

Details of the subsidiaries as at 31 December 2021 are as follows.

Name of subsidiary	Principal activity	Country of incorporation and principal place of business	Proportion of ownership interest and voting rights held	
			2021	2020
Nevada Investments 2 Limited	Holding company	England 2 Minster Court, Mincing Lane, London, EC3R 7PD	100%	100%

## Nevada Investments 1 Limited

### Notes to the Unaudited Financial Statements for the Year Ended 31 December 2021

#### 10 Trade and other receivables

	2021	2020
	£	£
Amounts receivable from other Group companies	264,852	329,926
Loans to related parties	577,448	563,862
Unpaid share capital	-	204
Other receivables	159,680	243,750
	<u>1,001,980</u>	<u>1,137,742</u>

Loans to related parties relates to two loans made to related party management which accrue interest at 3% per annum. The directors believe that the intercompany receivables are recoverable. These balances are unsecured, interest free and repayable on demand.

#### 11 Trade and other payables

	2021	2020
	£	£
Amounts due to other Group companies	<u>220,200</u>	<u>220,200</u>

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

#### 12 Share capital

##### Allotted and called up shares

	2021		2020	
	No.	£	No.	£
'A' Ordinary Shares of £0.04 each	1,500,000	60,000	1,500,000	60,000
'B' Ordinary Shares of £0.01 each	40,800,000	408,000	40,800,000	408,000
'C' Ordinary Shares of £0.01 each	54,166	542	54,166	542
	<u>42,354,166</u>	<u>468,542</u>	<u>42,354,166</u>	<u>468,542</u>

## **Nevada Investments 1 Limited**

### **Notes to the Unaudited Financial Statements for the Year Ended 31 December 2021**

#### **12 Share capital (continued)**

##### **'A' ordinary shares:**

The shareholders of the 'A' Ordinary shares are entitled to receive notice of an annual general meeting, receive a copy of any proposed written resolution but not speak or vote at any general meeting of the Company. They are entitled to receive dividends but do not carry redemption rights.

##### **'B' ordinary shares:**

The shareholders of the 'B' Ordinary shares are entitled to receive notice of an annual general meeting, receive a copy of any proposed written resolution and to speak or vote at any general meeting of the Company. They are entitled to receive dividends but do not carry redemption rights.

##### **'C' ordinary shares:**

The shareholders of the 'C' Ordinary shares are not entitled to receive notice of an annual general meeting, or to speak or vote at any general meeting of the Company. They are not entitled to receive dividends and do not carry redemption rights.

#### **13 Related party transactions**

During the period the Company entered into transactions, in the ordinary course of business, with a number of related parties. The Company has taken the exemption under FRS 101 not to disclose transactions with fellow wholly owned subsidiaries or key management personnel.

#### **14 Parent and ultimate parent undertaking**

The immediate parent company of the Company is Nevada Investorco Limited and the ultimate parent company is Tara Topco Limited, (see note 15).

The Group's majority shareholder and ultimate controlling party at 31 December 2021 is HPS Investment Partners LLC. The ultimate parent company and parent company of the largest group that prepares group financial statements at 31 December 2021 that consolidate the Company is *The Ardonagh Group Limited* (incorporated in Jersey, registered office address 3rd Floor, 44 Esplanade, St Helier, Jersey, JE4 9WG). The parent company of the smallest group that prepares group financial statements at 31 December 2021 that consolidate the Company is Ardonagh Midco 2 plc (incorporated in Great Britain, registered office address 2 Minster Court, London, EC3R 7PD). Financial statements for The Ardonagh Group Limited and Ardonagh Midco 2 plc are available on request from:

2 Minster Court  
Mincing Lane  
London  
EC3R 7PD

## **Nevada Investments 1 Limited**

### **Notes to the Unaudited Financial Statements for the Year Ended 31 December 2021**

#### **15 Subsequent event**

Following the satisfaction of closing conditions on 31 May 2022, Ardonagh has obtained a significant new equity investment into the Group led by existing long-term shareholders MDP and HPS, alongside new *co-investors through accounts managed by MDP and HPS*. Under the terms of the transaction, funds affiliated with MDP have increased their shareholding in the Group, and HPS has reinvested in the Group. Co-investors, including a wholly owned subsidiary of Abu Dhabi Investment Authority and several other large global institutions, have also acquired more than USD1 billion equity through accounts managed by MDP and HPS as part of the transaction, which gives an enterprise valuation for Ardonagh of USD7.5 billion. The new equity investment has resulted in The Ardonagh Group Limited merging into a newly created company Tara Topco Limited ('Tara') on 31 May 2022 following which the Ardonagh Group activities became overseen by a newly created subsidiary of Tara from 1 June 2022, Ardonagh Group Holdings Limited.