

OS IN01

Registration of an overseas company opening a
UK establishment



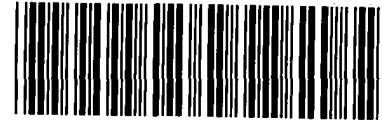
Companies House

A fee is payable with this form
Please see 'How to pay' on the last page.

☒ What this form is for
You may use this form to register a
UK establishment.

☒ What this form is NOT for
You cannot use this form to change
the details of an existing company
officer or establishment.

TUESDAY



A9KFZXKW

A15

22/12/2020

#113

COMPANIES HOUSE

Part 1 Overseas company details (Name)

For official use

A1 Corporate name of overseas company

Corporate name¹

Ryan Specialty Group Sweden AB

Do you propose to carry on business in the UK under the corporate name as
incorporated in your home state or country, or under an alternative name?

- To register using your corporate name, go to **Section A3**.
- To register using an alternative name, go to **Section A2**.

→ Filling in this form

Please complete in typescript (10pt
or above), or in bold black capitals

All fields are mandatory unless
specified or indicated by *

¹ This must be the corporate name in
the home state or country in which
the company is incorporated.

A2 Alternative name of overseas company *

Alternative name
(if applicable) ²

Please show the alternative name that the company will use to do business
in the UK.

² A company may register an
alternative name under which it
proposes to carry on business in the
United Kingdom under Section 1048
of the Companies Act 2006. Once
registered it is treated as being its
corporate name for the purposes of
law in the UK.

A3 Overseas company name restrictions³

This section does not apply to a European Economic Area (EEA) company
registering its corporate name.

Please tick the box only if the proposed company name contains sensitive or
restricted words or expressions that require you to seek comments of a
government department or other specified body.

- ☐ I confirm that the proposed company name contains sensitive or restricted
words or expressions and that approval, where appropriate, has been
sought of a government department or other specified body and I attach a
copy of their response.

³ Overseas company name
restrictions

A list of sensitive or restricted words
or expressions that require consent
can be found in guidance available
on our website:
www.gov.uk/companieshouse

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Part 2 Overseas company details

B1 Particulars previously delivered

Have particulars about this company been previously delivered in respect of another UK establishment. ❶

→ No Go to Section B2.

→ Yes Please enter the registration number below and then go to Part 5 of the form. Please note the original UK establishment particulars must be filed up to date.

❶ The particulars are: legal form, identity of register, number in registration, director and secretaries details, whether the company is a credit or financial institution, law, governing law, accounting requirements, objects, share capital, constitution, and accounts.

UK establishment
registration number

B R

B2 Credit or financial institution

Is the company a credit or financial institution? ❷

☐ Yes

☒ No

❷ Please tick one box.

B3 Company details

If the company is registered in its country of incorporation, please enter the details below.

Legal form ❸

Private limited company

Country of
incorporation *

Sweden

Identity of register
in which it is
registered ❹

Bolagsverket Sweden

Registration number in
that register

5 5 6 7 4 1 6 5 7 2

❸ Please state whether or not the company is limited. Please also include whether the company is a private or public company if applicable.

❹ This will be the registry where the company is registered in its parent country.

B4 EEA or non-EEA member state

Was the company formed outside the EEA?

→ Yes Complete Sections B5 and B6.

→ No Go to Section B6.

B5 Governing law and accounting requirements

Please give the law under which the company is incorporated.

Governing law ❺

❺ This means the relevant rules or legislation which regulates the incorporation of companies in that state.

Is the company required to prepare, audit and disclose accounting documents under parent law?

→ Yes Complete the details below.

→ No Go to Part 3.

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Please give the period for which the company is required to prepare accounts by parent law.

From	d	d	m	m
To	d	d	m	m

Please give the period allowed for the preparation and public disclosure of accounts for the above accounting period.

Months		
--------	--	--

B6

Latest disclosed accounts

Are copies of the latest disclosed accounts being sent with this form? Please note if accounts have been disclosed, a copy must be sent with the form, and, if applicable, with a certified translation. ^①

☒ Yes.

Please indicate what documents have been disclosed.

☒ Please tick this box if you have enclosed a copy of the accounts.

☒ Please tick this box if you have enclosed a certified translation of the accounts.

☐ Please tick this box if no accounts have been disclosed.

^① Please tick the appropriate box(es).

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Part 3 Constitution

C1 Constitution of company

The following documents must be delivered with this application.

- Certified copy of the company's constitution and, if applicable, a certified translation.

Please tick the appropriate box(es) below.

- ☒ I have enclosed a certified copy of the company's constitution. ^①
- ☒ I enclose a certified translation, if applicable. ^②

^① A certified copy is defined as a copy certified as correct and authenticated by - the secretary or a director of the company, permanent representative, administrator, administrative receiver, receiver manager, receiver and liquidator.

^② A certified translation into English must be authenticated by the secretary or a director of the company, permanent representative, administrator, administrative receiver, receiver manager, receiver and liquidator.

C2 EEA or non-EEA member state

Was the company formed outside the EEA?

- Yes Go to **Section C3**.
- No Go to **Part 4 'Officers of the company'**.

C3 Constitutional documents

Are all of the following details in the copy of the constitutional documents of the company?

- Address of principal place of business or registered office in home country of incorporation
- Objects of the Company
- Amount of issued share capital

- Yes Go to **Part 4 'Officers of the company'**
- No If any of the above details are not included in the constitutional documents, please enter them in **Section C4**.

The information is not required if it is contained within the constitutional documents accompanying this registration.

C4 Information not included in the constitutional documents

Please give the address of principal place of business or registered office in the country of incorporation. ^①

Building name/number	2
Street	Ingmar Bergmans gata
Post town	Stockholm
County/Region	
Postcode	1 1 4 3 4
Country	Sweden
Objects of the company ^①	Please give the objects of the company and the amount of issued share capital.
Amount of issued share capital ^②	SEK100,000

^① This address will appear on the public record.

^④ Please give a brief description of the company's business.

^⑤ Please specify the amount of shares issued and the value.

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Part 4

Officers of the company

Have particulars about this company been previously delivered in respect of another UK establishment?

- **Yes** Please ensure you entered the registration number in **Section B1** and then go to **Part 5** of this form.
→ **No** Complete the officer details.

For a secretary who is an individual, go to **Section D1**; for a corporate secretary, go to **Section E1**; for a director who is an individual, go to **Section F1**; or for a corporate director, go to **Section G1**.

Continuation pages

Please use a continuation page if you need to enter more officer details.

Secretary

D1

Secretary details^①

Use this section to list all the secretaries of the company. Please complete **Sections D1-D3**. For a corporate secretary, complete **Sections E1-E5**. Please use a continuation page if necessary.

Full forename(s)

Surname

Former name(s)^②

① Corporate details

Please use **Sections E1-E5** to enter corporate secretary details.

② Former name(s)

Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.

D2

Secretary's service address^③

Building name/number

Street

Post town

County/Region

Postcode

Country

③ Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.

If you provide your residential address here it will appear on the public record.

D3

Secretary's authority

Please enter the extent of your authority as secretary. Please tick one box.

Extent of authority

- ☐ Limited ^④
☐ Unlimited

Description of limited authority, if applicable

Are you authorised to act alone or jointly? Please tick one box.

- ☐ Alone
☐ Jointly ^⑤

If applicable, name(s) of person(s) with whom you are acting jointly

④ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below.

⑤ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below.

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Corporate secretary

E1 Corporate secretary details^①

Use this section to list all the corporate secretaries of the company.
Please complete Sections E1-E5. Please use a continuation page if necessary.

Name of corporate
body or firm

Building name/number

Street

Post town

County/Region

Postcode

Country

① Registered or principal address
This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number.

E2 Location of the registry of the corporate body or firm

Is the corporate secretary registered within the European Economic Area (EEA)?

- Yes Complete Section E3 only
- No Complete Section E4 only

E3 EEA companies^②

Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.

Where the company/
firm is registered^③

Registration number

② EEA
A full list of countries of the EEA can be found in our guidance:
www.gov.uk/companieshouse

③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).

E4 Non-EEA companies

Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.

Legal form of the
corporate body
or firm

Governing law

If applicable, where
the company/firm is
registered^④

If applicable, the
registration number

④ Non-EEA
Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register

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E5

Corporate secretary's authority

	Please enter the extent of your authority as corporate secretary. Please tick one box.		❶ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below. ❷ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below.
Extent of authority	☐ Limited ❶ ☐ Unlimited		
Description of limited authority, if applicable			
	Are you authorised to act alone or jointly? Please tick one box. ☐ Alone ☐ Jointly ❷		
If applicable, name(s) of person(s) with whom you are acting jointly			

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Director

F1	Director details ^①	
	Use this section to list all the directors of the company. Please complete Sections F1-F5. For a corporate director, complete Sections G1-G5. Please use a continuation page if necessary.	
Full forename(s)	Johanna Geertruida Maria	
Surname	Verhagen	
Former name(s) ^②		
Country/State of residence ^③	Netherlands	
Nationality	Dutch	
Month/year of birth ^④	X X m1 m0 y1 y9 y6 y4	
Business occupation (if any) ^⑤	General Counsel Europe	

① Corporate details
Please use Sections G1-G5 to enter corporate director details.

② Former name(s)
Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.

③ Country/State of residence
This is in respect of your usual residential address as stated in Section F5.

④ Month and year of birth
Please provide month and year only. Provide full date of birth in section F4.

⑤ Business occupation
If you have a business occupation, please enter here. If you do not, please leave blank.

F2	Director's service address ^⑥	
Building name/number	30	
Street	St Mary Axe	
	13th Floor	
Post town	London	
County/Region	England	
Postcode	E C 3 A 8 B F	
Country	United Kingdom	

⑥ Service address
This is the address that will appear on the public record. This does not have to be your usual residential address.

If you provide your residential address here it will appear on the public record.

F3	Director's authority	
	Please enter the extent of your authority as director. Please tick one box.	
Extent of authority	☐ Limited ^⑦ ☒ Unlimited	
Description of limited authority, if applicable		
	Are you authorised to act alone or jointly? Please tick one box.	
	☐ Alone ☒ Jointly ^⑧	
If applicable, name(s) of person(s) with whom you are acting jointly	Sverker Edstrom	

⑦ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below.

⑧ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below.

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Corporate director

G1	Corporate director details ①	
	Use this section to list all the corporate directors of the company. Please complete G1-G5. Please use a continuation page if necessary.	
Name of corporate body or firm		① Registered or principal address This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number.
Building name/number		
Street		
Post town		
County/Region		
Postcode		
Country		
G2	Location of the registry of the corporate body or firm	
	Is the corporate director registered within the European Economic Area (EEA)? → Yes Complete Section G3 only → No Complete Section G4 only	
G3	EEA companies ②	
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.	② EEA A full list of countries of the EEA can be found in our guidance: www.gov.uk/companieshouse
Where the company/firm is registered ③		③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).
Registration number		
G4	Non-EEA companies	
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.	④ Non-EEA Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register
Legal form of the corporate body or firm		
Governing law		
If applicable, where the company/firm is registered ④		
If applicable, the registration number		

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G5

Corporate director's authority

	Please enter the extent of your authority as corporate director. Please tick one box.		❶ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below. ❷ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below.
Extent of authority	☐ Limited ❶ ☐ Unlimited		
Description of limited authority, if applicable			
	Are you authorised to act alone or jointly? Please tick one box. ☐ Alone ☐ Jointly ❷		
If applicable, name(s) of person(s) with whom you are acting jointly			

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Part 5 UK establishment details

H1 Documents previously delivered - constitution

Has the company previously registered a certified copy of the company's constitution with material delivered in respect of another UK establishment?

- No Go to **Section H3**.
- Yes Please enter the UK establishment number below and then go to **Section H2**.

UK establishment
registration number

B R

H2 Documents previously delivered – accounting documents

Has the company previously delivered a copy of the company's accounting documents with material delivered in respect of another UK establishment?

- No Go to **Section H3**.
- Yes Please enter the UK establishment number below and then go to **Section H3**.

UK establishment
registration number

B R

H3 Delivery of accounts and reports

This section **must** be completed. Please state if the company intends to comply with accounting requirements with respect to this establishment or in respect of another UK establishment. ^①

- ☒ In respect of this establishment. Please go to **Section H4**.
- ☐ In respect of another UK establishment. Please give the registration number below, then go to **Section H4**.

UK establishment
registration number

B R

^① Please tick the appropriate box.

H4 Particulars of UK establishment ^①

You **must** enter the name and address of the UK establishment.

Name of establishment Ryan Specialty Group Sweden, UK Branch

Building name/number 30

Street St Mary Axe, 13th Floor

Post town London

County/Region England

Postcode E C 3 A 8 B F

Country United Kingdom

Please give the date the establishment was opened and the business of the establishment.

Date establishment opened ^d0 ^d1 ^m0 ^m8 ^y2 ^y0 ^y2 ^y0

Business carried on at the UK establishment Managing General Agent (insurance intermediary)

^① Address

This is the address that will appear on the public record.

Part 6 Permanent representative

Please enter the name and address of every person authorised to represent the company as a permanent representative of the company in respect of the UK establishment.

J1 Permanent representative's details

Please use this section to list all the permanent representatives of the company. Please complete Sections J1-J4.

Continuation pages

Please use a continuation page if you need to enter more details.

Full forename(s) Johanna Geertruida Maria

Surname Verhagen

J2 Permanent representative's service address ¹

Building name/number 30

Street St Mary Axe, 13th Floor

Post town London

County/Region England

Postcode E C 3 A 8 B F

Country United Kingdom

¹ Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.

If you provide your residential address here it will appear on the public record.

J3 Permanent representative's authority

Please enter the extent of your authority as permanent representative. Please tick one box.

Extent of authority
☐ Limited ²
☒ Unlimited

Description of limited authority, if applicable

Are you authorised to act alone or jointly? Please tick one box.

☒ Alone
☐ Jointly ³

If applicable, name(s) of person(s) with whom you are acting jointly

² If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below.

³ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below.

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Part 7

Person authorised to accept service

Does the company have any person(s) in the UK authorised to accept service of documents on behalf of the company in respect of its UK establishment?

→ **Yes** Please enter the name and service address of every person(s) authorised below.

→ **No** Tick the box below then go to **Part 8** 'Signature'.

☐ If there is no such person, please tick this box.

K1

Details of person authorised to accept service of documents in the UK

Please use this section to list all the persons' authorised to accept service below. Please complete **Sections K1-K2**.

Continuation pages

Please use a continuation page if you need to enter more details.

Full forename(s)

Johanna Geertruida Maria

Surname

Verhagen

K2

Service address of person authorised to accept service ^①

Building name/number

30

Street

St Mary Axe, 13th Floor

Post town

London

County/Region

England

Postcode

E C 3 A 8 B F

Country

United Kingdom

① Service address

This is the address that will appear on the public record. This does not have to be your usual residential address. Please note, a DX address would not be acceptable.

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Part 8

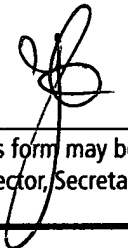
Signature

This must be completed by all companies.

I am signing this form on behalf of the company.

Signature

Signature

X  X
JGM Verhagen

This form may be signed by:
Director, Secretary, Permanent representative.

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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 343983.0003/GGS

Company name Birketts LLP

Address 106 Leadenhall Street

Post town London

County/Region England

Postcode E C 3 A 4 A A

Country United Kingdom

DX DX 507 London City

Telephone 07763567312



Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ The overseas corporate name on the form matches the constitutional documents exactly.
- ☐ You have included a copy of the appropriate correspondence in regard to sensitive words, if appropriate.
- ☐ You have included certified copies and certified translations of the constitutional documents, if appropriate.
- ☐ You have included a copy of the latest disclosed accounts and certified translations, if appropriate.
- ☐ You have completed all of the company details in Section B3 if the company has not registered an existing establishment.
- ☐ You have complete details for all company secretaries and directors in Part 4 if the company has not registered an existing establishment.
- ☐ Any addresses given must be a physical location. They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland) number.
- ☐ You have completed details for all permanent representatives in Part 6 and persons authorised to accept service in Part 7.
- ☐ You have signed the form.
- ☐ You have enclosed the correct fee.



Important information

Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses and day of birth.



How to pay

A fee of £20 is payable to Companies House in respect of a registration of an overseas company. Make cheques or postal orders payable to 'Companies House.'



Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

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
or LP - 4 Edinburgh 2 (Legal Post).

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.

Higher protection

If you are applying for, or have been granted, higher protection, please post this whole form to the different postal address below:
The Registrar of Companies, PO Box 4082,
Cardiff, CF14 3WE.



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

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Director

F1	Director details ^①	
	Use this section to list all the directors of the company. Please complete Sections F1-F5. For a corporate director, complete Sections G1-G5. Please use a continuation page if necessary.	
Full forename(s)	Sverker	
Surname	Edstrom	
Former name(s) ^②		
Country/State of residence ^③	Sweden	
Nationality	Swedish	
Month/year of birth ^④	X X m 1 m 0 y 1 y 9 y 6 y 6	
Business occupation (if any) ^⑤	Director	

① Corporate details
Please use Sections G1-G5 to enter corporate director details.

② Former name(s)
Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.

③ Country/State of residence
This is in respect of your usual residential address as stated in Section F5.

④ Month and year of birth
Please provide month and year only. Provide full date of birth in section F4.

⑤ Business occupation
If you have a business occupation, please enter here. If you do not, please leave blank.

F2	Director's service address ^⑥	
Building name/number	2	
Street	Ingmar Bergmans gata	
Post town	Stockholm	
County/Region		
Postcode	1 1 4 3 4	
Country	Sweden	

⑥ Service address
This is the address that will appear on the public record. This does not have to be your usual residential address.

If you provide your residential address here it will appear on the public record.

F3	Director's authority	
	Please enter the extent of your authority as director. Please tick one box.	
Extent of authority	☐ Limited ^⑦ ☒ Unlimited	
Description of limited authority, if applicable		
	Are you authorised to act alone or jointly? Please tick one box.	
	☐ Alone ☒ Jointly ^⑧	
If applicable, name(s) of person(s) with whom you are acting jointly	Johanna Geertruida Maria Verhagen	

⑦ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below.

⑧ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below.

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Permanent representative

J1	Permanent representative's details	
	Please use this section to list all the permanent representatives of the company. Please complete Sections J1-J4.	
Full forename(s)	Sverker	
Surname	Edstrom	
J2	Permanent representative's service address ^①	
Building name/number	2	
Street	Ingmar Bergmans gata	
Post town	Stockholm	
County/Region		
Postcode	1 1 4 3 4	
Country	Sweden	
	① Service address This is the address that will appear on the public record. This does not have to be your usual residential address. If you provide your residential address here it will appear on the public record.	
J3	Permanent representative's authority	
	Please enter the extent of your authority as permanent representative. Please tick one box.	
Extent of authority	☐ Limited ^② ☒ Unlimited	
Description of limited authority, if applicable	Are you authorised to act alone or jointly? Please tick one box. ☒ Alone ☐ Jointly ^③	
If applicable, name(s) of person(s) with whom you are acting jointly		

BOLAGSORDNING / ARTICLES OF ASSOCIATION
för / for
RYAN SPECIALTY GROUP SWEDEN AB
(org. nr. / Reg. No. 556741-6572)

N.B. The English text is an in-house translation.

Bilaga I/ Appendix 1

Antagen på extra bolagsstämma den 2 November 2020.
Adopted at the extraordinary shareholders' meeting on 2 November 2020.

- 1 Firma / Name**
Bolagets firma är Ryan Specialty Group Sweden AB.
The company's name is Ryan Specialty Group Sweden AB.
- 2 Säte / Registered office**
Styrelsen har sitt säte i Stockholm.
The company's registered office shall be situated in Stockholm.
- 3 Verksamhetsföremål / Object of the company's business**
Bolaget har till föremål för sin verksamhet att, direkt eller indirekt, teckna och förmedla försäkringar och därmed förenlig verksamhet.
The object of the company's business is to, directly or indirectly act as insurance underwriting agency and mediator and any other activities compatible therewith.
- 4 Aktiekapital och aktier / Share capital and shares**
Bolagets aktiekapital skall uppgå till lägst 100 000 kronor och till högst 400 000 kronor. Antalet aktier i bolaget skall uppgå till lägst 100 000 och till högst 400 000.
The company's share capital shall be not less than SEK 100,000 and not more than SEK 400,000. The company shall have not less than 100,000 shares and not more than 400,000 shares.
- 5 Räkenskapsår / Financial year**
Bolagets räkenskapsår skall vara kalenderår.
The company's financial year shall be the calendar year.
- 6 Styrelse / Board of directors**
Styrelsen skall, till den del den utses av bolagsstämman, bestå av lägst två (2) och högst sex (6) styrelseledamöter.
The board of directors elected by the shareholders' meeting shall consist of not less than two (2) members and not more than six (6) members.
- 7 Revisor / Auditor**
Bolaget skall ha en (1) revisor. Till revisor skall utses auktoriserad revisor eller registrerat revisionsbolag.
The company shall have one (1) auditor. As auditor an authorised public accountant or a registered public accounting firm shall be elected.
- 8 Kallelse till bolagsstämma / Notice of shareholders' meeting**
Kallelse till bolagsstämma skall utfärdas tidigast sex och senast två veckor före bolagsstämman.
Notices of shareholders' meetings shall be issued not earlier than six weeks and not later than two weeks prior to the meeting.

Kallelse till bolagsstämma, liksom andra meddelanden till aktieägarna, skall ske genom brev.
Notices of shareholders' meetings, as well as other notices to shareholders, shall be issued by post.

*Certified as a true copy
of the original document.*

*J. J. M. Verhagen
21 Dec 2020*

BOLAGSORDNING / ARTICLES OF ASSOCIATION
för / for
RYAN SPECIALTY GROUP SWEDEN AB
(org. nr. / Reg. No. 556741-6572)

9. Ärenden på årsstämma / Business at annual shareholders' meetings

Vid årsstämma skall följande ärenden förekomma till behandling:

- a. val av ordförande vid bolagsstämman;
- b. upprättande och godkännande av röstlängd;
- c. godkännande av dagordningen;
- d. val av en eller två justeringspersoner att underteckna protokollet;
- e. prövning av om bolagsstämman blivit behörigen sammankallad;
- f. framläggande av årsredovisning och revisionsberättelse samt, i förekommande fall, koncernredovisning och koncernrevisionsberättelse;
- g. beslut om fastställande av resultaträkning och balansräkning samt, i förekommande fall, koncernresultaträkning och koncernbalansräkning;
- h. beslut om dispositioner beträffande bolagets vinst eller förlust enligt den fastställda balansräkningen;
- i. beslut om ansvarsfrihet åt styrelseledamöter och verkställande direktör;
- j. fastställande av antalet styrelseledamöter och styrelsesuppleanter och, i förekommande fall, antalet revisorer och revisorssuppleanter;
- k. fastställande av arvoden åt styrelsen och revisorerna;
- l. val av styrelseledamöter och styrelsesuppleanter och, i förekommande fall, revisorer och revisorssuppleanter;
- m. annat ärende, som ankommer på bolagsstämman enligt aktiebolagslagen eller bolagsordningen.

The following business shall be addressed at annual shareholders' meetings:

- a. *election of a chairman of the meeting;*
- b. *preparation and approval of the voting list;*
- c. *approval of the agenda;*
- d. *election of one or two persons who shall approve the minutes of the meeting;*
- e. *determination of whether the meeting was duly convened;*
- f. *submission of the annual report and the auditors' report and, where applicable, the consolidated financial statements and the auditor's report for the group;*
- g. *resolutions regarding the adoption of the income statement and the balance sheet and, when applicable, the consolidated income statement and the consolidated balance sheet;*
- h. *resolutions regarding allocation of the company's profits or losses in accordance with the adopted balance sheet;*
- i. *resolutions regarding discharge of the members of the board of directors and the managing director from liability;*
- j. *determination of the number of members and deputy members of the board of directors and, where applicable, the number of auditors and deputy auditors;*
- k. *determination of fees for members of the board of directors and auditors;*
- l. *election of the members of the board of directors and, where applicable, auditors and deputy auditors;*
- m. *other matters, which are set out in the Swedish Companies Act or the company's articles of association.*

10. Hembud / Post-sale Purchase

Om en aktie har övergått till en ny ägare, har övriga aktieägare rätt att lösa aktien. Aktiens nya ägare skall snarast anmäla aktieövergången till bolagets styrelse på det sätt som aktiebolagslagen föreskriver (hembud). Lösen får ej ske av ett mindre antal aktier än hembudet omfattar.

If a share has been transferred to a new owner, the other shareholders shall be entitled to purchase the share. The new owner of the share shall, as soon as possible, and in the manner set out in the Companies Act, notify the board of directors of the share transfer ("Post-sale Purchase Offer").

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A Post-sale Purchase Offer may not be exercised in respect of a smaller number of shares than the shares covered by the offer.

Styrelsen skall genast lämna en underrättelse om hembudet till varje lösningsberättigad med känd postadress. I underrättelsen skall lämnas uppgift om den tid inom vilken lösningsanspråk skall framställas.

The board of directors shall immediately give notice of the Post-sale Purchase Offer to every post-sale purchase right holder with a known postal address. The notice shall indicate the period within which requests to exercise post-sale purchase rights are to be made.

Lösningsanspråk skall framställas inom två månader från behörigt hembud enligt ovan. Om lösningsanspråk framställs av fler än en lösningsberättigad, skall samtliga aktier så långt det är möjligt fördelas mellan de lösningsberättigade i förhållande till deras tidigare innehav av aktier i bolaget. Återstående aktier skall fördelas genom lottning av bolagets styrelse.

Requests to exercise post-sale purchase rights must be made within two months of a proper Post-sale Purchase Offer in accordance with the above. If requests to exercise post-sale purchase rights are made by more than one post-sale purchase right holder, the shares shall, to the greatest extent possible, be distributed amongst the post-sale purchase right holders in relation to their previous shareholdings in the company. Any remaining shares shall be distributed through the drawing of lots by the board of directors.

Om aktien har övergått genom försäljning, skall lösenbeloppet motsvara köpeskillingen. För inlösen skall inga andra villkor gälla.

If a share has been transferred through a sale, the price to be paid upon the exercise of post-sale purchase right shall equal the purchase price. No other conditions shall apply.

Om förvärvaren och den som har begärt att få lösa in aktierna inte kommer överens i frågan om inlösen, får den som har begärt inlösen väcka talan inom två månader från den dag lösningsanspråket framställdes hos bolagets styrelse.

Where the transferee and the person requesting a purchase pursuant to a post-sale purchase right fail to agree upon the purchase, the person requesting the purchase may initiate proceedings within two months of the date on which the request was made to the board of directors.

Lösenbeloppet skall betalas inom en månad från den tidpunkt då lösenbeloppet blev bestämt.

The price to be paid upon the exercise of post-sale purchase rights shall be paid within one month of the date on which the price was determined.

11. Samtycke / Consent

En aktie får överlåtas till en ny ägare endast med samtycke av bolagets styrelse. Den som avser att överlåta en aktie skall således före överlåtelsen ansöka om samtycke hos bolagets styrelse på det sätt som aktiebolagslagen föreskriver (samtyckesansökan). Samtycke får ej ges eller vägras för ett mindre antal aktier än samtyckesansökan omfattar.

A share in the company may be transferred to a new owner only with the prior consent of the board of directors of the company. Any person who intends to transfer a share shall apply to the board of directors for consent in the manner set out in the Companies Act ("Request for Consent"). Consent may not be granted or refused with respect to a smaller number of shares than the shares covered by the Request for Consent.

Bolagets styrelse skall meddela beslut i frågan om samtycke inom tre månader från behörig samtyckesansökan enligt ovan.

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The board of directors shall render its decision on the issue of consent within three months of the date of a proper Request for Consent in accordance with the above.

Om aktien övertas av annan på det sätt som aktiebolagslagen föreskriver, skall, om samtyckesansökan avser överlåtelse genom försäljning, priset motsvara det belopp som på föreskrivet sätt anges i samtyckesansökan. För övertagande skall inga andra villkor gälla.
If the share is acquired by another transferee in the manner set out in the Companies Act, the price shall equal the price stated in the Request for Consent if the request is in respect of a sale. No other conditions shall apply.

En aktieägare som är missnöjd med styrelsens beslut att ge eller vägra samtycke eller med villkoren för övertagande får väcka talan inom två månader från den dag då bolagets styrelse på föreskrivet sätt avsänder meddelande om sitt beslut i frågan om samtycke.
A shareholder who is dissatisfied with the board's decision to grant or refuse consent or with the terms governing an acquisition by another transferee may initiate proceedings within two months of the date on which the board of directors duly issued a notice of its decision on the consent issue.

Om aktien skall övertas av annan på det sätt som aktiebolagslagen föreskriver, skall priset betalas inom en månad från den tidpunkt då priset blev bestämt.
If the share is to be acquired by another transferee in the manner set out in the Companies Act, the price for the share shall be paid within one month of the date on which the price was determined.

12 Förköp / Right of First Refusal

Innan en aktie överläts till en ny ägare skall övriga aktieägare erbjudas att köpa aktien. Den som avser att överlåta en aktie skall således före överlåtelsen anmäla detta till bolagets styrelse på det sätt som aktiebolagslagen föreskriver (förköpserbjudande). Förköp får ej ske av ett mindre antal aktier än förköpserbjudandet omfattar.

Before a share is transferred to a new owner, the other shareholders shall be offered to purchase the share. A person intending to transfer a share shall, before the transfer, report this to the board of directors in the manner set out in the Companies Act ("Right of First Refusal Offer"). A Right of First Refusal Offer may not be exercised in respect of a smaller number of shares than the shares covered by the offer.

Styrelsen skall genast lämna en underrättelse om förköpserbjudandet till varje förköpsberättigad med känd postadress. I underrättelsen skall lämnas uppgift om den tid inom vilken förköpsanspråk skall framställas.

The board of directors shall immediately give notice of the Right of First Refusal Offer to each first refusal right holder with a known postal address. The notice shall indicate the period within which requests to exercise rights of first refusal are to be made.

Förköpsanspråk skall framställas inom två månader från behörigt förköpserbjudande enligt ovan. Om förköpsanspråk framställs av fler än en förköpsberättigad, skall samtliga aktier så långt det är möjligt fördelas mellan de förköpsberättigade i förhållande till deras tidigare innehav av aktier i bolaget.

Återstående aktier skall fördelas genom lottning av bolagets styrelse.

Requests to exercise rights of first refusal must be made within two months of a proper Right of First Refusal Offer in accordance with the above. If requests to exercise rights of first refusal are made by more than one first refusal right holder, the shares shall, to the greatest extent possible, be distributed amongst the first refusal right holders in relation to their previous shareholdings in the company. Any remaining shares shall be distributed through the drawing of lots by the board of directors.

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Förköpspriset skall motsvara det belopp som på föreskrivet sätt anges i förköpserbudandet. För förköp skall inga andra villkor gälla.

The right of first refusal price shall equal the price stated in the Right of First Refusal Offer. No other conditions shall apply.

Om aktieägaren och den som har begärt förköp inte kommer överens i frågan om förköp, får den som har begärt förköp väcka talan inom två månader från den dag förköpsanspråket framställdes hos bolagets styrelse.

Where the shareholder and the person requesting a purchase pursuant to a right of first refusal fail to agree upon the purchase, the person requesting the purchase may initiate proceedings within two months of the date on which the request was made to the board of directors.

Förköpspriset skall betalas inom en månad från den tidpunkt då förköpspriset blev bestämt.

The price to be paid upon the exercise of rights of first refusal shall be paid within one month of the date on which the price was determined.

Stockholm 2 November 2020

BOLAGSORDNING / ARTICLES OF ASSOCIATION

för / for

RYAN SPECIALTY GROUP SWEDEN AB

(org. nr. / Reg. No. 556741-6572)

N.B. The English text is an in-house translation.

Bilaga II Appendix 1

Antagen på extra bolagsstämma den 2 November 2020.

Adopted at the extraordinary shareholders' meeting on 2 November 2020.

1 Firma / Name

Bolagets firma är Ryan Specialty Group Sweden AB.

The company's name is Ryan Specialty Group Sweden AB.

2. Säte / Registered office

Styrelsen har sitt säte i Stockholm.

The company's registered office shall be situated in Stockholm.

3. Verksamhetsföremål / Object of the company's business

Bolaget har till föremål för sin verksamhet att, direkt eller indirekt, teckna och förmedla försäkringar och därmed förenlig verksamhet.

The object of the company's business is to, directly or indirectly act as insurance underwriting agency and mediator and any other activities compatible therewith.

4. Aktiekapital och aktier / Share capital and shares

Bolagets aktiekapital skall uppgå till lägst 100 000 kronor och till högst 400 000 kronor. Antalet aktier i bolaget skall uppgå till lägst 100 000 och till högst 400 000.

The company's share capital shall be not less than SEK 100,000 and not more than SEK 400,000. The company shall have not less than 100,000 shares and not more than 400,000 shares.

5. Räkenskapsår / Financial year

Bolagets räkenskapsår skall vara kalenderår.

The company's financial year shall be the calendar year.

6. Styrelse / Board of directors

Styrelsen skall, till den del den utses av bolagsstämman, bestå av lägst två (2) och högst sex (6) styrelseledamöter.

The board of directors elected by the shareholders' meeting shall consist of not less than two (2) members and not more than six (6) members.

7. Revisor / Auditor

Bolaget skall ha en (1) revisor. Till revisor skall utses auktoriserad revisor eller registrerat revisionsbolag.

The company shall have one (1) auditor. As auditor an authorised public accountant or a registered public accounting firm shall be elected.

8. Kallelse till bolagsstämma / Notice of shareholders' meeting

Kallelse till bolagsstämma skall utfärdas tidigast sex och senast två veckor före bolagsstämman.

Notices of shareholders' meetings shall be issued not earlier than six weeks and not later than two weeks prior to the meeting.

Kallelse till bolagsstämma, liksom andra meddelanden till aktieägarna, skall ske genom brev.

Notices of shareholders' meetings, as well as other notices to shareholders, shall be issued by post.

Certified as a true and accurate translation of the original document.

** JGM Verhagen 21 Dec 2020*

BOLAGSORDNING / ARTICLES OF ASSOCIATION
för / for
RYAN SPECIALTY GROUP SWEDEN AB
(org. nr. / Reg. No. 556741-6572)

9. Ärenden på årsstämma / Business at annual shareholders' meetings

Vid årsstämma skall följande ärenden förekomma till behandling:

- a. val av ordförande vid bolagsstämman;
- b. upprättande och godkännande av röstlängd;
- c. godkännande av dagordningen;
- d. val av en eller två justeringspersoner att underteckna protokollet;
- e. prövning av om bolagsstämman blivit behörigen sammankallad;
- f. framläggande av årsredovisning och revisionsberättelse samt, i förekommande fall, koncernredovisning och koncernrevisionsberättelse;
- g. beslut om fastställande av resultaträkning och balansräkning samt, i förekommande fall, koncernresultaträkning och koncernbalansräkning;
- h. beslut om dispositioner beträffande bolagets vinst eller förlust enligt den fastställda balansräkningen;
- i. beslut om ansvarsfrihet åt styrelseledamöter och verkställande direktör;
- j. fastställande av antalet styrelseledamöter och styrelsesuppleanter och, i förekommande fall, antalet revisorer och revisorssuppleanter;
- k. fastställande av arvoden åt styrelsen och revisorerna;
- l. val av styrelseledamöter och styrelsesuppleanter och, i förekommande fall, revisorer och revisorssuppleanter;
- m. annat ärende, som ankommer på bolagsstämman enligt aktiebolagslagen eller bolagsordningen.

The following business shall be addressed at annual shareholders' meetings:

- a. *election of a chairman of the meeting;*
- b. *preparation and approval of the voting list;*
- c. *approval of the agenda;*
- d. *election of one or two persons who shall approve the minutes of the meeting;*
- e. *determination of whether the meeting was duly convened;*
- f. *submission of the annual report and the auditors' report and, where applicable, the consolidated financial statements and the auditor's report for the group;*
- g. *resolutions regarding the adoption of the income statement and the balance sheet and, when applicable, the consolidated income statement and the consolidated balance sheet;*
- h. *resolutions regarding allocation of the company's profits or losses in accordance with the adopted balance sheet;*
- i. *resolutions regarding discharge of the members of the board of directors and the managing director from liability;*
- j. *determination of the number of members and deputy members of the board of directors and, where applicable, the number of auditors and deputy auditors;*
- k. *determination of fees for members of the board of directors and auditors;*
- l. *election of the members of the board of directors and, where applicable, auditors and deputy auditors;*
- m. *other matters, which are set out in the Swedish Companies Act or the company's articles of association.*

10. Hembud / Post-sale Purchase

Om en aktie har övergått till en ny ägare, har övriga aktieägare rätt att lösa aktien. Aktiens nya ägare skall snarast anmäla aktieövergången till bolagets styrelse på det sätt som aktiebolagslagen föreskriver (hembud). Lösen får ej ske av ett mindre antal aktier än hembudet omfattar.

If a share has been transferred to a new owner, the other shareholders shall be entitled to purchase the share. The new owner of the share shall, as soon as possible, and in the manner set out in the Companies Act, notify the board of directors of the share transfer ("Post-sale Purchase Offer").

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A Post-sale Purchase Offer may not be exercised in respect of a smaller number of shares than the shares covered by the offer.

Styrelsen skall genast lämna en underrättelse om hembudet till varje lösningsberättigad med känd postadress. I underrättelsen skall lämnas uppgift om den tid inom vilken lösningsanspråk skall framställas.

The board of directors shall immediately give notice of the Post-sale Purchase Offer to every post-sale purchase right holder with a known postal address. The notice shall indicate the period within which requests to exercise post-sale purchase rights are to be made.

Lösningsanspråk skall framställas inom två månader från behörigt hembud enligt ovan. Om lösningsanspråk framställs av fler än en lösningsberättigad, skall samtliga aktier så långt det är möjligt fördelas mellan de lösningsberättigade i förhållande till deras tidigare innehav av aktier i bolaget. Återstående aktier skall fördelas genom lottning av bolagets styrelse.

Requests to exercise post-sale purchase rights must be made within two months of a proper Post-sale Purchase Offer in accordance with the above. If requests to exercise post-sale purchase rights are made by more than one post-sale purchase right holder, the shares shall, to the greatest extent possible, be distributed amongst the post-sale purchase right holders in relation to their previous shareholdings in the company. Any remaining shares shall be distributed through the drawing of lots by the board of directors.

Om aktien har övergått genom försäljning, skall lösenbeloppet motsvara köpeskillingen. För inlösen skall inga andra villkor gälla.

If a share has been transferred through a sale, the price to be paid upon the exercise of post-sale purchase right shall equal the purchase price. No other conditions shall apply.

Om förvärvaren och den som har begärt att få lösa in aktierna inte kommer överens i frågan om inlösen, får den som har begärt inlösen väcka talan inom två månader från den dag lösningsanspråket framställdes hos bolagets styrelse.

Where the transferee and the person requesting a purchase pursuant to a post-sale purchase right fail to agree upon the purchase, the person requesting the purchase may initiate proceedings within two months of the date on which the request was made to the board of directors.

Lösenbeloppet skall betalas inom en månad från den tidpunkt då lösenbeloppet blev bestämt.

The price to be paid upon the exercise of post-sale purchase rights shall be paid within one month of the date on which the price was determined.

11. Samtycke / Consent

En aktie får överlätas till en ny ägare endast med samtycke av bolagets styrelse. Den som avser att överlåta en aktie skall således före överlåtelsen ansöka om samtycke hos bolagets styrelse på det sätt som aktiebolagslagen föreskriver (samtyckesansökan). Samtycke får ej ges eller vägras för ett mindre antal aktier än samtyckesansökan omfattar.

A share in the company may be transferred to a new owner only with the prior consent of the board of directors of the company. Any person who intends to transfer a share shall apply to the board of directors for consent in the manner set out in the Companies Act ("Request for Consent"). Consent may not be granted or refused with respect to a smaller number of shares than the shares covered by the Request for Consent.

Bolagets styrelse skall meddela beslut i frågan om samtycke inom tre månader från behörig samtyckesansökan enligt ovan.

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The board of directors shall render its decision on the issue of consent within three months of the date of a proper Request for Consent in accordance with the above.

Om aktien övertas av annan på det sätt som aktiebolagslagen föreskriver, skall, om samtyckesansökan avser överlåtelse genom försäljning, priset motsvara det belopp som på föreskrivet sätt anges i samtyckesansökan. För övertagande skall inga andra villkor gälla.
If the share is acquired by another transferee in the manner set out in the Companies Act, the price shall equal the price stated in the Request for Consent if the request is in respect of a sale. No other conditions shall apply.

En aktieägare som är missnöjd med styrelsens beslut att ge eller vägra samtycke eller med villkoren för övertagande får väcka talan inom två månader från den dag då bolagets styrelse på föreskrivet sätt avsände meddelande om sitt beslut i frågan om samtycke.
A shareholder who is dissatisfied with the board's decision to grant or refuse consent or with the terms governing an acquisition by another transferee may initiate proceedings within two months of the date on which the board of directors duly issued a notice of its decision on the consent issue.

Om aktien skall övertas av annan på det sätt som aktiebolagslagen föreskriver, skall priset betalas inom en månad från den tidpunkt då priset blev bestämt.
If the share is to be acquired by another transferee in the manner set out in the Companies Act, the price for the share shall be paid within one month of the date on which the price was determined.

12 Förför / Right of First Refusal

Innan en aktie överläts till en ny ägare skall övriga aktieägare erbjudas att köpa aktien. Den som avser att överlåta en aktie skall således före överlåtelsern anmäla detta till bolagets styrelse på det sätt som aktiebolagslagen föreskriver (förförserbjudande). Förför får ej ske av ett mindre antal aktier än förförserbjudandet omfattar.

Before a share is transferred to a new owner, the other shareholders shall be offered to purchase the share. A person intending to transfer a share shall, before the transfer, report this to the board of directors in the manner set out in the Companies Act ("Right of First Refusal Offer"). A Right of First Refusal Offer may not be exercised in respect of a smaller number of shares than the shares covered by the offer.

Styrelsen skall genast lämna en underrättelse om förförserbjudandet till varje förförserberättigad med känd postadress. 1 underrättelsen skall lämnas uppgift om den tid inom vilken förförersanspråk skall framställas.

The board of directors shall immediately give notice of the Right of First Refusal Offer to each first refusal right holder with a known postal address. The notice shall indicate the period within which requests to exercise rights of first refusal are to be made.

Förförersanspråk skall framställas inom två månader från behörigt förförserbjudande enligt ovan. Om förförersanspråk framställs av fler än en förförserberättigad, skall samtliga aktier så långt det är möjligt fördelas mellan de förförserberättigade i förhållande till deras tidigare innehav av aktier i bolaget.

Återstående aktier skall fördelas genom lottning av bolagets styrelse.

Requests to exercise rights of first refusal must be made within two months of a proper Right of First Refusal Offer in accordance with the above. If requests to exercise rights of first refusal are made by more than one first refusal right holder, the shares shall, to the greatest extent possible, be distributed amongst the first refusal right holders in relation to their previous shareholdings in the company. Any remaining shares shall be distributed through the drawing of lots by the board of directors.

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Förköpspriset skall motsvara det belopp som på föreskrivet sätt anges i förköpserbjudandet. För förköp skall inga andra villkor gälla.

The right of first refusal price shall equal the price stated in the Right of First Refusal Offer. No other conditions shall apply.

Om aktieägaren och den som har begärt förköp inte kommer överens i frågan om förköp, får den som har begärt förköp väcka talan inom två månader från den dag förköpsanspråket framställdes hos bolagets styrelse.

Where the shareholder and the person requesting a purchase pursuant to a right of first refusal fail to agree upon the purchase, the person requesting the purchase may initiate proceedings within two months of the date on which the request was made to the board of directors.

Förköpspriset skall betalas inom en månad från den tidpunkt då förköpspriset blev bestämt.

The price to be paid upon the exercise of rights of first refusal shall be paid within one month of the date on which the price was determined.

Stockholm 2 November 2020

Ryan Specialty Group Sweden AB
Org nr 556741-6572

Årsredovisning för räkenskapsåret 2019

Styrelsen och verkställande direktören avger följande årsredovisning.

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Om inte annat särskilt anges, redovisas alla belopp i kronor. Uppgifter inom parentes avser föregående år.

certified as True copy
of the original accounts
2019.
JGM Verhagen
4 Sep 2020

Förvaltningsberättelse

Allmänt om verksamheten

Ryan Specialty Group Sweden AB (556741-6572), registrerades år 2007 och verksamheten etablerades under år 2008. Bolaget bedriver försäkringsförmedling primärt inom Norden och Beneluxländerna.

Bolaget har ett helägt dotterbolag, RSG Construction & Specialty (556686-1984), som står för 60% av de löpande personal- och kontorskostnaderna.

Bolaget står under tillsyn från Finansinspektionen och har sitt säte i Stockholm.

Väsentliga händelser under räkenskapsåret

Den 1:a Maj 2019 så flyttades personalen över från det helägda dotterbolaget till bolaget. 60% av bolagets löpande kostnader avseende kontorslokal etc. har sedan tidigare vidarefaktureras till dotterbolaget, och efter 1:a Maj så vidarefaktureras även personalkostnader.

Flerårsöversikt

		<u>2019</u>	<u>2018</u>	<u>2017</u>	<u>2016</u>
Nettoomsättning	tkr	24 734	13 852	9 517	11 572
Resultat efter finansiella poster	tkr	4 512	724	-429	710
Balansomslutning	tkr	85 675	76 399	12 706	13 615
Soliditet	%	6,4	2,9	13,5	15,3

Ägarförhållanden

Ryan Specialty Group Sweden AB är ett helägt dotterbolag till Ryan Specialty Group Europe Limited med säte i Storbritannien. Ryan Specialty Group Europe Limited är i sin tur ett helägt dotterbolag till Ryan Specialty Group, LLC med säte i USA.

Förändring av eget kapital

	<u>Aktiekapital</u>	<u>Fritt eget kapital</u>	<u>Summa eget kapital</u>
Eget kapital 2018-01-01	100 000	1 517 787	1 617 787
Årets resultat	-	554 445	554 445
Eget kapital 2018-12-31	100 000	2 072 232	2 172 232
Årets resultat	-	2 530 909	2 530 909
Eget kapital 2019-12-31	100 000	4 603 141	4 703 141

Resultatdisposition

Till årsstämman förfogande står följande vinstmedel:

Balanserat resultat	2 072 232
Årets resultat	2 530 909
Totalt	<u>4 603 141</u>

Styrelsen och verkställande direktören föreslår att vinstmedlen disponeras enligt följande

Balanseras i ny räkning	4 603 141
Totalt	<u>4 603 141</u>

Resultaträkning	Not	2019	2018
Nettoomsättning	2, 3	24 734 028	13 851 936
Övriga rörelseintäkter	2	246 384	-
		<u>24 980 412</u>	<u>13 851 936</u>
Rörelsens kostnader			
Övriga externa kostnader	4, 5	-4 695 032	-3 778 351
Personalkostnader	6	-15 730 111	-9 448 544
Av- och nedskrivningar av materiella och immateriella anläggningstillgångar		-3 441	-13 766
Övriga rörelsekostnader		<u>-7 759</u>	<u>-323</u>
Summa rörelsens kostnader		-20 436 343	-13 240 984
Rörelseresultat		4 544 069	610 952
Resultat från finansiella poster			
Övriga ränteintäkter och liknande resultatposter	7	42 176	182 526
Räntekostnader och liknande resultatposter	8	<u>-73 924</u>	<u>-69 889</u>
Summa resultat från finansiella poster		-31 748	112 637
Resultat efter finansiella poster		4 512 321	723 589
Bokslutsdispositioner	9	-1 206 662	-
Skatt på årets resultat	10	<u>-774 750</u>	<u>-169 144</u>
Årets vinst		<u>2 530 909</u>	<u>554 445</u>

Balansräkning	Not	2019-12-31	2018-12-31
Tillgångar			
Anläggningstillgångar			
<u>Materiella anläggningstillgångar</u>			
Inventarier, verktyg och installationer	11	-	3 441
<u>Finansiella anläggningstillgångar</u>			
Andelar i koncernföretag	12	63 161 108	63 161 108
Summa anläggningstillgångar		<u>63 161 108</u>	<u>63 164 549</u>
Omsättningstillgångar			
<u>Kortfristiga fordringar</u>			
Kundfordringar		5 394 585	5 665 325
Övriga kortfristiga fordringar		54 705	229 524
Förutbetalda kostnader och upplupna intäkter		281 048	260 317
		<u>5 730 338</u>	<u>6 155 166</u>
<u>Kassa och bank</u>		<u>16 783 725</u>	<u>7 079 534</u>
Summa omsättningstillgångar		<u>22 514 063</u>	<u>13 234 700</u>
Summa tillgångar		<u>85 675 171</u>	<u>76 399 249</u>

Balansräkning	Not	2019-12-31	2018-12-31
Eget kapital och skulder			
Eget kapital			
<u>Bundet eget kapital</u>			
Aktiekapital	13	100 000	100 000
<u>Fritt eget kapital</u>			
Balanserad vinst eller förlust		2 072 232	1 517 787
Årets vinst		2 530 909	554 445
		4 603 141	2 072 232
Summa eget kapital		4 703 141	2 172 232
Obeskattade reserver		1 222 626	15 964
Kortfristiga skulder			
Leverantörsskulder		945 326	205 714
Skulder till koncernföretag	14	60 286 254	64 400 924
Aktuella skatteskulder		794 894	-
Övriga skulder		13 526 647	8 508 778
Upplupna kostnader och förutbetalda intäkter		4 196 283	1 095 637
Summa kortfristiga skulder		79 749 404	74 211 053
Summa eget kapital och skulder		85 675 171	76 399 249

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Noter

Not 1 Redovisnings- och värderingsprinciper

Årsredovisning har upprättats enligt årsredovisningslagen och Bokföringsnämndens allmänna råd BFNAR 2012:1 Års- och koncernredovisning (K3).

Tidigare tillämpades årsredovisningslagen och Bokföringsnämndens allmänna råd förutom BFNAR 2008:1 (K2). Övergången har gjorts i enlighet med föreskrifterna i K3s kapitel 35. Övergången har inte medfört några förändringar i redovisade poster eller belopp.

Fordringar

Fordringar har upptagit till de belopp varmed de beräknas inflyta

Övriga tillgångar, avsättningar och skulder

Övriga tillgångar, avsättningar och skulder har värderats till anskaffningsvärde om inget annat anges nedan.

Intäktsredovisning

Inkomsten redovisas till det verkliga värdet av vad som erhållits eller kommer att erhållas. Företaget redovisar därför inkomsten till nominellt värde (fakturabelopp) om ersättningen erhålls i likvida medel direkt vid leverans. Avdrag görs för lämnade rabatter.

Intäkter från konsulttjänster intäktsredovisas när tjänsterna tillhandahålls.

Koncernbidrag

Samtliga lämnade och mottagna koncernbidrag redovisas som bokslutsdispositioner

Inkomstskatter

Aktuella skatter värderas utifrån de skattesatser och skatteregler som gäller på balansdagen. Uppskjutna skatter värderas utifrån de skattesatser och skatteregler som är beslutade före balansdagen. Uppskjuten skattefordran avseende underskottsavdrag eller andra framtida skattemässiga avdrag redovisas i den utsträckning det är sannolikt att avdraget kan avräknas mot överskott vid framtida beskattning.

Fordringar och skulder netto redovisas endast när det finns en legal rätt till kvittning.

Aktuell skatt, liksom förändring i uppskjuten skatt, redovisas i resultaträkningen om inte skatten än hänförlig till en händelse eller transaktion som redovisas direkt i eget kapital. Skatteeffekter av poster som redovisas direkt mot eget kapital, redovisas mot eget kapital.

Materiella anläggningstillgångar

Materiella anläggningstillgångar redovisas till anskaffningsvärde minskat med avskrivningar. I anskaffningsvärdet ingår utgifter som direkt kan hänföras till förvärvet av tillgången. Materiella

anläggningstillgångar skrivs av linjärt över tillgångens bedömda nyttjandeperiod.

Följande avskrivningstider tillämpas:

Elektronik:

Datorer

3 år

Kundfordringar och övriga fordringar

Fordringar redovisas som omsättningstillgångar med undantag för poster med förfallodag mer än 12 månader efter balansdagen, vilka klassificeras som anläggningstillgångar. Fordringar tas upp till det belopp som förväntas bli inbetalt efter avdrag för individuellt bedömda osäkra fordringar. Fordringar som är räntefria eller som löper med ränta som avviker från marknadsräntan och har en löptid överstigande 12 månader redovisas till ett diskonterat nuvärde och tidsvärdeförändringen redovisas som ränteintäkt i resultaträkningen.

Låneskulder och leverantörsskulder

Låneskulder och leverantörsskulder redovisas initialt till anskaffningsvärde efter avdrag för transaktionskostnader. Skiljer sig det redovisade beloppet från det belopp som ska återbetalas vid förfallotidpunkten periodiseras mellanskillnaden som räntekostnad över lånets löptid med hjälp av instrumentets effektivränta. Härigenom överensstämmer vid förfallotidpunkten det redovisade beloppet och det belopp som ska återbetalas.

Eget kapital

Eget kapital delas in i bundet och fritt kapital, i enlighet med ÅRLs indelning.

Nyckeltalsdefinitioner

Soliditet

Eget kapital och obeskattade reserver (med avdrag för uppskjuten skatt) i förhållande till balansomslutningen.

Avkastning på totalt kapital

Resultat före avdrag för räntekostnader i förhållande till balansomslutningen.

Avkastning på eget kapital

Resultat efter finansiella poster i förhållande till eget kapital och obeskattade reserver (med avdrag för uppskjuten skatt).

Not 2 Intäkternas fördelning

	<u>2019</u>	<u>2018</u>
I nettoomsättningen ingår intäkter från:		
Tjänster	24 734 028	13 851 936
Summa	<u>24 734 028</u>	<u>13 851 936</u>
I övriga intäkter ingår intäkter från:		
Vinst vid avyttring av leasingbil	246 032	-
Tjänstekommission	352	-
Summa	<u>246 384</u>	<u>0</u>

Not 3 Transaktioner med närstående

	<u>2019</u>	<u>2018</u>
Inköp och försäljning mellan koncernföretag		
Nedan anges andelen av årets inköp och försäljning avseende koncernföretag.		
Inköp (%)	-	-
Försäljning (%)	33,24	6,37
Försäljning till dotterbolag		
Vidarefakturerering av kostnader	8 222 359	881 714
Summa	<u>8 222 359</u>	<u>881 714</u>

Not 4 Ersättning till revisorerna

	<u>2019</u>	<u>2018</u>
<u>PKF Revidentia AB/Karin Rosén</u>		
Revisionsuppdraget	43 750	64 000
Summa	<u>43 750</u>	<u>64 000</u>

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Ryan Specialty Group Sweden AB
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	<u>2019</u>	<u>2018</u>
<u>Deloitte AB</u>		
Revisionsuppdraget (avseende RÅ 2017)	-	96 000
	-	-
Summa	<u>0</u>	<u>96 000</u>

Not 5 Leasingavgifter

	<u>2019-12-31</u>	<u>2018-12-31</u>
Lokalhyra	361 416	580 555
Elektronik och liknande	6 915	16 557
	-	-
Summa	<u>368 331</u>	<u>597 112</u>
Leasingavgifter uppdelning på avtalets löptid		
Upp till 1 år	6 915	16 557
1-5år	361 416	580 555
5år och längre	-	-
	-	-
Summa	<u>368 331</u>	<u>597 112</u>

Hyresavtalet förfaller 2021-03-31 och leasingavtalet av kopiatorer kan sägas upp med 3 månaders uppsägningstid.

Not 6 Löner, andra ersättningar och sociala kostnader

	<u>2019</u>	<u>2018</u>
Medelantalet anställda		
Kvinnor	3	2
Män	5	2
	-	-
Totalt	<u>8</u>	<u>4</u>

	<u>2019</u>	<u>2018</u>
Löner, ersättningar, sociala avgifter och pensionskostnader		
Löner och ersättningar till anställda	10 178 935	6 191 587
Pensionskostnader	1 908 530	1 113 772
	<u>12 087 465</u>	<u>7 305 359</u>
Sociala avgifter enligt lag och avtal	3 450 040	2 119 462
Övriga personalkostnader	192 606	23 724
	<u>3 642 646</u>	<u>2 143 186</u>
Totalt	<u>15 730 111</u>	<u>9 448 545</u>

Avgångsvederlag

Med verkställande direktören, vice verkställande direktören och övriga ledande befattningshavare har avtal träffats om avgångsvederlag uppgått till 6 månaderslöner vid uppsägning från företagets sida.

Not 7 Övriga ränteintäkter och liknande resultatposter

	<u>2019</u>	<u>2018</u>
Kursdifferenser	42 175	182 526
Summa	<u>42 175</u>	<u>182 526</u>

Not 8 Räntekostnader och liknande resultatposter

	<u>2019</u>	<u>2018</u>
Ränta skattekonto	-	347
Kursdifferenser	73 384	69 429
Övriga räntekostnader och liknande resultatposter	540	113
Summa	<u>73 924</u>	<u>69 889</u>

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Not 9 Bokslutsdispositioner

	<u>2019</u>	<u>2018</u>
Avsättning till periodiseringsfond	1 206 662	-
Summa	<u>1 206 662</u>	<u>0</u>

Not 10 Skatt på årets resultat

	<u>2019</u>	<u>2018</u>
Aktuell skatt (21,4%)	774 675	169 144
Skatt hänförlig till tidigare års redovisade resultat	75	-
Skatt på årets resultat	<u>774 750</u>	<u>169 144</u>

Not 11 Inventarier, verktyg och installationer

	<u>2019</u>	<u>2018</u>
Ingående ackumulerade anskaffningsvärden	417 229	417 229
Årets förändringar		
Utgående ackumulerade anskaffningsvärden	417 229	417 229
Ingående ackumulerade avskrivningar	-413 788	-400 023
Årets förändringar		
-Avskrivningar	-3 441	-13 765
Utgående ackumulerade avskrivningar	-417 229	-413 788
Årets förändringar		
Utgående ackumulerade uppskrivningar	<u>0</u>	<u>0</u>

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	<u>2019</u>	<u>2018</u>
Årets förändringar	-	-
Utgående ackumulerade nedskrivningar	<u>0</u>	<u>0</u>
Utgående restvärde enligt plan	<u>0</u>	<u>3 441</u>

Not 12 Andelar i koncernföretag

	<u>2019</u>	<u>2018</u>
Ingående ackumulerade anskaffningsvärden	63 161 108	-
Förvärv	-	63 161 108
Utgående ackumulerade anskaffningsvärden	<u>63 161 108</u>	<u>63 161 108</u>
Utgående ackumulerade nedskrivningar	<u>0</u>	<u>0</u>
Utgående redovisat värde	<u>63 161 108</u>	<u>63 161 108</u>

<u>Koncernen</u>	<u>Org nr</u>	<u>Säte</u>	<u>Kapital- andel (%)</u>
RSG Construction & Specialty AB	556686-1984	Stockholm	100 %

Not 13 Aktiekapital

Aktiekapitalet består av 100 000 st aktier med kvotvärde 1 kr per aktie.

Not 14 Upplåning

	<u>2019-12-31</u>	<u>2018-12-31</u>
Skulder till koncernföretag	-60 286 254	-64 400 924
Summa	<u>-60 286 254</u>	<u>-64 400 924</u>

Not 15 Ställda säkerheter

	<u>2019-12-31</u>	<u>2018-12-31</u>
För egna avsättningar och skulder	-	-
Bolaget har inga ställda säkerheter	<u>0</u>	<u>0</u>

Not 16 Eventualförpliktelser

	<u>2019-12-31</u>	<u>2018-12-31</u>
Summa ansvarsförbindelser	<u>0</u>	<u>0</u>

Not 17 Uppgift om moderföretag

Bolaget är ett helägt dotterbolag till Ryan Specialty Group Europe Limited med säte i London, England, registreringsnummer 07632134. Bolagets årsredovisning finns att hämta hos Companies House register i England.

Not 18 Väsentliga händelser efter räkenskapsårets slut

Global pandemi

I mars 2020 förklarade WHO, Världshälsoorganisationen, en global pandemi relaterad till utbrottet av en andningssjukdom orsakad av coronaviruset, COVID-19. De extraordinära samhällsåtgärderna som vidtagits för att minska virusets spridning har en effekt och störning i områden där bolaget är verksamma. Den ultimata varaktigheten och intensiteten för denna globala hälsosituation är oklar.

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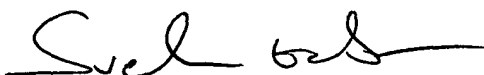
Givet den dynamiska nödsituationens karaktär kan dess långsiktiga inverkan på bolagets verksamhet, kassaflöden och ekonomiska tillstånd inte rimligt uppskattas för närvarande.

Styrelsen har bevakat situationen ytterligare för att bedöma om COVID-19 skulle indikera någon osäkerhet för företagets förmåga att fortsätta sin dagliga verksamhet. Den ytterligare informationen inkluderar ekonomiska resultat och stresstestscenarier i företagets tvååriga prognoser, främst inriktade på intäkter. Trots att COVID-19 sannolikt kommer att ha en betydande inverkan på olika sektorer i ekonomin, förväntar sig styrelsen att bolaget kommer att fortsätta ha positiva kassaflöden framöver.

Filial

Den 29 januari 2020 registrerade bolaget en filial i London, England, hos Finansinspektionen för att möjliggöra RSG Europe Brexit-strategin att fortsätta utveckla och bedriva verksamhet inom EES.

Stockholm 2020 - 06 - 28



Sverker Edström
Verkställande direktör

Peter Joseph McKenna



Johanna Geertruida Maria Verhagen

Min revisionsberättelse har lämnats 2020 - 06 - 29



Karin Rosén
Auktoriserad revisor

Revisionsberättelse

Till bolagsstämman i Ryan Specialty Group Sweden AB
Org.nr 556741-6572

Rapport om årsredovisningen

Uttalanden

Jag har utfört en revision av årsredovisningen för Ryan Specialty Group Sweden AB för räkenskapsåret 2019.

Enligt min uppfattning har årsredovisningen upprättats i enlighet med årsredovisningslagen och ger en i alla väsentliga avseenden rättvisande bild av Ryan Specialty Group Sweden ABs finansiella ställning per den 2019-12-31 och av dess finansiella resultat för året enligt årsredovisningslagen. Förvaltningsberättelsen är förenlig med årsredovisningens övriga delar.

Jag tillstyrker därför att bolagsstämman fastställer resultaträkningen och balansräkningen.

Grund för uttalanden

Jag har utfört revisionen enligt International Standards on Auditing (ISA) och god revisionssed i Sverige. Mitt ansvar enligt dessa standarder beskrivs närmare i avsnittet *Revisorns ansvar*. Jag är oberoende i förhållande till Ryan Specialty Group Sweden AB enligt god revisorssed i Sverige och har i övrigt fullgjort mitt yrkesetiska ansvar enligt dessa krav.

Jag anser att de revisionsbevis jag har inhämtat är tillräckliga och ändamålsenliga som grund för mina uttalanden.

Styrelsens och verkställande direktörens ansvar

Det är styrelsen och verkställande direktören som har ansvaret för att årsredovisningen upprättas och att den ger en rättvisande bild enligt årsredovisningslagen. Styrelsen och verkställande direktören ansvarar även för den interna kontroll som de bedömer är nödvändig för att upprätta en årsredovisning som inte innehåller några väsentliga felaktigheter, vare sig dessa beror på oegentligheter eller misstag.

Vid upprättandet av årsredovisningen ansvarar styrelsen och verkställande direktören för bedömningen av bolagets förmåga att fortsätta verksamheten. De upplyser, när så är tillämpligt, om förhållanden som kan påverka förmågan att fortsätta verksamheten och att använda antagandet om fortsatt drift. Antagandet om fortsatt drift tillämpas dock inte om styrelsen och verkställande direktören avser att likvidera bolaget, upphöra med verksamheten eller inte har något realistiskt alternativ till att göra något av detta.

Revisorns ansvar

Mina mål är att uppnå en rimlig grad av säkerhet om huruvida årsredovisningen som helhet inte innehåller några väsentliga felaktigheter, vare sig dessa beror på oegentligheter eller misstag, och att lämna en revisionsberättelse som innehåller mina uttalanden. Rimlig säkerhet är en hög grad av säkerhet, men är ingen garanti för att en revision som utförs enligt ISA och god revisionssed i Sverige alltid kommer att upptäcka en väsentlig felaktighet om en sådan finns. Felaktigheter kan uppstå på grund av oegentligheter eller misstag och anses vara väsentliga om de enskilt eller tillsammans rimligen kan förväntas påverka de ekonomiska beslut som användare fattar med grund i årsredovisningen.

En ytterligare beskrivning av mitt ansvar för revisionen av årsredovisningen finns på Revisorsinspektionens webbplats:
www.revisorsinspektionen.se/revisornsansvar. Denna beskrivning är en del av revisionsberättelsen.

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Rapport om andra krav enligt lagar och andra författningar

Uttalanden

Utöver min revision av årsredovisningen har jag även utfört en revision av styrelsens och verkställande direktörens förvaltning för Ryan Specialty Group Sweden AB för räkenskapsåret 2019 samt av förslaget till dispositioner beträffande bolagets vinst eller förlust.

Jag tillstyrker att bolagsstämman disponerar vinsten enligt förslaget i förvaltningsberättelsen och beviljar styrelsens ledamöter och verkställande direktören ansvarsfrihet för räkenskapsåret.

Grund för uttalanden

Jag har utfört revisionen enligt god revisionssed i Sverige. Mitt ansvar enligt denna beskrivs närmare i avsnittet *Revisorns ansvar*. Jag är oberoende i förhållande till Ryan Specialty Group Sweden AB enligt god revisorssed i Sverige och har i övrigt fullgjort mitt yrkesetiska ansvar enligt dessa krav.

Jag anser att de revisionsbevis jag har inhämtat är tillräckliga och ändamålsenliga som grund för mina uttalanden.

Styrelsens och verkställande direktörens ansvar

Det är styrelsen som har ansvaret för förslaget till dispositioner beträffande bolagets vinst eller förlust. Vid förslag till utdelning innefattar detta bland annat en bedömning av om utdelningen är försvarlig med hänsyn till de krav som bolagets verksamhetsart, omfattning och risker ställer på storleken av bolagets egna kapital, konsolideringsbehov, likviditet och ställning i övrigt.

Styrelsen ansvarar för bolagets organisation och förvaltningen av bolagets angelägenheter. Detta innefattar bland annat att fortlöpande bedöma bolagets ekonomiska situation och att tillse att bolagets organisation är utformad så att bokföringen, medelsförvaltningen och bolagets ekonomiska angelägenheter i övrigt kontrolleras på ett betryggande sätt. Verkställande direktören ska sköta den löpande förvaltningen enligt styrelsens riktlinjer och anvisningar och bland annat vidta de åtgärder som är nödvändiga för att bolagets bokföring ska fullgöras i överensstämmelse med lag och för att medelsförvaltningen ska skötas på ett betryggande sätt.

Revisorns ansvar

Mitt mål beträffande revisionen av förvaltningen, och därmed mitt uttalande om ansvarsfrihet, är att inhämta revisionsbevis för att med en rimlig grad av säkerhet kunna bedöma om någon styrelseledamot eller verkställande direktören i något väsentligt avseende:

- företagit någon åtgärd eller gjort sig skyldig till någon försummelse som kan föranleda ersättningsskyldighet mot bolaget, eller
- på något annat sätt handlat i strid med aktiebolagslagen, årsredovisningslagen eller bolagsordningen.

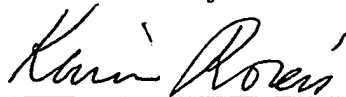
Mitt mål beträffande revisionen av förslaget till dispositioner av bolagets vinst eller förlust, och därmed mitt uttalande om detta, är att med rimlig grad av säkerhet bedöma om förslaget är förenligt med aktiebolagslagen.

Rimlig säkerhet är en hög grad av säkerhet, men ingen garanti för att en revision som utförs enligt god revisionssed i Sverige alltid kommer att upptäcka åtgärder eller försummelser som kan föranleda ersättningsskyldighet mot bolaget, eller att ett förslag till dispositioner av bolagets vinst eller förlust inte är förenligt med aktiebolagslagen.

En ytterligare beskrivning av mitt ansvar för revisionen av förvaltningen finns på Revisorsinspektionens webbplats:

www.revisorsinspektionen.se/revisornsansvar. Denna beskrivning är en del av revisionsberättelsen.

Stockholm den 29 juni 2020



Karin Rosén
Auktoriserad revisor

Ryan Specialty Group Sweden AB
Corporate identity number 556741-6572

Annual Report for the financial year 2019

(Office translation)

The Board of Directors presents the following annual report.

Contents	Page
- Administration Report	2
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- Notes to the Accounts	7

Unless otherwise stated, all amounts are presented in SEK.

This report has been prepared in both Swedish and English versions. In case of variations in the content between the two versions, the Swedish version shall govern.

*Certified as a
true and accurate
translation of the
original document.*

*J. 20 December 2020
JGM Verhagen*

Administration Report

Information regarding the operations

Ryan Specialty Group Sweden AB (556741-6572), was registered in 2007 and the business was established in 2008. The company conducts insurance brokerage primarily within the Nordic and Benelux countries.

The company has a wholly owned subsidiary, RSG Construction & Specialty (556686-1984), which accounts for 60% of ongoing staff and office costs.

The company is under the supervision of Finansinspektionen and has its registered office in Stockholm.

Significant events during the financial year

On May 1, 2019, the staff was transferred from the wholly owned subsidiary to the company. 60% of the company's current costs regarding office premises etc. are being recharged to the subsidiary, and after May 1st, staff costs are also included in the recharges.

Comparative figures covering several years

	2019	2018	2017	2016
Net sales, kSEK	24 734	13 852	9 517	11 572
Profit/loss after financial items, kSEK	4 512	724	-429	710
Balance sheet total, kSEK	85 675	76 399	12 706	13 615
Equity ratio, %	6,6	2,9	13,5	15,3

Ownership structure

Ryan Specialty Group Sweden AB is a wholly owned subsidiary of Ryan Specialty Group Europe Limited based in the United Kingdom. Ryan Specialty Group Europe Limited, in turn, is a wholly owned subsidiary of Ryan Specialty Group, LLC based in the United States.

Change in equity

	Share capital	Non-restricted equity	Total equity
Equity 2018-01-01	100 000	1 517 787	1 617 787
Net profit/loss for the year	=	<u>554 445</u>	<u>554 445</u>
Equity 2018-12-31	<u>100 000</u>	<u>2 072 232</u>	<u>2 172 232</u>
Net profit/loss for the year	=	<u>2 530 909</u>	<u>2 530 909</u>
Equity 2019-12-31	<u>100 000</u>	<u>4 603 141</u>	<u>4 703 141</u>

Proposed appropriation of profits

The following profits are at the disposal of the Annual General Meeting:

Unappropriated profit brought forward	2 072 232
Net profit/loss for the year	<u>2 530 909</u>
Total	<u>4 603 141</u>

The Board of Directors proposes that the profits are appropriated so that

Amount to be carried forward	<u>4 603 141</u>
Total	<u>4 603 141</u>

Income Statement	Note	2019	2018
Net sales	2, 3	24 734 028	13 851 936
Other operating income	2	<u>246 384</u>	<u>-</u>
		24 980 412	13 851 936
Operating expenses			
Other external expenses	4, 5	-4 695 032	-3 778 351
Personnel costs	6	-15 730 111	-9 448 544
Depreciation/amortization and write-downs of tangible and intangible fixed assets		-3 441	-13 766
Other operating expenses		<u>-7 759</u>	<u>-323</u>
Total operating expenses		-20 436 343	-13 240 984
Operating profit/loss		4 544 069	610 952
Profit/loss from financial items			
Other interest income and similar profit/loss items	7	42 176	182 526
Interest expenses and similar profit/loss items	8	<u>-73 924</u>	<u>-69 889</u>
Total profit/loss from financial items		-31 748	112 637
Profit/loss after financial items		4 512 321	723 589
Appropriations	9	-1 206 662	-
Tax on profit for the year	10	<u>-774 750</u>	<u>-169 144</u>
Net profit for the year		<u>2 530 909</u>	<u>554 445</u>

Balance Sheet	Note	2019-12-31	2018-12-31
Assets			
Fixed assets			
<u>Tangible fixed assets</u>			
Equipment, tools, fixtures and fittings	11	=	<u>3 441</u>
<u>Financial fixed assets</u>			
Participations in Group companies	12	<u>63 161 108</u>	<u>63 161 108</u>
Total fixed assets		<u>63 161 108</u>	<u>63 164 549</u>
Current assets			
<u>Current receivables</u>			
Accounts receivable - trade		5 366 477	5 665 325
Other current receivables		54 705	229 524
Prepaid expenses and accrued income		<u>281 048</u>	<u>260 317</u>
		<u>5 702 230</u>	<u>6 155 166</u>
<u>Current investments</u>			
Current investments		<u>28 108</u>	=
<u>Cash and bank balances</u>		<u>16 783 725</u>	<u>7 079 534</u>
Total current assets		<u>22 514 063</u>	<u>13 234 700</u>
Total assets		<u>85 675 171</u>	<u>76 399 249</u>

Balance Sheet	Note	2019-12-31	2018-12-31
Equity and liabilities			
Equity			
<u>Restricted equity</u>			
Share capital	13	<u>100 000</u>	<u>100 000</u>
<u>Non-restricted equity</u>			
Retained earnings		2 072 232	1 517 787
Net profit for the year		<u>2 530 909</u>	<u>554 445</u>
		<u>4 603 141</u>	<u>2 072 232</u>
Total equity		<u>4 703 141</u>	<u>2 172 232</u>
Untaxed reserves		<u>1 222 626</u>	<u>15 964</u>
Current liabilities			
Accounts payable - trade		945 326	205 714
Liabilities to Group companies	14	60 286 254	64 400 924
Current tax liabilities		794 894	-
Other current liabilities		13 486 983	8 508 778
Accrued expenses and deferred income		<u>4 235 947</u>	<u>1 095 637</u>
Total current liabilities		<u>79 749 404</u>	<u>74 211 053</u>
Total equity and liabilities		<u>85 675 171</u>	<u>76 399 249</u>

Notes

Note 1 Accounting and valuation principles

The Annual Report has been prepared in accordance with the Annual Accounts Act and the Swedish Accounting Standards Board's general advice BFNAR 2012: 1 Annual and consolidated accounts (K3).

Previously, the Annual Accounts Act and the Accounting Board's general advice were applied except for BFNAR 2008: 1 (K2). The changeover has been made in accordance with the regulations for K3, chapter 35. The changeover has not resulted in any changes in reported items or amounts.

Receivables

Receivables are recognized at the amounts in which they are expected to be received.

Other assets, provisions and liabilities

Other assets, provisions and liabilities have been valued at acquisition cost unless otherwise stated.

Revenue recognition

The income is recognized at the fair value of what has been or will be received. The company therefore recognizes the income at face value (invoice amount) if the compensation is received in liquid funds directly upon delivery. Deductions are made for granted discounts.

Revenue from consulting services is recognized as revenue when the services are provided.

Group contribution

All group contributions given and received are reported as year-end allocations.

Income taxes

Current taxes are valued based on the tax rates and tax rules that apply on the balance sheet date. Deferred taxes are valued based on the tax rates and tax rules that were decided before the balance sheet date.

Deferred tax assets relating to loss carryforwards or other future tax deductions are recognized to the extent that it is probable that the deduction can be deducted against surplus in future taxation.

Receivables and liabilities are net reported only when there is a legal right to set off.

Current tax, as well as a change in deferred tax, is recognized in the income statement unless the tax is attributable to an event or transaction that is recognized directly in equity. Tax effects of items recognized directly in equity are recognized in equity.

Tangible fixed assets

Tangible fixed assets are reported at acquisition value with a deduction of the made depreciations. The acquisition value includes expenses that can be directly attributed to the acquisition of the asset. Tangible fixed assets are amortized on a straight-line basis over the asset's estimated useful life.

The following depreciation periods are applied:

Electronics:

Computers

3 years

Account receivables and other receivables

Receivables are reported as current assets with the exception of items with a due date more than 12 months after the balance sheet date, which are classified as fixed assets. Receivables are recognized at the amount expected to be paid after deducting individually assessed doubtful debts. Receivables that are interest-free or that run at interest that deviate from the market interest rate and have a maturity exceeding 12 months are reported at a discounted current value and the change in time value is recognized as interest income in the income statement.

Loan and trade payables

Loan liabilities and trade payables are initially recognized at acquisition value after deduction of transaction costs. If the reported amount differs from the amount to be repaid at the due date, the difference is accrued as interest expense over the term of the loan using the instrument's effective interest rate. In this way, at the time of maturity, the amount reported and the amount to be repaid correspond.

Equity

Equity is divided into restricted and non-restricted capital, in accordance with the division of the Annual Accounts Act.

Key definitions

Equity ratio

Equity and untaxed reserves (with deduction for deferred tax) in relation to balance sheet total.

Return on total capital

Result before deduction of interest expenses in relation to balance sheet total.

Return on equity

Result after financial items in relation to equity and untaxed reserves (with deduction for deferred tax).

Note 2 Classification of income

	<u>2019</u>	<u>2018</u>
Net sales include income from:		
Sale of services	<u>24 734 028</u>	<u>13 851 936</u>
Total	<u>24 734 028</u>	<u>13 851 936</u>
Other income includes income from:		
Profit on sale of leasing car	246 032	-
Commission on services	<u>352</u>	-
Total	<u>246 384</u>	<u>0</u>

Note 3 Transactions with related parties

	2019	2018
Purchase and sales between group companies		
Below is the proportion of the year's purchases and sales relating to group companies.		
Purchase, (%)	-	-
Sales, (%)	33,24	6,37
	-	-
Sales to subsidiaries		
Cost recharges	<u>8 222 359</u>	<u>881 714</u>
Total	<u>8 222 359</u>	<u>881 714</u>

Note 4 Remuneration to auditors

	<u>2019</u>	<u>2018</u>
<u>PKF Revidentia AB/Karin Rosén</u>		
Auditor assignment	<u>43 750</u>	<u>64 000</u>
Total	<u>43 750</u>	<u>64 000</u>
<u>Deloitte AB</u>		
Auditor assignment (regarding financial year 2017)	-	<u>96 000</u>
Total	<u>0</u>	<u>96 000</u>

Note 5 Leasing fees

	<u>2019-12-31</u>	<u>2018-12-31</u>
Office rent	361 416	580 555
Electronics and similar items	<u>6 915</u>	<u>16 557</u>
Total	368 331	597 112
Leasing fees breakdown by lease term		
Up to 1 year	6 915	16 557
1–5 years	361 416	580 555
5 years and longer	=	=
Total	<u>368 331</u>	<u>597 112</u>

The lease expires on 2021-03-31 and the lease agreement of copiers can be terminated with a 3-month notice period.

Note 6 Salaries, other remuneration and social security contributions

	<u>2019</u>	<u>2018</u>
Average number of employees		
Women	3	2
Men	<u>5</u>	<u>2</u>
Total	<u>8</u>	<u>4</u>
Remunerations and social security costs including pension costs		
Salaries and remuneration to employees	10 178 935	6 191 587
Pension costs	<u>1 908 530</u>	<u>1 113 772</u>
	12 087 465	7 305 359
Social contributions according to law and agreement	3 450 040	2 119 462
Other staff costs	<u>192 606</u>	<u>23 724</u>
Total	<u>15 730 111</u>	<u>9 448 545</u>

Severance pay

An agreement has been reached with the managing director, the assisting managing director and other senior executives on severance pay amounting to 6 month's salary upon termination by the company.

Note 7 Other interest income and similar profit/loss items

	<u>2019</u>	<u>2018</u>
Exchange differences	<u>42 175</u>	<u>182 526</u>
Total	<u>42 175</u>	<u>182 526</u>

Note 8 Interest expenses and similar profit/loss items

	<u>2019</u>	<u>2018</u>
Interest tax account	-	347
Exchange differences	73 384	69 429
Other interest expenses and similar income items	<u>540</u>	<u>113</u>
Total	<u>73 924</u>	<u>69 889</u>

Note 9 Appropriations

	<u>2019</u>	<u>2018</u>
Provisions for tax allocation reserve	<u>1 206 662</u>	=
Total	<u>1 206 662</u>	<u>0</u>

Note 10 Tax on profit for the year

	<u>2019</u>	<u>2018</u>
Current income tax (21,4%)	774 675	169 144
Tax attributable to previous year's reported earnings	<u>75</u>	=
Tax on profit for the year	<u>774 750</u>	<u>169 144</u>

Note 11 Equipment, tools, fixtures and fittings

	<u>2019</u>	<u>2018</u>
Opening aquisition values	417 229	417 229
Changes of the year	=	=
Closing accumulated aquisition values	<u>417 229</u>	<u>417 229</u>

	<u>2019</u>	<u>2018</u>
Opening depreciation value	-413 788	-400 023
Changes of the year	-	-
- Current depreciations	<u>-3 441</u>	<u>-13 765</u>
Closing accumulated depreciations	-417 229	-413 788
Changes of the year	-	-
Closing accumulated revaluations	<u>0</u>	<u>0</u>
Changes of the year	-	-
Closing accumulated impairments	<u>0</u>	<u>0</u>
Closed residual values according to plan	<u>0</u>	<u>3 441</u>

Note 12 Participations in Group companies

	<u>2019</u>	<u>2018</u>
Opening accumulated aquisition values	63 161 108	-
Aquisitions	-	<u>63 161 108</u>
Closing accumulated aquisition values	63 161 108	63 161 108
Closing accumulated impairments	0	0
Closing carrying value	<u>63 161 108</u>	<u>63 161 108</u>

<u>Group</u>	<u>Corporate ID</u>	<u>Registered office</u>	<u>Share capital (%)</u>
RSG Construction & Specialty AB	556686-1984	Stockholm	100 %

Note 13 Share capital

The share capital consists of 100,000 shares with a quota value of SEK 1 per share.

Note 14 Borrowing

	<u>2019-12-31</u>	<u>2018-12-31</u>
Liabilities to Group companies	-60 286 254	-64 400 924
Total	<u>-60 286 254</u>	<u>-64 400 924</u>

Note 15 Pledged assets

	<u>2019-12-31</u>	<u>2018-12-31</u>
For own provisions and liabilities		
The company has no pledged assets	<u>0</u>	<u>0</u>

Note 16 Contingent liabilities

	<u>2019-12-31</u>	<u>2018-12-31</u>
Total contingent liabilities	<u>0</u>	<u>0</u>

Note 17 Information on parent company

The company is a wholly owned subsidiary of Ryan Specialty Group Europe Limited based in London, England, registration number 07632134. The annual report of the parent company is available from the Companies House register in England.

Note 18 Significant events after the financial year ended

In March 2020, the World Health Organization declared a global pandemic related to the outbreak of a respiratory illness caused by the coronavirus, COVID-19. Related impacts and disruptions are being experienced in the geographical areas in which the Company operate, and the ultimate duration and intensity of this global health emergency is unclear. Given the dynamic nature of the emergency, its long-term impact on the Company's operations, cash flows, and financial condition cannot be reasonably estimated at this time.

The directors have reviewed additional information to assess whether COVID-19 could cast any significant doubt on the Company's ability to continue as a going concern. The additional information included financial performance to date and stress test scenarios on the Company's two-year forecasts, primarily focused on revenue. Whilst COVID-19 is likely to have a substantial impact on various sectors of the economy, the directors still anticipate that the Company will continue to have positive cashflows for the foreseeable future.

UK branch

On January 29, 2020, the company registered a branch in London, England, with Finansinspektionen to enable the RSG Europe Brexit strategy to continue to develop and conduct operations within the EEA.

Stockholm 2020 – XX - XX

Sverker Edström
Managing director

Peter Joseph McKenna

Johanna Geertruida Maria Verhagen

My audit report has been submitted 2020 – XX - XX

Karin Rosén
Authorized Public Accountant

Auditor's report

To the general meeting of the shareholders of Ryan Speciality Group Sweden AB, corporate identity number 556741-6572

Report on the annual accounts

Opinions

I have audited the annual accounts of Ryan Speciality Group Sweden AB for the year 2019.

In my opinion, the annual accounts have been prepared in accordance with the Annual Accounts Act and present fairly, in all material respects, the financial position of Ryan Speciality Group Sweden AB as of 31 December 2019 and its financial performance for the year then ended in accordance with the Annual Accounts Act. The statutory administration report is consistent with the other parts of the annual accounts.

I therefore recommend that the general meeting of shareholders adopts the income statement and balance sheet.

Basis for Opinions

I conducted my audit in accordance with International Standards on Auditing (ISA) and generally accepted auditing standards in Sweden. My responsibilities under those standards are further described in the *Auditor's Responsibilities* section. I am independent of Ryan Speciality Group Sweden AB in accordance with professional ethics for accountants in Sweden and have otherwise fulfilled my ethical responsibilities in accordance with these requirements.

I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my opinions.

Responsibilities of the Board of Directors and the Managing Director

The Board of Directors and the Managing Director are responsible for the preparation of the annual accounts and that they give a fair presentation in accordance with the Annual Accounts Act. The Board of Directors and the Managing Director are also responsible for such internal control as they determine is necessary to enable the preparation of annual accounts that are free from material misstatement, whether due to fraud or error.

In preparing the annual accounts, The Board of Directors and the Managing Director are responsible for the assessment of the company's ability to continue as a going concern. They disclose, as applicable, matters related to going concern and using the going concern basis of accounting. The going concern basis of accounting is however not applied if the Board of Directors and the Managing Director intends to liquidate the company, to cease operations, or has no realistic alternative but to do so.

Auditor's responsibility

My objectives are to obtain reasonable assurance about whether the annual accounts as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes my opinions. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs and generally accepted auditing standards in Sweden 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 annual accounts.

As part of an audit in accordance with ISAs, I exercise professional judgment and maintain professional skepticism throughout the audit. I also:

- Identify and assess the risks of material misstatement of the annual accounts, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for my opinions. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of the company's internal control relevant to my audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors and the Managing Director.
- Conclude on the appropriateness of the Board of Directors' and the Managing Director's use of the going concern basis of accounting in preparing the annual accounts. I also draw a conclusion, based on the audit evidence obtained, as to whether any material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern. If I conclude that a material uncertainty exists, I am required to draw attention in my auditor's report to the related disclosures in the annual accounts or, if such disclosures are inadequate, to modify my opinion about the annual accounts. My conclusions are based on the audit evidence obtained up to the date of my auditor's report. However, future events or conditions may cause the company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the annual accounts, including the disclosures, and whether the annual accounts represent the underlying transactions and events in a manner that achieves fair presentation.

I must inform the Board of Directors of, among other matters, the planned scope and timing of the audit. I must also inform of significant audit findings during my audit, including any significant deficiencies in internal control that I identified.

Report on other legal and regulatory requirements

Opinions

In addition to my audit of the annual accounts, I have also audited the administration of the Board of Directors and the Managing Director of Ryan Speciality Group Sweden AB for the year 2019 and the proposed appropriations of the company's profit or loss.

I recommend to the general meeting of shareholders that the profit be appropriated in accordance with the proposal in the statutory administration report and that the members of the Board of Directors and the Managing Director be discharged from liability for the financial year.

Basis for Opinions

I conducted the audit in accordance with generally accepted auditing standards in Sweden. My responsibilities under those standards are further described in the *Auditor's Responsibilities* section. I am independent of Ryan Speciality Group Sweden AB in accordance with professional ethics for

accountants in Sweden and have otherwise fulfilled my ethical responsibilities in accordance with these requirements.

I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my opinions.

Responsibilities of the Board of Directors and the Managing Director

The Board of Directors is responsible for the proposal for appropriations of the company's profit or loss. At the proposal of a dividend, this includes an assessment of whether the dividend is justifiable considering the requirements which the company's type of operations, size and risks place on the size of the company's equity, consolidation requirements, liquidity and position in general.

The Board of Directors is responsible for the company's organization and the administration of the company's affairs. This includes among other things continuous assessment of the company's financial situation and ensuring that the company's organization is designed so that the accounting, management of assets and the company's financial affairs otherwise are controlled in a reassuring manner. The Managing Director shall manage the ongoing administration according to the Board of Directors' guidelines and instructions and among other matters take measures that are necessary to fulfill the company's accounting in accordance with law and handle the management of assets in a reassuring manner.

Auditor's responsibility

My objective concerning the audit of the administration, and thereby my opinion about discharge from liability, is to obtain audit evidence to assess with a reasonable degree of assurance whether any member of the Board of Directors or the Managing Director in any material respect:

- has undertaken any action or been guilty of any omission which can give rise to liability to the company, or
- in any other way has acted in contravention of the Companies Act, the Annual Accounts Act or the Articles of Association.

My objective concerning the audit of the proposed appropriations of the company's profit or loss, and thereby my opinion about this, is to assess with reasonable degree of assurance whether the proposal is in accordance with the Companies Act.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with generally accepted auditing standards in Sweden will always detect actions or omissions that can give rise to liability to the company, or that the proposed appropriations of the company's profit or loss are not in accordance with the Companies Act.

As part of an audit in accordance with generally accepted auditing standards in Sweden, I exercise professional judgment and maintain professional scepticism throughout the audit. The examination of the administration and the proposed appropriations of the company's profit or loss is based primarily on the audit of the accounts. Additional audit procedures performed are based on my professional judgment with starting point in risk and materiality. This means that I focus the examination on such actions, areas and relationships that are material for the operations and where deviations and violations would have particular importance for the company's situation. I examine and test decisions undertaken, support for decisions, actions taken and other circumstances that are relevant to my opinion concerning discharge from liability. As a basis for my opinion on the Board of Directors' proposed appropriations of the company's profit or loss I examined the Board of Directors' reasoned statement and a selection of supporting evidence in order to be able to assess whether the proposal is in accordance with the Companies Act.

FILE COPY



CERTIFICATE OF REGISTRATION OF AN OVERSEA COMPANY

(Registration of UK establishment)

Company Number **FC037928**

UK Establishment No. BR023019

The Registrar of Companies, hereby certifies that

RYAN SPECIALTY GROUP SWEDEN AB

has this day been registered under the Companies Act 2006 as having established a UK establishment in the United Kingdom

Given at Companies House on **30th December 2020**



Companies House



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**