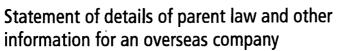
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## **OS** AA01





✓ What this form is for You may use this form to accompany your accounts disclosed under parent law. What this form is NOT for You cannot use this form to r an alteration of manner of co with accounting requirement



\*AAZEKEWQ\* 405 09/03/2022 COMPANIES HOUSE

#248

Part 1	Corporate company name	→ Filling in this form Please complete in typescript or in		
Corporate name of overseas company •	CHASE TEMPLETON GROUP LIMITED	bold black capitals.  All fields are mandatory unless		
UK establishment number	B R 0 2 0 5 9 5	specified or indicated by *  This is the name of the company in its home state.		
Part 2	Statement of details of parent law and other information for an overseas company			
A1	Legislation			
	Please give the legislation under which the accounts have been prepared and audited.	This means the relevant rules or legislation which regulates the preparation of accounts.		
Legislation @	UK Generally Accepted Accounting Practice			
A2	Accounting principles			
Accounts	Have the accounts been prepared in accordance with a set of generally accepted accounting principles?  Please tick the appropriate box.  No. Go to Section A3.  Yes. Please enter the name of the organisation or other body which issued those principles below, and then go to Section A3.	Please insert the name of the appropriate accounting organisation or body.		
Name of organisation or body <b></b>	UK Financial Reporting Council			

OS AA01 Statement of details of parent law and other information for an overseas company

A3	Audited accounts	
Audited accounts	Have the accounts been audited in accordance with a set of generally accepted auditing standards?	Please insert the name of the appropriate accounting
	Please tick the appropriate box.	organisation or body.
	No. Go to Part 3 'Signature'.	
	Yes. Please enter the name of the organisation or other body which issued those standards below, and then go to Part 3 'Signature'.	
Name of organisation or body •		
Part 3	Signature	
	I am signing this form on behalf of the overseas company.	
Signature	This form may be signed by: Director, Secretary, Permanent representative.	

## **OS** AA01

Statement of details of parent law and other information for an overseas company

## Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name	Ardonagh Group Secretariat
Company name	The Ardonagh Group
Address	2 Minster Court
Mincing	Lane
Post town	London
County/Region	
Postcode	E C 3 R 7 P D
Country	
DX	
Telephone	

## ✓ Checklist

We may return forms completed incorrectly or with information missing.

## Please make sure you have remembered the following:

- ☐ The company name and, if appropriate, the registered number, match the information held on the public Register.
- You have completed all sections of the form, if appropriate.
- ☐ You have signed the form.

## Important information

Please note that all this information will appear on the public record.

## Where to send

You may return this form to any Companies House address:

### **England and Wales:**

The Registrar of Companies, Companies House, Crown Way, Cardiff, Wales, CF14 3UZ. DX 33050 Cardiff.

### Scotland:

The Registrar of Companies, Companies House, Fourth floor, Edinburgh Quay 2, 139 Fountainbridge, Edinburgh, Scotland, EH3 9FF. DX ED235 Edinburgh 1

### Northern Ireland:

The Registrar of Companies, Companies House, Second Floor, The Linenhall, 32-38 Linenhall Street, Belfast, Northern Ireland, BT2 8BG. DX 481 N.R. Belfast 1.

## **7** Further information

For further information, please see the guidance notes on the website at www.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.gov.uk/companieshouse

## **CHASE TEMPLETON GROUP LIMITED**

ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2020

REGISTERED NUMBER: 106830C (Isle of Man)

# CONTENTS OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020

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## COMPANY INFORMATION FOR THE YEAR ENDED 31 DECEMBER 2020

**REGISTERED NUMBER:** 

DIRECTORS:

D Cougill
D C Ross

Secretary:

D Clarke

1st Floor Millennium House
Victoria Road
Douglas
Isle of Man
IM2 4RW

106830C (Isle of Man)

### STRATEGIC REPORT FOR THE YEAR ENDED 31 DECEMBER 2020

The directors present their strategic report for the year ended 31 December 2020 for Chase Templeton Group Limited ("the Company"). The strategic report provides a review of the business for the financial year and describes how the directors manage risks. The report outlines the performance of the Company during the financial year and its position at the end. 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 The Ardonagh Group Limited ("the Group").

### **REVIEW OF BUSINESS**

The principal activity of the Company is that of a holding company.

The results for the Company show commission and fees for the year ended 31 December 2020 of £Nil (2019: £Nil) and profit before tax of £0.2m (2019: £0.2m). As at 31 December 2020 the Company had net assets of £8.6m (2019: £8.6m).

The going concern note (part of accounting policies) sets out the reasons why the directors believe that the preparation of the financial statements on a basis other than going concern is appropriate.

The Directors believe that further specific key performance indicators are not required in order to understand the performance of the business.

#### **FUTURE DEVELOPMENTS**

Following the disposal of the Company's investments in subsidiary undertakings in 2018, the Company has been in wind up. It is the directors' intention to liquidate the Company once due diligence has concluded as part of a planned legal entity rationalization program being undertaken by the Group.

### PRINCIPAL RISKS AND UNCERTAINTIES

The Company has a comprehensive strategy for the identification, mitigation and management of risk. A wide-ranging assessment of business risks has been undertaken resulting in the compilation of a risk register. The risk register is subject to discussion at regular Group Risk Management Committee meetings and the Company's ongoing risk management ensures there is appropriate reporting from the business which will highlight changes in risk profile to the Group Risk Management Committee. The risks are managed and monitored to be within the agreed risk appetite. If a risk exceeds appetite, management actions will be put in place to bring it within appetite.

The principal risks and their mitigation are as follows:

### Impact of Covid-19

The Company is in run-off and therefore less exposed to the economic environment when compared with active trading entities. However, it remains reliant on the Group for on-going financial support. The Group is expanding internationally but operates predominantly in the UK and is affected by economic conditions in the UK and the associated possibility of decline in business and customer confidence. The Board has developed a strategy that is heavily focused on the achievement of long-term sustainable growth, including a diversified business portfolio, and the Board believes that this is the most effective way of mitigating the risk of general decline in economic conditions.

The Company and Group have considered the wider operational consequences and ramifications of the Covid-19 pandemic. Although Covid-19 developments remain fluid, financial stress testing demonstrates the Group's financial resilience and operating flexibility. The Group has sufficient liquidity to withstand a period of potential poor trading resulting from a sustained impact of Covid-19, although this has not materialised to date with the income impacts predominantly limited to the second quarter of 2020 and substantially offset by additional cost savings. The Group had available liquidity of £1,187.8m at 30 September 2021 and closely monitors available liquidity on an ongoing basis.

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

### STRATEGIC REPORT FOR THE YEAR ENDED 31 DECEMBER 2020

### PRINCIPAL RISKS AND UNCERTAINTIES - Continued

### Cyber-security and data protection

The Company's computer systems store information about our customers, some of which is sensitive personal data. Although the Company has taken reasonable and appropriate security measures to prevent unauthorised access to information stored in our databases and to ensure that our processing of personal data complies with the General Data Protection Regulations (GDPR), the Company's technology may, on occasion, fail to adequately secure the private information we maintain in our databases and protect it from theft or inadvertent loss. The Company's systems, and the wider public infrastructure they rely on, may also be subject to attack preventing use and disrupting business operations. The Company has robust policies, business standards and control frameworks in place for both cyber security and data protection.

### **Brexit**

Brexit affects the ability of businesses to passport from the UK into other EU states and likewise into the UK from the EU. The Group's plans always assumed a no deal, 'hard' Brexit and as such the Group was prepared for Brexit. The direct impact on the Group's UK businesses is not significant because they conduct only limited business within the EU and, importantly, because the operating segments have implemented mitigation strategies (e.g. gaining direct authorisation in certain EU member states) to reduce the risk. However, the loss of passporting rights may affect the insurance markets in which the Group operates, possibly reducing insurance capacity, competition and choice.

Brexit could also extend the current Covid-19 induced general decline in economic conditions in the UK where the Group operates predominantly. The diversified business portfolio of the Group continues to mitigate the risk of a general decline in economic conditions and the Group's going concern stressed scenario modelling incorporates general economic declines, including from Brexit and Covid-19.

Approved by the Board and signed on its behalf by;

Director

05 January 2022

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### DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2020

The directors present their annual report on the affairs of the Company, together with the financial statements, for the year-ended 31 December 2020.

### **DIRECTORS**

The directors who have held office during the year from 1 January 2020 to the date of this report are as follows:

D Cougill	appointed	13/11/2020
D C Ross	appointed	13/11/2020
J Deakin	resigned	16/06/2020
D Edmands	resigned	28/08/2020
A Erotocritou	resigned	16/11/2020
I R P Laws	resigned	16/11/2020

#### DIVIDENDS

The directors do not recommend a final dividend payment to be made in respect of the financial year ended 31 December 2020 (2019: £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.

Some requirements relating to the directors' report have been included in the strategic report. Where this has occurred, reference has been given in the directors' report to the appropriate section in the strategic report.

### **POLITICAL DONATIONS**

The Company has not made any political donations during the year (2019: £Nil).

### SUBSEQUENT EVENTS

Details of subsequent events can be found in the Notes to the financial statements within the 'Subsequent events' section on page 13.

### **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. It is the directors' intention to wind up the Company. As a consequence, the financial statements have been prepared on a basis other than going concern. Further details of this assessment can be found in note 2 to these financial statements.

### **DIRECTORS' INDEMNITIES**

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

On behalf of the Board;

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Director

05 January 2022

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### 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 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 accounting estimates that are reasonable and prudent; 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.

## STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 DECEMBER 2020

	Note	2020 £	2019 £
Commission and fees		-	
Operating profit		-	-
Interest receivable	3	180,493	180,000
Profit before tax		180,493	180,000
Tax (charge)/credit	6	(134,255)	65,761
Profit for the year		46,238	245,761

There were no items of other comprehensive income in the current or prior year.

The notes on pages 10 to 13 form an integral part of these financial statements.

## STATEMENT OF FINANCIAL POSITION AS AT 31 DECEMBER 2020

	Note	2020 £	2019 (restated) £
Current assets			
Debtors	7	9,132,850	8,952,356
Cash at bank and in hand		67	67
	<del></del>	9,132,917	8,952,423
Current liabilities			
Creditors	8	(510,145)	(375,889)
Net current assets		8,622,772	8,576,534
Total assets less current liabilities		8,622,772	8,576,534
Net assets	· <u></u>	8,622,772	8,576,534
Capital and reserves			
Share capital	9	157,000	157,000
Share premium	10	18,100	18,100
Retained earnings	10	8,447,672	8,401,434
Total equity		8,622,772	8,576,534

The notes on pages 10 to 13 form an integral part of these financial statements.

There is no statutory requirement for an audit under the Isle of Man 2006 Companies Act.

Director

## STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 DECEMBER 2020

	Share capital £	Share premium £	Retained earnings	Total equity £
Balance at 1 January 2020	157,000	18,100	8,401,434	8,576,534
Profit for the year		<u>-</u>	46,238	46,238
Balance at 31 December 2020	157,000	18,100	8,447,672	8,622,772
	Share capital (restated) £	Share premium £	Retained earnings (restated)	Total equity £
Balance at 1 January 2019	150,800	18,100	8,161,873	8,330,773
Prior Period adjustment (note 11)	6,200		(6,200)	
Restated balance at January 2019	157,000	18,100	8,155,673	8,330,773
Profit for the year			245,761	245,761
Balance at 31 December 2019	157,000	18,100	8,401,434	8,576,534

The notes on pages 10 to 13 form an integral part of these financial statements.

## STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31 DECEMBER 2020

	2020 £	2019 £
Cash flows from operating activities Cash generated from operations	(180,493)	-
Net cash from operating activities	(180,493)	-
Net cash from financing activities Loans to group undertakings	180,493	<del>-</del>
Net cash from operating activities	(180,493)	-
Net decrease in cash and cash equivalents	<u>-</u>	-
Cash and cash equivalents at the beginning of the period	67	67
Cash and cash equivalents at the end of the period	67	67

The notes on pages 10 to 13 form an integral part of these financial statements.

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020

### 1. STATUTORY INFORMATION

Chase Templeton Group Limited is a private company, limited by shares, registered in the Isle of Man. The Company's registered number is 106830C and the company's registered office is 1st Floor Millennium House, Victoria Road. Douglas, Isle of Man, IM2 4RW.

### 2. ACCOUNTING POLICIES

### Basis of preparing the financial statements

These financial statements have been prepared in accordance with Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" and the Companies Act 2006. The financial statements have been prepared under the historical cost convention.

Under Isle of Man legislation, the preparation and filing of consolidated financial statements is not required.

Under FRS 102 the Company meets the definition of a qualifying entity and as such has taken advantage of the exemption from reporting of financial instruments.

The functional currency of Chase Templeton Group Limited is considered to be pounds sterling because that is the currency of the primary economic environment in which the company operates.

#### Going concern

On 24 December 2018 the Company sold its investments in Chase Templeton Limited and Network Protect Limited to Ardonagh Advisory Holdings Limited (formerly Towergate Insurance Brokers Holdings Limited) for a total consideration of £41.6m. It is the directors' intention to wind up the Company once the run-off process has been completed. Consequently, the financial statements have been prepared on a basis other than going concern.

#### Finance income

The Company's finance income include loan owed by Group undertakings. Interest income is recognised using the effective interest method for instruments classified as amortised cost.

### Related party exemption

The Company has taken advantage of exemption, under the terms of Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland', not to disclose related party transactions with wholly owned subsidiaries within the Group.

### Cash and cash equivalents

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

### Tax

Tax for the year comprises current tax. Tax is recognised in the Statement of Comprehensive Income, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. Current tax assets and liabilities are not discounted.

Current tax is recognised at the amount of tax payable using the tax rates and laws that have been enacted or substantively enacted by the statement of financial position date.

### Financial instruments

The Company 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 and loans to related parties.

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

Basic financial liabilities are initially measured at transaction price and subsequently measured at amortised cost, being the transaction price less any amounts settled.

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

The preparation of financial statements requires management to make judgements, estimates and assumptions that affect the amounts reported for assets and liabilities as at the statement of financial position date and the amounts reported for revenues and expenses during the period. There are no key sources of estimation or critical judgements in the current year.

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020

### 3. INTEREST RECEIVABLE

	2020 £	2019 £_
Interest on amounts owed by Group undertakings 180,4		180,000
	180,493	180,000

### 4. STAFF COSTS

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

### 5. DIRECTORS' REMUNERATION

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

### 6. TAX

### Tax (charged)/credited in the Statement of Comprehensive Income

	2020 £	2019 £
Current tax UK corporation tax Adjustment in respect of previous periods	(34,294) (99,961)	(34,200) 99,961
Total current tax	(134,255)	65,761
Deferred tax Origination and reversal of temporary differences Adjustments in respect of prior periods Effect of tax rate change on opening balance	· · · · · · · · · · · · · · · · · · ·	- - -
Total deferred tax		<u> </u>
Income tax (charge)/credit in the Statement of Comprehensive Income	(134,255)	65,761

## Reconciliation of total tax credit included in profit and loss

The tax assessed for the period is lower than the standard rate of corporation tax in the UK. The difference is explained below:

	2020 £	2019 £
Profit before tax	180,493	180,000
Tax calculated at UK corporation tax rate of 19% (2019: 19%)	(34,294)	(34,200)
Adjustments to tax charge in respect of previous periods - current tax	(99,961)	99,961
Total tax (charge)/credit	(134,255)	65,761

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

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020

7.	DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR
----	--

	2020 £	2019 £
Loans to related parties Amounts owed by Group undertakings	6,451,727 2,681,123	6,271,233 2,681,123
	9,132,850	8,952,356

On 29 June 2018 the Company entered into a loan agreement with Chase Templeton Limited replacing £6,000,000 of existing debt with that company with a new agreement, which accrues interest at 3% per annum and has a repayment date no earlier than 29 June 2020.

## 8. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2020 £	2019 £
Corporation tax creditor Amounts owed to Group undertakings	134,255 375,890	- 375,889
	510,145	375,889

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

### 9. SHARE CAPITAL

	2020	2019	2019	
	£	£	£	
2,000,000 ordinary shares: £0.001 nominal value	2,000		2,000	
155,000,000 (2019: 148,800,000) ordinary non- voting redeemable class B shares: £0.001 nominal value	155.000	148.800		
nominal value	155,000	140,000		
Prior period adjustment (note 11)		6,200		
Restated balance as at 1 January 2019		155,000	155,000	
	157,000		157,000	

## 10. RESERVES

	Retained earnings £	Share premium £	Total £
At 1 January 2020	8,401,434	18,100	8,419,534
Profit for the year	46,238		46,238
At 31 December 2020	8,447,672	18,100	8,465,772
At 1 January 2019 Prior Period adjustment (note 11)	8,161,873 (6,200)	18,100 -	8,179,973 (6,200)
Restated balance at 1 January 2019	8,155,673	18,100	8,173,773
Profit for the year	245,761		245,761
At 31 December 2019 (restated)	8,401,434	18,100	8,419,534
			10

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020

### 11. PRIOR YEAR ADJUSTMENTS

There is a prior year adjustment in the 2019 financial statements, details of which are as follows.

Ordinary non-voting redeemable class B shares were previously reported as 148,800,000 in number with a nominal value of £148,800. This has been restated to 155,000,000 ordinary non-voting redeemable class B shares with a nominal value of £155,000 following a resolution of the Company on 1 August 2003, the impact of which was not reflected in the financial statements in error.

The impact of this prior year adjustment on the Statement of financial position as at 1 January 2019, can be seen below.

	As previously reported £	Adjustment £	As restated £
Called up share capital (note 9)	150,800	6,200	157,000
Share premium (note 10)	18,100	· -	18,100
Retained earnings (note 10)	8,161,873	(6,200)	8,155,673
Total Equity	8,330,773	-	8,330,773

### 12. 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 102 not to disclose transactions with fellow wholly owned subsidiaries or key management personnel.

### 13. ULTIMATE PARENT

The Company's immediate parent company is Chase Templeton Holdings Limited a company incorporated in the Isle of Man, 1st Floor Millennium House, Victoria Road, Douglas, IM2 4RW. The Company's ultimate parent company is The Ardonagh Group Limited, a company incorporated in Jersey, registered office address 3rd Floor, 44 Esplanade, St. Helier, Jersey, JE4 9WG. The parent company of the smallest group that prepares group financial statements at 31 December 2020 that consolidate the Company is Ardonagh Midco 2 plc (Incorporated in Great Britain, registered office address 2 Minster Court, London, EC3R 7PD). Financial statements for The Ardonagh Group Limited and Ardonagh Midco 2 plc are available on request from:

2 Minster Court Mincing Lane London EC3R 7PD

### 14. SUBSEQUENT EVENTS

On 14 June 2021, ownership of Chase Templeton Holdings Limited, direct parent company of the Chase Templeton Group Limited, transferred from Nevada Investments 7 Limited to Ardonagh Services Limited.