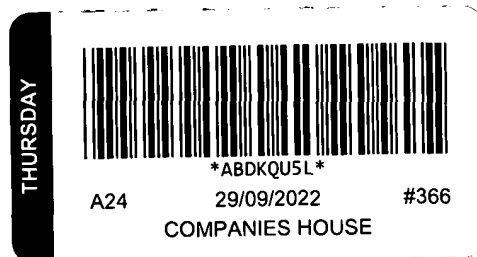


KERSEY SPECIALTY LIMITED
Annual report and financial statements
Registered number 11197968

For the year ended 31 December 2021



KERSEY SPECIALTY LIMITED
Annual report and financial statements
For the year ended 31 December 2021

Directors and officers

DIRECTORS

P Calnan

R Patel

COMPANY SECRETARY

Callidus Secretaries Limited

REGISTERED NUMBER

11197968

REGISTERED OFFICE

37-39 Lime Street

London

United Kingdom

EC3M 7AY

INDEPENDENT AUDITORS

KPMG LLP

15 Canada Square

London

E14 5GL

KERSEY SPECIALTY LIMITED
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KERSEY SPECIALTY LIMITED
Annual report and financial statements
For the year ended 31 December 2021

Strategic Report

The directors present their Strategic Report for the year ended 31 December 2021.

Principal activity

Kersey Specialty Limited ("the Company") is an Appointed Representative of Fidelis Underwriting Limited, a fellow group undertaking. The Company is an underwriting agency specialising in insurance and reinsurance in the energy market.

Business review

The Company made a profit after tax for the year ended 31 December 2021 of £1,612,000 (2020: £1,035,000). The directors propose a final dividend of £1,650,000 (2020: £1,100,000).

The Company's preferred measure of profitability is earnings before interest, tax, depreciation, and amortisation ("EBITDA").

The reconciliation between the statutory basis of reporting and EBITDA is below:

	Year ended 31 December 2021 £000	Year ended 31 December 2020 £000
Profit before tax	1,992	1,295
Depreciation and amortisation	1	1
EBITDA	<u>1,993</u>	<u>1,296</u>

KERSEY SPECIALTY LIMITED
Annual report and financial statements
For the year ended 31 December 2021

Strategic Report

Principal risks and uncertainties

The Company's operations are exposed to cyclical factors that affect the insurance market and therefore the level of premiums written, and commissions earned. The Company operates in a highly competitive market and faces competition from other insurance intermediaries and underwriters.

The Company is not directly exposed to any ultimate underwriting losses on business written but participates in underwriting profits by way of a profit commission which may vary significantly year on year. The Company is reliant on third party underwriting capital and is exposed to potential changes in underwriting policy and practice by its capital providers.

The Company conducts its business whilst being fully aware of the risks arising from non-compliance with either local or international regulations and operates within a business framework which seeks to minimise the risk of financial crime (including bribery and corruption) occurring.

The Company is dependent on its IT systems for delivery of its functions. The Company believes its IT systems and those systems provided by third parties are reliable and well protected, notwithstanding that they require regular updating and maintenance to ensure ongoing suitability. The Company's success is reliant upon attracting and retaining key staff. The Company maintains contracts of employment and, where possible, succession planning processes.

Brexit

At 23.01 (UK time) on 31 December 2020 the UK left the EU/EEA; known as "Brexit".

The Company had put measures in place to ensure income was preserved, through the incorporation of Pine Walk Europe SRL to trade in EU, as the Company itself cannot now trade in the EU under the same arrangements prior to Brexit. There has been no material disruption to business since Brexit happened.

COVID-19

Throughout the year the company has followed the UK Government's advice with regard to the COVID-19 pandemic. This has required employees of the Company to work flexibly in terms of location. This has resulted in a mix of, working from home, periods of work in the office, as well as face to face business meetings. The exact arrangements have differed for each employee.

The Company's strategic approach to technology continues to ensure the business can operate in the current working environment effectively. There has been minimal impact on revenues (or operating costs), the Company continues to trade at a profit, and has been able to cope well with the operational impacts resulting from the ongoing COVID-19 pandemic.

The Company will continue to operate in line with the UK Government's advice and follow all safety recommendations. The priority of the directors continues to be the wellbeing of the Company's staff and its clients.

Climate change

The Company recognises the importance of long-term sustainability and the impact on the environment brought about by climate change but needs to balance this with the nature of the business the Company is here to support through its insurance products. The Company will continue to work with its own team, clients and business partners to mitigate the environmental impact of its products and operations.

KERSEY SPECIALTY LIMITED
Annual report and financial statements
For the year ended 31 December 2021

Strategic Report

Office relocation

In November the Company relocated to a shared office space with other MGA's in the Pine Walk Group at 37-39 Lime Street, London, EC3M 7AY.

Ukraine Conflict

On the 24 February 2022 the Russian Federation invaded Ukraine resulting in armed conflict in Ukraine and the Black Sea. Subsequently a number of countries, including the United States of America, the United Kingdom; and the European Union, placed significant sanctions on Russian institutions which has had a negative impact on the Russian economy. The Company has potential exposure to these events through the underwriting commission it is due from Russian clients on insurance policies that may become invalid or are unable to be paid. The Directors do not believe that the reduction in income and reduced opportunity in Russia in the future will adversely affect the Company's ability to operate as a going concern.

Financial risk management

A portion of the Company's income, expenses, assets and liabilities are denominated in currencies other than the Company's functional currency of pounds sterling. As a result, movement in exchange rates may affect the pounds sterling value of those items. Where possible, the Company will endeavour to match foreign currency assets with liabilities of similar maturities. However, given the relative insignificant value per transaction and short time frame between inception and settlement of liabilities/assets, the Company does not consider it economically viable to enter into financial instruments to hedge the foreign exchange risk where there is a net exposure.

The Company's principal financial assets are bank balances and cash, as well as trade and other receivables. The amounts presented in the financial statements are net of allowances for doubtful receivables. An allowance is made where there is an identified loss event. The Company has no significant concentration of credit risk, with exposure spread over a large number of counterparties. In order to maintain liquidity to ensure that sufficient funds are available for ongoing operations and future developments, the Company regularly reviews its working capital situation and outsources support to Pine Walk Capital Limited, a fellow group undertaking.

KERSEY SPECIALTY LIMITED
Annual report and financial statements
For the year ended 31 December 2021

Directors Report

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

Results and dividends

The profit for the year, after taxation, amounted to £1,612,000 (2020: £1,035,000).

The directors propose a final dividend of £1,650,000 (2020: £1,100,000).

Directors

The directors who served during the year were as follows:

P Calnan
R Patel

Going concern

The Company has net assets at 31 December 2021 of £1,767,000 (2020: £1,255,000). The financial statements have been prepared on a going concern basis which the directors consider to be appropriate for the following reasons. The directors have prepared cash flow forecasts for a period of 12 months from the date of approval of these financial statements which indicate that, taking account of severe but plausible downside scenarios including any impact of COVID-19 on the operations and its financial resources, the Company will have sufficient funds to meet its liabilities as they fall due for the foreseeable future. Consequently, the directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for at least 12 months from the approval date of these financial statements. Thus, they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

Future developments

The directors do not foresee any future developments for the Company other than to cement its position in the insurance market and expand its activity as an underwriting agent.

Matters covered in the Strategic Report

The following information has been included in the Strategic Report on pages 3 to 5 and are incorporated into this report by reference:

- Principal activity
- Principal risks and uncertainties
- Financial risk management

KERSEY SPECIALTY LIMITED
Annual report and financial statements
For the year ended 31 December 2021

Directors Report

Disclosure of information to auditors

Each of the persons who are directors at the time when this Directors Report is approved has confirmed that:

- so far as the directors are aware, there is no relevant audit information of which the Company's auditors are unaware; and
- that directors have taken all the steps that ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

Independent auditors

Pursuant to Section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed and KPMG LLP will therefore continue in office.

By order of the Board

A handwritten signature in black ink, consisting of a large, stylized 'S' shape with a vertical line through the middle, ending in a small hook.

For and on behalf of
Callidus Secretaries Limited
Secretary

KERSEY SPECIALTY LIMITED
Annual report and financial statements
For the year ended 31 December 2021

Directors Report

Statement of directors' responsibilities in respect of the Strategic Report, the Directors Report and the financial statements

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

Company law requires the directors to prepare financial statements for each financial year. Under company law, they have elected to prepare the financial statements in accordance with UK accounting standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*.

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

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable UK accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- assess the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the company or to cease operations or have no realistic alternative but to do so.

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.

KERSEY SPECIALTY LIMITED
Annual report and financial statements
For the year ended 31 December 2021

Independent auditor's report to the members of Kersey Specialty Limited

Opinion

We have audited the financial statements of Kersey Specialty Limited ("the Company") for the year ended 31 December 2021 which comprise the Income Statement, Statement of Changes in Equity and Statement of Financial Position and related notes, including the accounting policies in note 1.

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2021 and of its profit for the year then ended;
- have been properly prepared in accordance with UK accounting standards, including FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities are described below. We have fulfilled our ethical responsibilities under, and are independent of the company in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

Going concern

The directors have prepared the financial statements on the going concern basis as they do not intend to liquidate the Company or to cease its operations, and as they have concluded that the Company's financial position means that this is realistic. They have also concluded that there are no material uncertainties that could have cast significant doubt over its ability to continue as a going concern for at least a year from the date of approval of the financial statements ("the going concern period").

In our evaluation of the directors' conclusions, we considered the inherent risks to the Company's business model and analysed how those risks might affect the Company's financial resources or ability to continue operations over the going concern period.

Our conclusions based on this work:

- we consider that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate;
- we have not identified, and concur with the directors' assessment that there is not, a material uncertainty related to events or conditions that, individually or collectively, may cast significant doubt on the Company's ability to continue as a going concern for the going concern period.

However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the above conclusions are not a guarantee that the Company will continue in operation.

KERSEY SPECIALTY LIMITED
Annual report and financial statements
For the year ended 31 December 2021

Fraud and breaches of laws and regulations – ability to detect

To identify risks of material misstatement due to fraud ("fraud risks") we assessed events or conditions that could indicate an incentive or pressure to commit fraud or provide an opportunity to commit fraud. Our risk assessment procedures included:

- Enquiring of directors and inspection of policy documentation as to the Company's high-level policies and procedures to prevent and detect fraud including the Company's channel for "whistleblowing", as well as whether they have knowledge of any actual, suspected or alleged fraud.
- Reading Board meeting minutes.
- Using analytical procedures to identify any usual or unexpected relationships.

We communicated identified fraud risks throughout the audit team and remained alert to any indications of fraud throughout the audit.

As required by auditing standards and our overall knowledge of the control environment we perform procedures to address the risk of management override of controls and the risk of fraudulent revenue recognition, in particular the risk that underwriting commission is recorded in the wrong period and the risk that management may be in a position to make inappropriate accounting entries.

We did not identify any additional fraud risks.

We also performed procedures including:

- Identifying journal entries and other adjustments to test based on risk criteria and comparing the identified entries to supporting documentation. These included those posted by senior finance management, entries containing key words and phrases, post close journals and those posted to unusual accounts.
- Evaluated the business purpose of significant unusual transactions.
- Assessing significant accounting estimates for bias.

Identifying and responding to risks of material misstatement due to non-compliance with laws and regulations

We identified areas of laws and regulations that could reasonably be expected to have a material effect on the financial statements from our general commercial and sector experience, through discussion with the directors (as required by auditing standards) and from discussions with the directors around the policies and procedures regarding compliance with laws and regulations.

We communicated identified laws and regulations throughout our team and remained alert to any indications of non-compliance throughout the audit.

The potential effect of these laws and regulations on the financial statements varies considerably.

KERSEY SPECIALTY LIMITED
Annual report and financial statements
For the year ended 31 December 2021

Firstly, the Company is subject to laws and regulations that directly affect the financial statements including financial reporting legislation (including related companies legislation), distributable profits legislation and taxation legislation and we assessed the extent of compliance with these laws and regulations as part of our procedures on the related financial statement items.

Secondly, the Company is subject to many other laws and regulations where the consequences of non-compliance could have a material effect on amounts or disclosures in the financial statements, for instance through the imposition of fines or litigation. We identified the following areas as those most likely to have such an effect: anti-bribery, employment law, liquidity and certain aspects of company legislation recognising the financial and regulated nature of the Company's activities and its legal form. Auditing standards limit the required audit procedures to identify non-compliance with these laws and regulations to enquiry of the directors and inspection of regulatory and legal correspondence, if any. Therefore, if a breach of operational regulations is not disclosed to us or evident from relevant correspondence, an audit will not detect that breach.

Context of the ability of the audit to detect fraud or breaches of law or regulation

Owing to the inherent limitations of an audit, there is an unavoidable risk that we may not have detected some material misstatements in the financial statements, even though we have properly planned and performed our audit in accordance with auditing standards. For example, the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely the inherently limited procedures required by auditing standards would identify it.

In addition, as with any audit, there remained a higher risk of non-detection of fraud, as these may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls. Our audit procedures are designed to detect material misstatement. We are not responsible for preventing non-compliance or fraud and cannot be expected to detect non-compliance with all laws and regulations.

KERSEY SPECIALTY LIMITED
Annual report and financial statements
For the year ended 31 December 2021

Strategic Report and Directors Report

The directors are responsible for the Strategic Report and the Directors Report. Our opinion on the financial statements does not cover those reports and we do not express an audit opinion thereon.

Our responsibility is to read the Strategic Report and the Directors Report and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work:

- we have not identified material misstatements in the Strategic Report and the Directors Report;
- in our opinion the information given in those reports for the financial year is consistent with the financial statements; and
- in our opinion those reports have been prepared in accordance with the Companies Act 2006.

Matters on which we are required to report by exception

Under the Companies Act 2006 we are required 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.

We have nothing to report in these respects.

Directors responsibilities

As explained more fully in their statement set out on page 8, the directors are responsible for: the preparation of the financial statements and for being satisfied that they give a true and fair view; 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; assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and using the going concern basis of accounting unless they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities

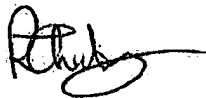
Our objectives are to obtain reasonable assurance about whether the financial statements free from material misstatement due to fraud or error, and to issue our opinion in an auditor's report. Reasonable assurance is a high level of assurance but does not guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

A fuller description of our responsibilities is provided on the FRC's website at www.frc.org.uk/auditorsresponsibilities.

KERSEY SPECIALTY LIMITED
Annual report and financial statements
For the year ended 31 December 2021

The purpose of our audit work and to whom we owe our responsibilities

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.



Rajan Thakrar (Senior Statutory Auditor)

for and on behalf of KPMG LLP, Statutory Auditor

Chartered Accountants

15 Canada Square

London

E14 5GL

23 March 2022

KERSEY SPECIALTY LIMITED
Annual report and financial statements
For the year ended 31 December 2021

Income Statement
For the year ended 31 December 2021

	Note	Year ended 31 December 2021 £000	Year ended 31 December 2020 £000
Revenue	3	3,383	2,688
Administrative expenses		(1,391)	(1,393)
Profit before taxation	4	1,992	1,295
Tax on profit	7	(380)	(260)
Profit after taxation		1,612	1,035

The notes on pages 17 to 28 form part of these financial statements.

KERSEY SPECIALTY LIMITED
Annual report and financial statements
For the year ended 31 December 2021

Statement of Financial Position
As at 31 December 2021

	Note	31 December 2021 £000	31 December 2020 £000
Non-current assets			
Tangible fixed assets	8	-	1
Investments	9	-	-
Deferred tax assets		1	-
		<u>1</u>	<u>1</u>
Current assets			
Debtors: amounts falling due within one year	10	2,022	1,046
Cash at bank and in hand	11	2,080	1,540
		<u>4,102</u>	<u>2,586</u>
Creditors: amounts falling due within one year	12	(2,336)	(1,332)
Net current assets		<u>1,766</u>	<u>1,254</u>
Total assets less current liabilities		<u>1,767</u>	<u>1,255</u>
Net assets		<u><u>1,767</u></u>	<u><u>1,255</u></u>
Capital and reserves			
Share capital	13	-	-
Profit and loss account	14	1,767	1,255
Total Shareholders' funds		<u><u>1,767</u></u>	<u><u>1,255</u></u>

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 23 March 2022.



P Calnan

Director

Company Number: 11197968

KERSEY SPECIALTY LIMITED
Annual report and financial statements
For the year ended 31 December 2021

Statement of Changes in Equity
For the year ended 31 December 2021

	Note	Share capital £000	Profit and loss account £000	Total £000
As at 31 December 2019		-	878	878
Profit for the year		-	377	377
As at 31 December 2020		<u>-</u>	<u>1,255</u>	<u>1,255</u>
Dividends paid		-	(1,100)	(1,100)
Profit for the year		-	1,612	1,612
As at 31 December 2021		<u>-</u>	<u>1,767</u>	<u>1,767</u>

KERSEY SPECIALTY LIMITED
Annual report and financial statements
For the year ended 31 December 2021
Notes to the financial statements

1. Accounting policies

The Company is a private company limited by shares and is incorporated and registered under the laws of England and Wales. The principal place of business is 37-39 Lime Street, London, EC3M 7AY.

The nature of the Company's operations and its principal activities are set out in the Strategic Report on pages 3 to 5.

a) Basis of presentation

The principal accounting policies applied in the preparation of these financial statements are set out below. The financial statements have been prepared on a going concern basis, under the historical cost convention.

The financial statements have been prepared in accordance with applicable United Kingdom generally accepted accounting standards including Financial Reporting Standard 102 – The Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland ("FRS 102"), issued by the Financial Reporting Council and the Companies Act 2006.

The Company had net assets at 31 December 2021 of £1,767,000 (2020: £1,255,000). The financial statements have been prepared on a going concern basis which the directors consider to be appropriate for the following reasons. The directors have prepared cash flow forecasts for a period of 12 months from the date of approval of these financial statements which indicate that, taking into account of severe but plausible downside scenarios including any impact of COVID-19 on the operations and its financial resources, the Company will have sufficient funds to meet its liabilities as they fall due for the foreseeable future. Consequently, the directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for at least 12 months from the approval date of these financial statements. Thus, they continue to adopt the going concern basis of accounting in preparing the annual financial statements under the historical cost convention.

b) Financial reporting standard 102 - reduced disclosure exemptions

The Company meets the definition of a qualifying entity and has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by FRS 102.

- The requirements of Section 7 Statement of Cash Flows; and paragraph 3.17(d), and
- The requirement of Section 33 Related Party Transactions paragraph 33.7

The Company has taken advantage of the exemption from preparing a statement of cash flows, on the basis that it is a qualifying entity and its ultimate parent company, Fidelis Insurance Holdings Limited, includes the Company's cash flow in its consolidated financial statements which are publicly available on the Bermuda Monetary Authority's website.

c) Revenue

Revenue consists principally of insurance commissions associated with the placement of insurance and reinsurance contracts. Insurance commissions that do not require further services to be rendered are recognised on the effective commencement or renewal dates of the related policies. However, when it is probable that further services will be required to be rendered during the life of the policy, income recognition is deferred and recognised over the period during which the policy is in force. Any adjustments to commissions arising from premium additions or reductions are recognised as and when they are notified by third parties.

KERSEY SPECIALTY LIMITED
Annual report and financial statements
For the year ended 31 December 2021
Notes to the financial statements

1. Accounting policies (continued)

Profit commission arising from the placement of insurance contracts is recognised when the right to such profit commission is established through a contract, but only to the extent that a reliable estimate of the amount due can be made.

d) Tangible fixed assets

Tangible fixed assets under the historic cost model are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

Depreciation is charged to allocate the cost of assets less their residual value over their estimated useful lives, using the straight-line method, as follows:

Computer equipment - 3 years

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised within 'other operating income' in the Income Statement.

e) Operating leases

Rentals paid under leases are charged to the Income Statement on a straight-line basis over the period of the lease.

f) Financial instruments

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

Short term debtors are measured at the transaction price, less impairment. Short term creditors are measured at the transaction price.

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

The impairment loss is measured as the difference between an asset's carrying amount and best estimate, which is an approximation of the amount that the Company would receive for the asset if it were to be sold at the balance sheet date.

KERSEY SPECIALTY LIMITED
Annual report and financial statements
For the year ended 31 December 2021
Notes to the financial statements

1. Accounting policies (continued)

g) Foreign currency translation

Functional and presentation currency

The Company maintains its accounting records using the currency of the primary economic environment in which it operates (the "functional currency"), Pounds Sterling ("GBP"), and presents its financial statements in GBP.

Transactions and balances

Foreign currency transactions are translated into the functional currency using periodic rates.

At each year end foreign currency monetary items are translated at the rate of exchange at the balance sheet date. Non-monetary items measured at historical costs are translated using the exchange rate at the date of the transaction and non-monetary items measured at fair value are translated using the exchange rate where fair value was determined.

Foreign exchange gains and losses resulting from the settlement of transactions and from the translation at year end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the Income Statement except when deferred in other comprehensive income as qualifying cash flow hedges.

Foreign exchange gains and losses are presented in the Income Statements within administrative expenses.

h) Dividend distribution

Dividend distributions to the Company's shareholders are recognised as a liability in the financial statements in the year in which the dividends and other distributions are approved by the Company's shareholders. These amounts are recognised in the Statement of Changes in Equity.

i) Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new ordinary shares or options are shown in equity as a deduction from the proceeds.

j) Employee benefits

Holiday pay accrual

A liability is recognised to the extent of any unused holiday pay entitlement which is accrued at the Statement of Financial Position date and carried forward to future years. This is measured at the undiscounted salary cost of the holiday entitlement.

Defined contribution pension plan

The Company operates a defined contribution pension plan for its employees. A defined contribution plan is a pension plan under which the Company pays fixed contributions into a separate entity. Once the contributions have been paid the Company has no further payment obligations.

The contributions are recognised as an expense in the Income Statement when they fall due. Amounts not paid are shown in accruals as a liability in the Statement of Financial Position. The assets of the plan are held separately from the Company in independently administered funds.

KERSEY SPECIALTY LIMITED
Annual report and financial statements
For the year ended 31 December 2021
Notes to the financial statements

1. Accounting policies (continued)

k) Taxation

Taxation expense for the year comprises of current and deferred tax recognised in the year. Tax is recognised in the Income Statement.

Current tax is the amount of income tax payable in respect of the taxable profit for the year and is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the year end.

Deferred tax arises from timing differences that are differences between taxable profits and total income as stated in the financial statements. These timing differences arise from the inclusion of income and expenses in tax assessments in years different from those in which they are recognised in financial statements.

Deferred tax is recognised on all timing differences at the reporting date. Unrelieved tax losses and other deferred tax assets are only recognised when it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

l) Insurance assets and liabilities

The Company acts as an underwriting agent and underwrites risks on behalf of insurers and as such, is not liable as principals for the amounts arising from such transactions. Accordingly, receivables arising from insurance transactions are not included as assets of the Company, other than the receivable for fees and commissions earned on the transaction, which is recognised within debtors. No recognition of the insurance transaction occurs until the Company receives cash in respect of premiums, at which time, a corresponding liability is established in favour of the insurer or the client and is recognised as an insurance payable.

Fiduciary cash arising from insurance transactions is included within insurance cash. Insurance cash balances represent funds held in separately designated bank accounts through which insurance transactions for premiums, commissions and other deductions are processed.

Insurance creditors represents corresponding monies collected from premiums due to insurers net of deductions, and outstanding commission and fees due to the Company.

m) Cash at bank and in hand

Cash at bank and in hand consists of cash held in banks and other short-term, highly liquid investments with original maturity dates of three months or less.

n) Investments in preference and ordinary shares

Investments are measured at cost less impairment in profit or loss.

2. Critical accounting judgements and estimation uncertainty

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

(a) Critical judgements in applying the entity's accounting policies

No judgements have been made in applying the entities accounting policies that would have a significant effect on the amounts recognised in these financial statements.

KERSEY SPECIALTY LIMITED
Annual report and financial statements
For the year ended 31 December 2021
Notes to the financial statements

2. Critical accounting judgements and estimation uncertainty (continued)

(b) Critical accounting estimates and assumptions

The Company makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The only estimate and assumption that has a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year is accrued profit commission.

The Company is entitled to profit commission arising from the intermediation of insurance risks on behalf of the capital provider under certain contracts. The profit commission earned by the Company is dependent upon the underlying profitability of the book of business written, which given the tail of claims arising, may not be payable to the Company for a period of time following completion of the contract on which profit commission is earned. This is due to the unexpired risk on those contracts, the uncertain assessment of any final losses, including an assessment of any IBNR, and the impact of any loss deficit clauses.

3. Revenue

Revenue is wholly attributable to the Company's principal activity of operating as an insurance underwriting agent and represents commission and profit commission.

Revenue by geographical market (split as per client's main address):

	Year ended 31 December 2021 £000	Year ended 31 December 2020 £000
Commission and fees from the UK	416	179
Commission and fees from the UK relating to the EU	441	575
Commission and fees from outside the EU	2,526	1,934
	<u>3,383</u>	<u>2,688</u>

4. Profit before taxation

Profit before taxation is stated after charging/(crediting):

	Year ended 31 December 2021 £000	Year ended 31 December 2020 £000
Depreciation of tangible fixed assets	1	1
Fees payable to the Company's auditor for the audit of the Company's annual accounts	9	7
Exchange differences	<u>(29)</u>	<u>97</u>

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5. Employees

Staff costs, including directors' remuneration, were as follows:

	Year ended 31 December 2021 £000	Year ended 31 December 2020 £000
Wages and salaries	363	330
Social security costs	47	42
Pension costs	26	24
	<u>436</u>	<u>396</u>

The average number of employees, including directors, during the year was as follows:

	Year ended 31 December 2021	Year ended 31 December 2020
Underwriters	2	2
Assistant	1	1
	<u>3</u>	<u>3</u>

6. Directors remuneration

The directors remuneration, and that of the highest paid director, was as follows:

	Year ended 31 December 2021 £000	Year ended 31 December 2020 £000
Directors emoluments	202	202
Company contributions to defined contribution pension scheme	15	15
	<u>217</u>	<u>217</u>

R Patel did not receive remuneration specifically in relation to services to the Company.

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7. Tax on profit

	Year ended 31 December 2021 £000	Year ended 31 December 2020 £000
Corporation tax		
Current tax on profits for the year	380	246
Prior year adjustment	-	14
Total current tax	<u>380</u>	<u>260</u>
Deferred tax		
Origination and reversal of timing differences	-	-
Total deferred tax	<u>-</u>	<u>-</u>
Tax on profit	<u>380</u>	<u>260</u>

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7. Tax on profit (continued)

Factors affecting tax charge for the year

Tax assessed for the prior year is the standard rate on corporation tax in the UK of 19% (2020: 19%). The differences are explained below:

	Year ended 31 December 2021 £000	Year ended 31 December 2020 £000
Profit on ordinary activities before tax	1,992	1,295
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 19%	378	246
Effects of:		
Expenses not deductible for tax purposes	1	-
Prior year adjustment	1	14
Total tax charge for the year	380	260

Factors that may affect future tax charges

The UK corporation tax rate as of 31 December 2021 was 19% and is set to remain at 19% for the tax year beginning 1 April 2022. However, from 1 April 2023, the corporation tax rate is set to be 25% for profits in excess of £250,000. Therefore, the Company has applied the UK corporation tax rate of 19% in assessing any deferred tax asset from 1 April 2021 onwards as this was the rate prevailing at the balance sheet date.

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8. Tangible fixed assets

	Computer Equipment £000
Cost or valuation	
At 1 January 2021	4
Additions	-
At 31 December 2021	<u>4</u>
Depreciation	
At 1 January 2021	(4)
Charge for the year	-
At 31 December 2021	<u>(4)</u>
Net book value as at 31 December 2021	<u>-</u>
Net book value as at 31 December 2020	<u>-</u>

9. Investments

	Investments	Total
	£000	£000
Cost or valuation		
At 1 January 2021	-	-
Additions	-	-
At 31 December 2021	<u>-</u>	<u>-</u>

The Company invested €1 for 1 B Preference Share in Pine Walk Europe SRL Limited on 31 December 2020. Pine Walk Europe SRL Limited is a Company registered in Belgium and whose principal activity is that of a Mandated Underwriter. The Preference Shares of €1 each rank pari passu in respect of dividends. The quantum of any dividend (which may be different) per Share class will be determined by the directors of that Company at the time of declaring a dividend. The shares do not carry voting rights.

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10. Debtors

	2021	2020
	£000	£000
Commissions receivable	1,951	1,021
Amounts owed by fellow group undertakings	38	-
Other debtors	9	-
Prepayments and accrued income	24	25
	<u>2,022</u>	<u>1,046</u>

11. Cash at bank and in hand

	2021	2020
	£000	£000
Cash at bank and in hand	414	619
Insurance cash balances	1,666	921
	<u>2,080</u>	<u>1,540</u>

Insurance cash balances of £1,666,000 (2020: £921,000) are held in trust or insurer bank accounts and are not available to the Company for working capital purposes.

12. Creditors: amounts falling due within one year

	2021	2020
	£000	£000
Insurance creditors	1,666	921
Trade creditors	1	1
Accruals	74	89
Amount owed to group undertakings	316	176
Corporation tax	260	131
Other tax and social security	16	14
Other Payables	3	-
	<u>2,336</u>	<u>1,332</u>

Amounts owed to group undertakings are unsecured and non-interest bearing. All other amounts owed to group undertakings are payable on demand.

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13. Share capital

	2021	2020
	£000	£000
Allotted, called up and fully paid		
1,000,000 Ordinary shares of £0.00001 each	-	-

At incorporation, the Company allotted 1,000,000 ordinary shares with nominal value of £0.00001 each for total consideration of £10. There are no restrictions on the distribution of dividends and the repayment of capital.

14. Reserves

Profit and loss account

The profit and loss account represents cumulative profit and losses net of dividends and other adjustments.

15. Pension commitments

The Company operates a defined contribution pension plan. The assets of the plan are held separately from those of the Company in an independently administered fund. The pension cost charge for the year is shown in note 5. The amount accrued as at year end was £2,700 (2020: £2,400).

16. Related party transactions

At the year end, the Company's balances with its fellow group undertakings were as follows:

	31 December 2021	31 December 2020
	£000	£000
Amounts Receivable		
Fellow group undertakings - Pine Walk Europe SRL	38	-
Amounts Payable		
Fellow group undertakings - Pine Walk Capital Limited	316	176

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16. Related party transactions (continued)

During the year, the transactions with fellow group undertakings were as follows:

	Year ended 31 December 2021 £000	Year ended 31 December 2020 £000
Income for services provided	38	-
Expenses for services received	843	757

17. Controlling party

The Company's ultimate holding company is Fidelis Insurance Holdings Limited, a company incorporated in Bermuda and whose registered office is Waterloo House, 100 Pitts Bay Road, HM 08. The largest group of which the Company is a member for which group accounts are drawn up is that of Fidelis Insurance Holdings Limited. Copies of the financial statements can be obtained from Bermuda Monetary Authority's website.

18. Post balance sheet events

There have been no material events since the balance sheet date.