

Registration number: 13386212

Ardonagh Specialty Holdings 2 Limited

Annual Report and Financial Statements

for the Year Ended 31 December 2022



Ardonagh Specialty Holdings 2 Limited

Contents

Company Information	1
Strategic Report	2 to 6
Directors' Report	7 to 8
Statement of Directors' Responsibilities	9
Independent Auditor's Report to the members of Ardonagh Specialty Holdings 2 Limited	10 to 13
Statement of Comprehensive Income	14
Statement of Financial Position	15
Statement of Changes in Equity	16
Notes to the Financial Statements	17 to 31

Ardonagh Specialty Holdings 2 Limited

Company Information

Directors	A Erotocritou J A Masterton M J Hewett C F Ramsay A Cusaro J I Tiner S W Hough
Company secretary	Ardonagh Corporate Secretary Limited
Registered office	2 Minster Court Mincing Lane London EC3R 7PD United Kingdom
Auditor	Deloitte LLP 1 New Street Square London EC4A 3HQ United Kingdom

Ardonagh Specialty Holdings 2 Limited

Strategic Report for the Year Ended 31 December 2022

The directors present their strategic report for the year ended 31 December 2022 for Ardonagh Specialty Holdings 2 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 period and its position at the end of the period. The report discusses the developments that have affected the Company and the main trends and factors that could affect its future. The Company is part of Ardonagh Group Holdings Limited ("the Group").

Principal activities and business review

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

The results for the Company show revenue of £Nil (2021: £Nil) and loss before tax of £90.9m (2021: £20.4m) for the year ended 31 December 2022. The loss is caused principally by the interest and currency revaluation movements arising on Group loan arrangements financing the prior period business acquisitions (note 6). At 31 December 2022 the Company had net liabilities of £100.9m (2021: £23.6m). The going concern note (part of accounting policies) on page 18 sets out the reasons why the directors believe that the preparation of the financial statements on a going concern basis is appropriate.

Section 172 (1) Statement

The Directors take seriously their obligations under s.172 (1) (a)-(f) of the Companies Act 2006 ("s.172 Duties") to act in a way they consider, in good faith, would be the most likely to promote the success of the Company for the benefit of its members as a whole consistent with s.172 Duties.

Board oversight and governance is discharged by the Ardonagh Specialty Holdings Limited Board ("Specialty Board"). The Specialty Board considers and approves acquisitions and disposals, set integration/synergy plans, risk appetite and recommends investments over a set limit to the Ardonagh Group Board for approval. The performance and delivery of annual and integration plans are also subject to detailed oversight by the Specialty Board.

The Specialty Board has constituted the following Committees:

Risk Committee - discharges rigorous oversight over the management of risk and receives regular reports from the Risk & Compliance function and deep-dives into specific risks, such as cyber risk.

Remuneration Committee - approves matters delegated to them by the Group Remuneration Committee and recommend matters that require approval by the Group Remuneration & Nominations Committee. These matters include senior hires, bonus and pay budgets and how they are allocated, and Balanced Scorecards used to measure performance.

Audit Committee - exercises robust oversight over prudential and financial risk and Internal Audit plan delivery.

Ardonagh Specialty Holdings 2 Limited

Strategic Report for the Year Ended 31 December 2022 (continued)

All our Boards and committees operate under written terms of reference and a delegated authority framework set by the Ardonagh Group. Our Boards and Committees are supplied with regular, comprehensive and timely information in a form and quality that enables them to discharge their duties effectively. Below is an explanation of how the Specialty Board engage with our stakeholders and how their views inform Board decision making.

Shareholders

There are two shareholder representative directors on the Specialty Board who articulate their views during Board discussions.

Employees

Our employees are central to the success of Ardonagh Specialty, and our remuneration structures are designed to reward good performance and support our values. In addition, the business focusses on providing long-term career prospects for staff with opportunities to up-skill through training, providing career progression paths.

Specialty have adopted an Equality and Diversity Policy and the Specialty Board believes that equality, diversity and inclusion strengthen the Specialty business, contribute to long-term performance, and attract key talent. The Specialty Board has taken time to consider management actions and initiatives regarding diversity and inclusion, and they support and monitor management actions to increase the proportion of senior leadership roles held by women and other under-represented groups.

An annual Groupwide employee pulse survey has been conducted since 2019. Specialty achieved an average score of 7.1 (out of 10) across all questions, slightly below the 7.5 average score across the Ardonagh Group. The survey highlighted positive trends regarding fostering cultures of inclusion and respect, however the survey also highlighted that there is also work to do and management are taking actions across the following three themes; belonging & inclusion, organisational direction and people-first culture.

Customers

Seeking good customer outcomes is central to the success of the business. Management continues to seek customer views and improve how we track our customers' perceptions of our businesses. Our services are periodically reviewed to ensure they continue to meet the needs of our customers.

In preparation for the new UK Customer Duty launched by the FCA, the Specialty Board selected an independent non-executive director to act as a Consumer Duty Champion who helps facilitate the voice of the customer to be heard in the Boardroom.

Regulatory relationships

The Board prioritises positive, open and transparent engagement with all our regulatory relationships. Our directors receive regular updates on regulatory interactions and new regulatory rules and guidance and how they impact our businesses. We participate in thematic reviews and believe that strong regulatory relationships are a source of competitive advantage.

Insurers

Our insurance partners are fundamental to the success of the business. Senior leaders regularly meet with key insurance partners, supported by increasingly sophisticated data, to discuss performance and ways in which we can continue to meet customers' needs and these developments are reported to our Boards.

Ardonagh Specialty Holdings 2 Limited

Strategic Report for the Year Ended 31 December 2022 (continued)

Our Suppliers

Management aims to treat all our suppliers fairly and to pay them in accordance with contractual terms. Our key suppliers are defined by the Group Outsourcing and Procurement Policy which ensures that all key suppliers are identified and subject to appropriate monitoring and engagement. Management ensures appropriate due diligence is performed on key suppliers before they are engaged. We require that our suppliers have ESG and modern slavery policies that are at least as stringent as our own.

Community

Ardonagh contributes to the communities in which we operate through the Ardonagh Charitable Trust. Further details on how we interact with communities are set out in the Sustainability Report available on the Ardonagh website.

Case Study in considering stakeholders in decision making

The Specialty Board considered the new UK Consumer Duty rules and how they will impact our businesses and our stakeholders, as outlined out below:

Our Boards

The Specialty Board considered and approved management's implementation plans to ensure compliance with the new Consumer Duty rules by the regulatory deadline. The Board received training and the previously mentioned Consumer Duty champion on the Board received additional briefings and training to ensure they can effectively discharge oversight and challenge. The Specialty Board will receive periodic reviews in order to evidence that products and services comply with the new Consumer Duty.

Environment

The Specialty Board believes that we, and the insurance industry as a whole, must play a more critical role in combating the climate crisis and improving sustainability. We are supportive of a risk aware world, where the insurance industry is trusted and plays its full role in enabling a healthy, safe, resilient and sustainable society.

Colleagues

Our directors received assurances that relevant staff will receive training on the new Consumer Duty rules and regular communications are sent out to staff to ensure awareness of the new rules and support the embedding of the Consumer Duty requirements. Our Boards regularly consider the culture within our businesses and ensure risk frameworks and remuneration policies help drive the right conduct and behaviours.

Customers

Our customers are at the heart of our decision making and our Boards considered how the business will ensure 'good customer outcomes' will be achieved and evidenced. The Specialty Board has tasked management to build new metrics and reporting to enable compliance with the new rules to be measured and monitored.

Regulatory

The Specialty Board discharged oversight and challenge to ensure the business complies with regulatory deadlines set out in the new Consumer Duty rules. In addition, our Risk Committee consider interactions with the FCA to ensure our regulatory relationship is constructive, transparent and cooperative.

Shareholders

Our shareholder representative directors report back to the Group Board on progress and the impact of compliance with the new Consumer Duty rules on the business.

Ardonagh Specialty Holdings 2 Limited

Strategic Report for the Year Ended 31 December 2022 (continued)

Outlook

The Company was incorporated as a holding company in support of future acquisitions. The directors do not expect there to be any changes in the nature of the business in the next financial year.

Key performance indicators

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 Chief Financial Officer's report in the Group's annual report.

The key performance indicator for this company is the carrying value of its investment in subsidiaries, as these are the main assets of the Company. The performance of the subsidiary undertakings will determine whether an impairment to the carrying value is required and this is tested on a regular basis. No impairments were identified for the year ended 31 December 2022. Additionally, the Company during the year increased its borrowings to fund further growth to meet its plans and support the growth of its subsidiaries, by providing the necessary funds. The Board monitors that the Company, and the Speciality platform have sufficient positive cash flows combined with reserves and agreed access Group funding to meet all non-discretionary cash commitments and interest obligations due for at least 12 months.

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 subsidiaries. Trading performance in the subsidiaries could create the need for impairment leading to a reduction in net assets and distributable reserves of the Company. The subsidiaries set 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 investment is reviewed for impairment to ensure the appropriate carrying value in the holding company's accounts.

The principal risks and their mitigation are as follows:

Strategic and commercial risk

There are risks of changes to the competitive and economic environment. This is mitigated by a robust strategy and planning process, regular monitoring of the economic and competitive environment and by diversification of product lines and channels.

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, including interest on debt. 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.

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.

Ardonagh Specialty Holdings 2 Limited

Strategic Report for the Year Ended 31 December 2022 (continued)

Operational risk

There is the risk of losses arising from inadequate or failed internal processes or systems, from personnel and/or from external events. These risks are mitigated by having an Enterprise Risk Management Framework in place, which is owned by the Group Risk Officer. The framework requires all risks to have owners, and these owners have appropriate controls in place which are regularly monitored, and significant changes to a risk are escalated as required.

The Company's business depends on the ability of employees to process transactions using secure information systems. The capacity to service customers depends on storing, retrieving, processing and managing information. Interruption or loss of information processing capabilities through loss of stored data, the failure of computer equipment or software systems, a telecommunications failure or other disruption, could have a material adverse effect on business, results of operations and financial condition. To mitigate these risks the Company has certain disaster recovery procedures in place and has insurance to protect against such contingencies.

Regulatory and legal risk

This is the risk of regulatory sanctions, material financial loss or loss to reputation suffered as a result of non-compliance with laws, regulations and applicable administrative provisions. If we fail to comply with regulatory requirements, we may not be able to conduct our business or may be subject to substantial fines or other sanctions that may have an adverse effect on our results of operations and financial condition. The Group operates a robust risk and control framework, underpinned by the three line of defence governance model, and closely monitors changes to the regulatory environment.

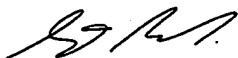
Foreign currency risk

The Company's operating subsidiaries' main exposure to foreign currency risk arises from the settlement in foreign currency, principally US Dollars, of brokerage and fees relating to insurance business originating overseas. The Company manages this exposure through active treasury management processes, including hedging operations in conjunction with other companies within the Group where appropriate.

Interest rate risk

Global interest rates are rising, the Group and Company therefore continue to monitor the economic outlook and interest rate exposures.

Approved by the Board on 27 September 2023 and signed on its behalf by:



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S W Hough
Director

Ardonagh Specialty Holdings 2 Limited

Directors' Report for the Year Ended 31 December 2022

The directors present their annual report and the audited financial statements for the year ended 31 December 2022.

Directors of the Company

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

A Erotocritou

J A Masterton

M J Hewett (appointed 27 July 2022)

C F Ramsay (appointed 27 July 2022)

The following directors were appointed after the year end:

A Cusaro (appointed 23 February 2023)

J I Tiner (appointed 23 February 2023)

S W Hough (appointed 1 June 2023)

Dividends

The directors do not recommend a final dividend payment to be made in respect of the financial year ended 31 December 2022 (2021: £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.

Future developments

Details of future developments can be found in the Strategic Report within the 'Outlook' section on page 5.

Political donations

The Company has not made any political donations during the year.

Subsequent events

Details of subsequent events can be found in the notes to the financial statements within the 'Subsequent events' section on page 31.

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.

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, which were in place during the financial period and at the date of this report.

Ardonagh Specialty Holdings 2 Limited

Directors' Report for the Year Ended 31 December 2022 (continued)

Disclosure of information to the auditor

Each director has taken steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the Company's auditor is aware of that information. The directors confirm that there is no relevant information that they know of and of which they know the auditor is unaware. This confirmation is given and should be interpreted in accordance with the provisions of section 418 of the Companies Act 2006.

Reappointment of auditor

The auditor, Deloitte LLP, is deemed to be reappointed under section 487 (2) of the Companies Act 2006.

Approved by the Board on 27 September 2023 and signed on its behalf by:



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S W Hough
Director

Ardonagh Specialty Holdings 2 Limited

Statement of Directors' Responsibilities

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

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

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

- select suitable accounting policies and then apply them consistently;
- make judgments and accounting 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; 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 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.

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the Group's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Ardonagh Specialty Holdings 2 Limited

Independent Auditor's Report to the members of Ardonagh Specialty Holdings 2 Limited

Report on the audit of the financial statements

Opinion

In our opinion the financial statements of Ardonagh Specialty Holdings 2 Limited (the 'Company'):

- give a true and fair view of the state of the Company's affairs as at 31 December 2022 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, including Financial Reporting Standard 101 "Reduced Disclosure Framework"; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, which comprise:

- the Statement of Comprehensive Income;
- the Statement of Financial Position;
- the Statement of Changes in Equity; and
- the related notes 1 to 17.

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

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report.

We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the Financial Reporting Council's (the 'FRC's') Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

Ardonagh Specialty Holdings 2 Limited

Independent Auditor's Report to the members of Ardonagh Specialty Holdings 2 Limited (continued)

Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Responsibilities of directors

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, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error

In preparing the financial statements, the directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

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

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Extent to which the audit was considered capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below.

We considered the nature of the company's industry and its control environment, and reviewed the company's documentation of their policies and procedures relating to fraud and compliance with laws and regulations. We also enquired of management about their own identification and assessment of the risks of irregularities, including those that are specific to the company's business sector.

Ardonagh Specialty Holdings 2 Limited

Independent Auditor's Report to the members of Ardonagh Specialty Holdings 2 Limited (continued)

We obtained an understanding of the legal and regulatory frameworks that the company operates in, and identified the key laws and regulations that:

- had a direct effect on the determination of material amounts and disclosures in the financial statements. These included the UK Companies Act and UK Tax legislation; and
- do not have a direct effect on the financial statements but compliance with which may be fundamental to the company's ability to operate or to avoid a material penalty.

We discussed among the audit engagement team regarding the opportunities and incentives that may exist within the organisation for fraud and how and where fraud might occur in the financial statements.

In common with all audits under ISAs (UK), we are also required to perform specific procedures to respond to the risk of management override. In addressing the risk of fraud through management override of controls, we tested the appropriateness of journal entries and other adjustments; assessed whether the judgements made in making accounting estimates are indicative of a potential bias; and evaluated the business rationale of any significant transactions that are unusual or outside the normal course of business.

In addition to the above, our procedures to respond to the risks identified included the following:

- reviewing financial statement disclosures by testing to supporting documentation to assess compliance with provisions of relevant laws and regulations described as having a direct effect on the financial statements;
- performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatement due to fraud;
- enquiring of management and in-house legal counsel concerning actual and potential litigation and claims, and instances of non-compliance with laws and regulations; and
- reading minutes of meetings of those charged with governance.

Report on other legal and regulatory requirements

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the strategic report and the directors' report for the financial period for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the directors' report have been prepared in accordance with applicable legal requirements.

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified any material misstatements in the strategic report or the directors' report.

Matters on which we are required to report by exception

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

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

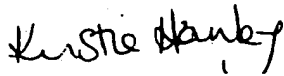
We have nothing to report in respect of these matters.

Ardonagh Specialty Holdings 2 Limited

Independent Auditor's Report to the members of Ardonagh Specialty Holdings 2 Limited (continued)

Use of our report

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.



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Kirstie Hanley, ACA (Senior Statutory Auditor)
For and on behalf of Deloitte LLP
Statutory Auditor
London, United Kingdom

Date: 27 September 2023

Ardonagh Specialty Holdings 2 Limited

**Statement of Comprehensive Income
for the Year Ended 31 December 2022**

		2022	Period from 11 May 2021 to 31 December 2021
	Note	£	£
Other income	4	2,158,847	-
Administrative expenses		<u>(403,442)</u>	<u>(4,900,739)</u>
Operating profit/(loss)	5	1,755,405	(4,900,739)
Finance income	6	530,152	124,689
Finance costs	6	(96,649,258)	(10,613,735)
Costs of acquisition of subsidiary		-	(5,032,272)
Gain on revaluation of contingent consideration		<u>3,513,210</u>	<u>-</u>
Loss before tax		(90,850,491)	(20,422,057)
Income tax	9	<u>8,633,252</u>	<u>1,710,738</u>
Loss for the year/period		<u><u>(82,217,239)</u></u>	<u><u>(18,711,319)</u></u>

The notes on pages 17 to 31 form an integral part of these financial statements.

Ardonagh Specialty Holdings 2 Limited

(Registration number: 13386212)

Statement of Financial Position as at 31 December 2022

	Note	2022 £	2021 £
Non-current assets			
Investment in subsidiaries	10	384,269,420	384,269,420
Trade and other receivables	11	<u>2,127,568</u>	<u>3,526,306</u>
		<u>386,396,988</u>	<u>387,795,726</u>
Current assets			
Trade and other receivables	11	33,196,107	10,585,814
Current tax assets	9	<u>-</u>	<u>1,710,738</u>
		<u>33,196,107</u>	<u>12,296,552</u>
Current liabilities			
Trade and other payables	12	(50,016,442)	(21,779,769)
Borrowings	13	(2,849,824)	(6,606,769)
Tax liabilities		<u>(1,210,013)</u>	<u>-</u>
		<u>(54,076,279)</u>	<u>(28,386,538)</u>
Net current liabilities		<u>(20,880,172)</u>	<u>(16,089,986)</u>
Total assets less current liabilities		<u>365,516,816</u>	<u>371,705,740</u>
Non-current liabilities			
Borrowings	13	<u>(466,445,372)</u>	<u>(395,323,057)</u>
Net liabilities		<u>(100,928,556)</u>	<u>(23,617,317)</u>
Capital and reserves			
Share capital	14	2	2
Retained losses		<u>(100,928,558)</u>	<u>(18,711,319)</u>
Total equity		<u>(100,928,556)</u>	<u>(18,711,317)</u>

Approved by the Board and authorised for issue on 27 September 2023 and signed on its behalf by:



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S W Hough
Director

The notes on pages 17 to 31 form an integral part of these financial statements.

Ardonagh Specialty Holdings 2 Limited

Statement of Changes in Equity for the Year Ended 31 December 2022

	Share capital £	Retained losses £	Total £
At 1 January 2022	2	(18,711,319)	(18,711,317)
Loss for the year	<u>-</u>	<u>(82,217,239)</u>	<u>(82,217,239)</u>
At 31 December 2022	<u><u>2</u></u>	<u><u>(100,928,558)</u></u>	<u><u>(100,928,556)</u></u>

Statement of Changes in Equity for the Period from 11 May 2021 to 31 December 2021

	Share capital £	Retained losses £	Total £
At 11 May 2021	-	-	-
Loss for the period	-	(18,711,319)	(18,711,319)
New share capital subscribed	<u>2</u>	<u>-</u>	<u>2</u>
At 31 December 2021	<u><u>2</u></u>	<u><u>(18,711,319)</u></u>	<u><u>(18,711,317)</u></u>

The notes on pages 17 to 31 form an integral part of these financial statements.

Ardonagh Specialty Holdings 2 Limited

Notes to the Financial Statements for the Year Ended 31 December 2022

1 General information

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

These financial statements for the year ended year ended 31 December 2022 were authorised for issue by the Board on 27 September 2023 and the Statement of Financial Position was signed on the board's behalf by S W Hough.

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.

These financial statements have been prepared under the historical cost convention, as modified to use a different measurement basis where necessary to comply with FRS 101.

As a wholly owned subsidiary of Ardonagh Group Holdings Limited for the year ended 31 December 2022, the Company has taken advantage of the exemption under section 400 of the Companies Act 2006 not to prepare group accounts, and its results are included in the consolidated accounts of its ultimate parent.

No amendments to standards and interpretations that are mandatorily effective for annual periods beginning on 1 January 2022 have had a material effect on the Company's financial statements.

Summary of disclosure exemptions

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

- 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;
- 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;

Ardonagh Specialty Holdings 2 Limited

Notes to the Financial Statements for the Year Ended 31 December 2022 (continued)

2 Accounting policies (continued)

- 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 a 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 judgements and key sources of estimation uncertainty disclosure on page 24.

Going concern

As shown in account note 16, the Company was a member of a group of which Tara Topco Limited was the ultimate parent company and the highest level at which results are consolidated for the year ended 31 December 2022 was Ardonagh Group Holdings Limited ("AGHL", and together with its subsidiaries, "the Group").

The financial statements of the Company have been prepared on a going concern basis. At 31 December 2022 the Company had net liabilities £100.9m (2021: £23.6m) and net current liabilities of £20.9m (2021: £16.1m). The net current liabilities include amounts due to related parties of £48.8m (2021: £19.5m). The amount due to related parties increases further with borrowings greater than one year and current interest thereon included. The Company reported a loss before tax of £90.9m (2021: £20.4m) principally reflecting the interest and foreign currency exchange revaluations on related party borrowings (notes 6, 12 and 13). The reason for increase in net liabilities is driven by borrowings in current year. The Company's main liabilities are to other Group entities. The Directors have therefore considered the additional actions and support from AGHL and other Group entities to allow the Company to continue as a going concern, such as the ability to source capital and liquidity, including deferral of obligations to Group entities, if required. Group support is formalised in a letter of financial support.

Ardonagh Specialty Holdings 2 Limited

Notes to the Financial Statements for the Year Ended 31 December 2022 (continued)

2 Accounting policies (continued)

The directors consider the going concern basis to be appropriate following their assessment of the Company's financial position and the Company's ability to meet its obligations as and when they fall due. Due to the fact that the Company is reliant on a letter of support from its parent company, the directors have considered the going concern position of the group as a whole in making their assessment for the Company. In making the going concern assessment the directors have taken into account the following:

- The Company's and Group's capital structure, operations and liquidity.
- Company and Group base case and stressed cash flow forecasts over the calendar years 2023 and 2024.
- The impact on the base case and stressed cashflow forecasts arising from subsequent material acquisitions.
- The principal risks facing the Company and Group and its systems of risk management and internal control.
- The Group's capital management, among other things, aims to ensure that it meets financial covenants attached to its interest-bearing loans and borrowings. There have been no breaches of the financial covenants of any interest-bearing loans and borrowing in the current period.
- Actual trading and cashflows of the Group and the Group's letter of financial support to the Company.

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. In addition to this, net equity proceeds of GBP 134.9m were received by the Group in February 2023 and GBP 187.4m in March 2023 from the Group's ultimate shareholder.
- Client retention and renewal rates remain robust, despite the current economic uncertainty, as the 2022 trading performance continues to demonstrate resilience across the Group.
- Interest costs are modelled using current forward interest rates and current FX rates.

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 2023 and 2024.
- Deterioration in base case cash conversion rates over and above the shortfalls in income.
- An inflationary cost increase of 2% over the base case assumptions.
- Mitigating actions within management control including delayed capital expenditure, a reduction in discretionary spend and measured reductions in employee headcount and remuneration.

Ardonagh Specialty Holdings 2 Limited

Notes to the Financial Statements for the Year Ended 31 December 2022 (continued)

2 Accounting policies (continued)

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, foreign exchange rates, 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.
- The Group continue to monitor the risk of cyberattacks, but the Group has not identified any significant cybersecurity risks during the period ended 31 December 2022.

Following the assessment of the Company's 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.

Foreign exchange gains and losses

The carrying amount of financial assets that are denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of each reporting year. Specifically:

- for equity instruments measured at FVTOCI, exchange differences are recognised in other comprehensive income; and
- for all other financial assets that are not part of a designated hedging relationship, exchange differences are recognised in profit or loss in the administrative expenses line item.

Ardonagh Specialty Holdings 2 Limited

Notes to the Financial Statements for the Year Ended 31 December 2022 (continued)

2 Accounting policies (continued)

Investment 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.

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 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. Impairment losses are recognised in the Statement of Comprehensive Income.

Financial instruments

Recognition and initial measurement

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the financial instrument, and they are measured initially at fair value. Transaction costs arising on the issue of a financial asset or financial liability are accounted for as follows:

- Transaction costs are added to or deducted from the fair value of the financial asset or financial liability if they are directly attributable to the acquisition of the financial asset or financial liability, respectively, and if the financial asset is measured at fair value through other comprehensive income or if the financial asset or financial liability, respectively, is measured at amortised cost.
- Transaction costs are recognised immediately in profit or loss if they are directly attributable to the issue of a financial asset or financial liability at fair value through profit or loss, or if they are not directly attributable to the issue of a financial asset or financial liability.

Ardonagh Specialty Holdings 2 Limited

Notes to the Financial Statements for the Year Ended 31 December 2022 (continued)

2 Accounting policies (continued)

Derecognition

Financial assets are derecognised when the contractual rights to the cash flows from the financial asset expire, or the Company transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred.

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss. On derecognition of an investment in an equity instrument which the Company has elected on initial recognition to measure at fair value through other comprehensive income, the cumulative gain or loss previously accumulated in equity is not reclassified to profit or loss but is included in retained earnings.

A financial liability is derecognised when it is extinguished, discharged, cancelled or expires. The difference between the carrying value of the financial liability and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss. Where an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability.

Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the Statement of Financial Position when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

Classification and subsequent measurement of financial assets

Financial assets are classified into one of the following three measurement categories:-

- financial assets at amortised cost;
- financial assets at fair value through other comprehensive income (FVTOCI); or
- financial assets at fair value through the profit or loss (FVTPL).

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on their classification.

Financial assets classified as amortised cost

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:-

- the assets are held within a business model whose objective is to hold assets in order to collect contractual cash flows; and
- the contractual terms of the financial assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

If either of the above two criteria is not met, the financial assets are classified and measured at fair value through the profit or loss (FVTPL).

The Company's financial assets measured at amortised cost include other receivables with contingent consideration receivable measured at FVTPL.

Ardonagh Specialty Holdings 2 Limited

Notes to the Financial Statements for the Year Ended 31 December 2022 (continued)

2 Accounting policies (continued)

Reclassifications

Financial assets are not reclassified subsequent to their initial recognition. They would only be reclassified if the Company were to change its business model for managing its financial assets, in which case the affected financial assets would be reclassified following that change.

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.

Classification and subsequent measurement of financial liabilities

All financial liabilities are measured at amortised cost using the effective interest rate method.

The Company's financial liabilities include amounts payable to Group companies, accrued expenses and borrowings.

Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the Statement of Financial Position date. Borrowings are recognised initially at fair value, net of transactions costs incurred. They are subsequently measured at amortised cost using the effective interest rate method.

Share capital

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

Taxation

The tax expense for the period comprises current tax. 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.

Current tax

Current tax is recognised for the amount of tax payable in respect of the taxable profit for the current or past reporting periods using the tax rates and laws that have been enacted or substantively enacted by the reporting date.

Ardonagh Specialty Holdings 2 Limited

Notes to the Financial Statements for the Year Ended 31 December 2022 (continued)

2 Accounting policies (continued)

Deferred tax

Deferred tax is recognised in respect of taxable temporary differences at the reporting date (except in relation to goodwill or a transaction which is not a business combination and does not affect profit nor taxable profit). Deferred tax assets are only recognised to the extent that it is probable they will be recovered against the reversal of deferred tax liabilities or against future taxable profits. Deferred tax assets and deferred tax liabilities are only offset if there is a legally enforceable right to set off current tax assets against current tax liabilities, and if they relate to income taxes levied by the same taxation authority on the same taxable entity or on different taxable entities which intend to settle current tax liabilities and assets on a net basis or to realise the assets and settle the liabilities simultaneously.

The tax expense for the period comprises current tax. 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 costs

The Company's finance costs relate to interest payable and unrealised FX losses on intercompany loans.

3 Critical accounting judgements and key sources of estimation uncertainty

Estimates and judgements used in preparing the financial statements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable. The resulting accounting estimates will, by definition, seldom equal the related actual results.

The Directors consider that there were no critical judgements in applying accounting policies that have had a significant impact on the carrying amounts of assets and liabilities in the financial year.

Impairment of investments in subsidiaries

Investments in subsidiaries are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of the asset may exceed its recoverable amount.

An impairment test is performed by comparing the investment's carrying amount with its recoverable amount. The recoverable amount is the higher of its fair value less costs of disposal and its value in use ("VIU"), where its VIU is the present value of its future cash flows. An impairment test requires the application of significant judgement because it relies on key assumptions, including forecast cash flows, a discount rate, a terminal growth rate and an EBITDA multiple.

The key assumption to which the VIU and thus the recoverable amount is most sensitive is the five-year forecast for Adjusted EBITDA.

4 Other income

Other income includes service recharge of £2m.

Ardonagh Specialty Holdings 2 Limited

Notes to the Financial Statements for the Year Ended 31 December 2022 (continued)

5 Operating loss

The operating loss is after charging this Company's audit fees of £30k (2021: £14k was paid by other Group entities for which no recharge was made).

Included in the current year audit fee for the audit of these financial statements is £8k in respect of additional fees agreed for the prior year audits.

There are no staff costs (see notes 7 and 8).

6 Finance income and finance costs

	2022 £	2021 £
Finance income		
Interest income on bank deposits	3,023	-
Unwinding of discount	<u>527,129</u>	<u>124,689</u>
	<u>530,152</u>	<u>124,689</u>
Finance costs		
Interest payable on intercompany loans	(47,550,005)	(6,683,257)
Unrealised FX losses on intercompany loans	<u>(49,099,253)</u>	<u>(3,930,478)</u>
	<u>(96,649,258)</u>	<u>(10,613,735)</u>
Net Finance costs	<u>(96,119,106)</u>	<u>(10,489,046)</u>

Finance costs represent the interest expense and associated foreign exchange impact on an intra-group loan.

Ardonagh Specialty Holdings 2 Limited

Notes to the Financial Statements for the Year Ended 31 December 2022 (continued)

7 Staff costs

The Company had no employees in the current year or the preceding period. All administration is performed by employees of the Group, for which no recharge is made to the Company. It is impracticable to determine the proportion of staff costs that relate to this entity.

8 Directors' remuneration

The emoluments of all directors for current year and prior period are paid by other Group companies, which make no recharge to the Company. These directors were directors of other fellow subsidiaries for the period ended 31 December 2022. Their total emoluments are included in the consolidated financial statements of Ardonagh Group Holdings Limited for the year ended 31 December 2022. It is impracticable to determine the proportion of director emoluments that relate to this entity.

Ardonagh Specialty Holdings 2 Limited

Notes to the Financial Statements for the Year Ended 31 December 2022 (continued)

9 Income tax

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

	2022 £	2021 £
Current taxation		
UK corporation tax	(8,633,252)	(1,710,738)
UK corporation tax adjustment to prior periods	<u>-</u>	<u>-</u>
Total current taxation	<u>(8,633,252)</u>	<u>(1,710,738)</u>
Deferred taxation		
Arising from origination and reversal of temporary differences	-	-
Adjustments in respect of prior periods	-	-
Effect of tax rate change on opening balance	<u>-</u>	<u>-</u>
Total deferred taxation	<u>-</u>	<u>-</u>
Tax credit in the Statement of Comprehensive Income	<u>(8,633,252)</u>	<u>(1,710,738)</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 period.

	2022 £	2021 £
Loss before tax	<u>(90,850,491)</u>	<u>(20,422,057)</u>
Corporation tax at standard rate of 19% (2021: 19%)	(17,261,593)	(3,880,191)
Expenses not deductible for tax purposes	8,728,496	2,169,453
Income not taxable for tax purposes	<u>(100,155)</u>	<u>-</u>
Total tax credit	<u>(8,633,252)</u>	<u>(1,710,738)</u>

The UK Corporation Tax Rate will rise from its current rate of 19% to 25% with effect from April 2023.

Deferred tax

The Company has £nil recognised or unrecognised deferred tax assets (2021: £nil).

Ardonagh Specialty Holdings 2 Limited

Notes to the Financial Statements for the Year Ended 31 December 2022 (continued)

10 Investments in subsidiaries

	£
Cost	
At 1 January 2022	384,269,420
At 31 December 2022	384,269,420
Provision for impairment	
At 1 January 2022	-
At 31 December 2022	-
Carrying amount	
At 31 December 2022	384,269,420
At 31 December 2021	384,269,420

Details of the subsidiaries as at 31 December 2022 are as follows. A comprehensive list of all direct and indirect subsidiaries can be found in the financial statements of Ardonagh Group Holdings Limited.

Name of subsidiary	Principal activity	Country of incorporation and Principal place of business	Share class	Company interest in ordinary share capital and voting rights held	
				2022	2021
Ardonagh Specialty Employment Services Limited	Insurance broking	2 Minster Court, London, EC3R 7PD England	Ordinary	100%	100%
Ardonagh Specialty Holdings 3 Limited	Holding company	2 Minster Court, London, EC3R 7PD England	Ordinary	100%	100%
Besso Insurance Group Limited (and subsidiaries)	Insurance broking	2 Minster Court, London, EC3R 7PD England	Ordinary	100%	100%
Ed Broking Group Limited (and subsidiaries)	Insurance broking	2 Minster Court, London, EC3R 7P England	Ordinary	100%	100%

Ardonagh Specialty Holdings 2 Limited

Notes to the Financial Statements for the Year Ended 31 December 2022 (continued)

11 Trade and other receivables

	2022 £	2021 £
Contingent deferred consideration receivable	2,127,568	3,526,306
Other receivables	<u>-</u>	<u>4,906,000</u>
Non-current trade and other receivables	<u>2,127,568</u>	<u>8,432,306</u>
Receivables from other Group companies	9,493,485	-
Staff loans	10,701,293	7,500,000
Contingent deferred consideration receivable	1,920,000	1,920,000
Other receivables	<u>11,081,329</u>	<u>1,165,814</u>
Current trade and other receivables	<u>33,196,107</u>	<u>10,585,814</u>

The directors believe that receivables from other Group companies are recoverable. The balances are repayable on demand.

12 Trade and other payables

	2022 £	2021 £
Current trade and other payables		
Amounts due to other Group companies	48,816,599	19,484,511
Accrued expenses	<u>1,199,843</u>	<u>2,295,258</u>
	<u>50,016,442</u>	<u>21,779,769</u>

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

Ardonagh Specialty Holdings 2 Limited

Notes to the Financial Statements for the Year Ended 31 December 2022 (continued)

13 Borrowings

	2022 £	2021 £
Non-current loans and borrowings		
Loans from related parties	<u>466,445,372</u>	<u>395,323,057</u>
Current loans and borrowings		
Interest payable	<u>2,849,824</u>	<u>6,606,769</u>

In 2022, the Company entered into a new loan agreement of £466.4m with another Group company. This loan accrued interest at a rate of Bank of England's Bank Rate plus 9% and is repayable in 2026. The loan currency was denominated in USD.

14 Share capital

Allotted, called up and fully paid shares

	2022 No.	£	2021 No.	£
Ordinary shares of £1 each	<u>2</u>	<u>2</u>	<u>2</u>	<u>2</u>

The ordinary shares have attached to them full voting, dividends and capital distribution (including on winding up) rights; they do not confer any rights of redemption.

15 Related party transactions

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

Ardonagh Specialty Holdings 2 Limited

Notes to the Financial Statements for the Year Ended 31 December 2022 (continued)

16 Parent and ultimate parent undertaking

The immediate parent company is Ardonagh Specialty Holdings Limited and the ultimate parent company is Tara Topco Limited.

The Group's majority shareholder and ultimate controlling party at 31 December 2022 was Madison Dearborn Partners LLC. The parent company of the largest group that prepares group financial statements at 31 December 2022 that consolidate the Company was Ardonagh Group Holdings Limited (incorporated in Great Britain, registered office address 2 Minster Court, London, EC3R 7PD). The parent company of the smallest group that prepares group financial statements at 31 December 2022 that consolidate the Company was Ardonagh Midco 2 plc (incorporated in Great Britain, registered office address 2 Minster Court, Mincing Lane, London, EC3R 7PD). Financial statements for Ardonagh Group Holdings Limited and Ardonagh Midco 2 plc are available on request from:

2 Minster Court
Mincing Lane
London
EC3R 7PD

17 Subsequent events

On 1 March 2023, Ardonagh Specialty Holdings 2 Limited acquired Oxford Insurance Group Limited and its subsidiaries for total consideration of £39.8m.

On 21 June 2023, Piiq Risk Partners Limited agreed to transfer the business of Named Clients to Arther J. Gallagher (UK) Limited and Arthur J. Gallagher Services (UK) Limited for a consideration of USD 2.5million.