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OS AA01

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



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



14/05/2022 COMPANIES HOUSE

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→ Filling in this form
Please complete in typescript or in
bold black capitals.

All fields are mandatory unless specified or indicated by *

O This is the name of the company in its home state.

A1-	Legislation		
	Please give the legislation under which the accounts have been prepared and audited.	This means the relevant rules or legislation which regulates the preparation of accounts.	
Legislation @	The amended Law of 19 December 2002 on the trade and companies register and the annual accounts of companies, and with the accounting policies generally accepted and applied within the Grand-Ouchy of Luxembourg. Law of 23 July 2016 on the audit profession.		
A2	Accounting principles		
Accounts	Have the accounts been prepared in accordance with a set of generally accepted accounting principles?	Please insert the name of the appropriate accounting organisation	
	Please tick the appropriate box.	or body.	
	No. Go to Section A3.		
	Yes. Please enter the name of the organisation or other body which issued those principles below, and then go to Section A3.		
Name of organisation or body 9	Commissariat aux Assurances (CAA) and Commission des Normes Comptables (CNC)		

OS AA01

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

А3	Audited accounts		
Audited accounts	Have the accounts been audited in accordance with a set of generally accepted auditing standards?	• Please insert the name of the appropriate accounting	
	Please tick the appropriate box.	organisation or body.	
	No. Go to Part 3 'Signature'.		
	Yes. Please enter the name of the organisation or other body which issued those standards below, and then go to Part 3 'Signature'.	•	
Name of organisation or body •	Commission de Surveillance du Secteur Financier (CSSF) and International Standards on Auditing (ISAs)		
Part 3	Signature		
	1 am signing this form on behalf of the overseas company.		
Signature	Signature		
	X		
	This form may be signed by: Director, Secretary, Permanent representative.		

OS AA01

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

Important information **Presenter information** You do not have to give any contact information, but if Please note that all this information will appear you do it will help Companies House if there is a query on the public record. on the form. The contact information you give will be visible to searchers of the public record. Where to send Contact name You may return this form to any Companies Paraschos Fokou House address: Howden Group Holdings Limited **England and Wales:** The Registrar of Companies, Companies House, Crown Way, Cardiff, Wales, CF14 3UZ. Address One Creechurch Place DX 33050 Cardiff. Scotland: The Registrar of Companies, Companies House, Fourth floor, Edinburgh Quay 2, London 139 Fountainbridge, Edinburgh, Scotland, EH3 9FF. DX ED235 Edinburgh 1 County/Region Northern Ireland: Postcode E The Registrar of Companies, Companies House, Second Floor, The Linenhall, 32-38 Linenhall Street, Country Belfast, Northern Ireland, BT2 8BG. DX 481 N.R. Belfast 1. Telephone Checklist We may return forms completed incorrectly or Further information with information missing. For further information, please see the guidance notes Please make sure you have remembered the on the website at www.gov.uk/companieshouse following: or email enquiries@companieshouse.gov.uk ☐ The company name and, if appropriate, the registered number, match the information held on This form is available in an the public Register. You have completed all sections of the form, alternative format. Please visit the if appropriate. ☐ You have signed the form. forms page on the website at www.gov.uk/companieshouse

Howden Specialty Agency Luxembourg S.à r.l.

(Previously RKH Specialty Agency Luxembourg S.à r.l.) Société à responsabilité limitée

ANNUAL ACCOUNTS

FOR THE YEAR ENDED 30 SEPTEMBER 2020 WITH THE REPORT OF THE *REVISEUR D'ENTREPRISES AGREE* THEREON

Registered office: 21, rue Glesener L - 1631 Luxembourg R.C.S. Luxembourg: B232066

Howden Specialty Agency Luxembourg S.à r.l. (Previously RKH Specialty Agency Luxembourg S.à r.l.) for the year ended 30 September 2020

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Deloitte.

Deloitte Audit Société à responsabilité limitée 20 Boulevard de Kockelscheuer L-1821 Luxembourg

Tel: +352 451 451 www.deloitte.lu

To the Shareholder of
Howden Specialty Agency Luxembourg S.àr.I.
21 Rue Glesener
L-1631 Luxembourg

REPORT OF THE REVISEUR D'ENTREPRISES AGREE

Opinion

We have audited the annual accounts of Howden Specialty Agency Luxembourg S.àr.l. (formerly RKH Specialty Agency Luxembourg S.àr.l.) (the "Company"), which comprise the abridged balance sheet as at September 30, 2020 and the abridged profit and loss account for the year then ended, and notes to the annual accounts, including a summary of significant accounting policies.

In our opinion, the accompanying annual accounts give a true and fair view of the financial position of the Company as at September 30, 2020 and of the results of its operations for the year then ended in accordance with Luxembourg legal and regulatory requirements relating to the preparation and presentation of the annual accounts.

Basis for Opinion

We conducted our audit in accordance with the Law of 23 July 2016 on the audit profession (Law of 23 July 2016) and with International Standards on Auditing (ISAs) as adopted for Luxembourg by the "Commission de Surveillance du Secteur Financier" (CSSF). Our responsibilities under the Law of 23 July 2016 and ISAs as adopted for Luxembourg by the CSSF are further described in the "Responsibilities of the "réviseur d'entreprises agréé" for the Audit of the Annual Accounts" section of our report. We are also independent of the Company in accordance with the International Code of Ethics for Professional Accountants, including International Independence Standards, issued by the International Ethics Standards Board for Accountants (IESBA Code) as adopted for Luxembourg by the CSSF together with the ethical requirements that are relevant to our audit of the annual accounts and have fulfilled our other ethical responsibilities under those ethical requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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Responsibilities of the Board of Managers for the Annual accounts

The Board of Managers is responsible for the preparation and fair presentation of these annual accounts in accordance with Luxembourg legal and regulatory requirements relating to the preparation and presentation of the annual accounts, and for such internal control as the Board of Managers determines 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 Managers is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Managers either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Responsibilities of the "réviseur d'entreprises agréé" for the Audit of the Annual accounts

Our 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 a report of the "réviseur d'entreprises agréé" that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Law of 23 July 2016 and with ISAs as adopted for Luxembourg by the CSSF 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 the Law of 23 July 2016 and with ISAs as adopted for Luxembourg by the CSSF, we exercise professional judgment and maintain professional skepticism throughout the audit. We 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 our opinion. 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 internal control relevant to the 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 Managers.

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- Conclude on the appropriateness of Board of Managers use of the going concern basis of accounting and, based on the audit evidence obtained, whether a 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 we conclude that a material uncertainty exists, we are required to draw attention in our report of the "réviseur d'entreprises agréé" to the related disclosures in the annual accounts or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our report of the "réviseur d'entreprises agréé". 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.

We communicate with the Board of Managers regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

For Deloitte Audit, Cabinet de révision agréé

Ludovic Bardon

Ludovic Bardon, Réviseur d'entreprises agréé

August 2, 2021

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Annual Accounts Helpdesk:

Tel.

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RCSL Nr.: B232066

Matricule: 2019 2408 610

eCDF entry date:

ABRIDGED BALANCE SHEET

Financial year from 01 01/10/2019 to 02 30/09/2020 (in 03 EUR)

Howden Specialty Agency Luxembourg S.à r.l.

21, rue Glesener L-1631 Luxembourg

ASSETS

		Reference(s)		Current year		Previous year
A. Subscribed	capital unpaid	1101	101		102	
. I. Subscrib	ed capital not called	1103	103		104	
II. Subscrib unpaid	ped capital called but	1105	105		106	
B. Formation 6	expenses	1107	107		108	
C. Fixed assets	•	1109	109		110	
l. Intangib	ole assets	1111	111		112	
II. Tangible	e assets	1125	125		126	
III. Financia	l assets	1135	135		136	
D. Current asso	ets	1151	151	11.276,06	152	11.527,91
I. Stocks		1153	153		154	
II. Debtors		1163	163	401,25	164	0,00
	ecoming due and payable vithin one year	12033	203	401,25	204	0,00
•	ecoming due and payable fter more than one year	1205	205		206	
III. Investm	ents	1189	189		190	_
IV. Cash at	bank and in hand	1197	197	10.874,81	198	11.527,91
E. Prepaymen	ts	1199	199		200	
	TOTAI	. (ASSETS)	201	11.276,06	202	11.527,91

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RCSL Nr.: B232066

Matricule: 2019 2408 610

CAPITAL, RESERVES AND LIABILITIES

	Reference(s)	Cur	rent year	Previous year
A. Capital and reserves	13014	301	10.339,81	302 11.527,91
I. Subscribed capital	1303	303	12.000,00	12.000,00
II. Share premium account	1305	305		306
III. Revaluation reserve	1307	307		308
IV. Reserves	1309	309		310
V. Profit or loss brought forward	1319	319	-472,09	3200,00
VI. Profit or loss for the financial year	1321	321	-1.188,10	-472,09
VII. Interim dividends	1323	323		324
VIII. Capital investment subsidies	1325	325		326
B. Provisions	1331	331		332
C. Creditors	1435	435	936,25	436 0,00
a) becoming due and payable				
within one year	14535	453	936,25	4540,00
b) becoming due and payable				
after more than one year	1455	455		456
D. Deferred income	1403	403		. 404
TOTAL (CAPITAL, RESERVES AND LIA	BILITIES)	405	11.276,06	406 11.527,91

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Annual Accounts Helpdesk:

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RCSL Nr.: B232066 Matricule: 2019 2408 610 eCDF entry date:

ABRIDGED PROFIT AND LOSS ACCOUNT

Financial year from $_{01}$ 01/10/2019 to $_{02}$ 30/09/2020 (in $_{03}$ EUR)

Howden Specialty Agency Luxembourg S.à r.l.

21, rue Glesener L-1631 Luxembourg

ABRIDGED PROFIT AND LOSS ACCOUNT

		Reference(s)	Current year	Previous year
1.	to 5. Gross profit or loss	9,10	-653,10	-472,09
6.	Staff costs	1605	605	606
	a) Wages and salaries	1607	607	608
	b) Social security costs	1609	609	610
	i) relating to pensions	1653	653	654
	ii) other social security costs	1655	655	656
	c) Other staff costs	1613	. 613	614
7.	Value adjustments	1657	657	658
	a) in respect of formation expenses and of tangible and intangible			
	fixed assets	1659	659	660
	b) in respect of current assets	1661	661	662
8.	Other operating expenses	1621	621	622

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RCSL Nr.: B232066

Matricule: 2019 2408 610

	Reference(s)	Current year	Previous year
9. Income from participating interests	1715	715	716
a) derived from affiliated undertakings	1717	717	718
 b) other income from participating interests 	1719	719	720
10. Income from other investments and loans forming part of the fixed assets	1721	721	722
a) derived from affiliated undertakings	1723	723	724
b) other income not included under a)	1725	725	726
11. Other interest receivable and similar income	1727	727	728
a) derived from affiliated undertakings	1729	729	730
b) other interest and similar income	1731	731	732
12. Share of profit or loss of undertakings accounted for under the equity method	1663	663	. 664
13. Value adjustments in respect of financial assets and of investments held as current assets	1665	665	666
14. Interest payable and similar expenses	1627	627	628
a) concerning affiliated undertakings	1629	629	630
b) other interest and similar expenses	1631	631	632
15. Tax on profit or loss	1635	6350,00	6360,00
16. Profit or loss after taxation	1667	-653,10	-472,09
17. Other taxes not shown under items 1 to 16	1637	637535,00	6380,00
18. Profit or loss for the financial year	1669	-1.188,10	670472,09

Notes to the annual accounts for the year ended 30 September 2020 (Expressed in EUR)

NOTE 1 - GENERAL INFORMATION

Howden Specialty Agency Luxembourg S.à r.l. (previously RKH Specialty Agency Luxembourg S.à r.l.) (hereafter the "Company") was incorporated on 15 February 2019 as a *société à responsabilité limitée* ("S.à r.l.") subject to the Luxembourg law for an unlimited period of time. The Company is governed by the law of 10 August 1915 on commercial companies as amended. On 21 July 2020, the corporate name of the Company was amended from RKH Specialty Agency Luxembourg S.à r.l. to Howden Specialty Agency Luxembourg S.à r.l.

On 21 December 2020, the Commissariat aux Assurances (CAA), the authority responsible for the control of insurance activities in Luxembourg, granted the Company the approval to launch its insurance agency activities. Upon receipt of the approval, the Company is now subject to the supervision of the CAA and is also governed by the amended law of 7 December 2015 on the insurance sector.

The registered office of the Company is established at 21, rue Glesener, L-1631 Luxembourg.

The Company's financial year starts on 1 October and ends on 30 September of each year except for the first financial year, which began on the date of incorporation of the Company and terminated on 30 September 2019.

Based on the criteria defined in the Luxembourg law, the Company is not required to prepare consolidated accounts nor a consolidated management report for the financial year ended on 30 September 2020. Therefore, in accordance with legal provisions, the annual accounts are presented on a non-consolidated basis for approval at the annual meeting of the sole Shareholder.

The Company's ultimate parent company and controlling party is Howden Group Holdings Limited (formerly Hyperion Insurance Group Limited), which is registered in England and is the parent company of the smallest and largest group to consolidate these financial statements. A copy of that Company's accounts can be obtained from One Creechurch Place, London, United Kingdom, EC3A 5AF.

The purpose of the Company is to carry out for its own account and / or on behalf of third parties, any kind of insurance agency activities as well as any commercial, industrial, financial, real estate or intellect activities that are directly linked to such purpose.

The purpose of the Company is also the holding of participations in any form whatsoever in Luxembourg and foreign companies and in any other form of investment, the acquisition by purchase, subscription or any other manner, as well as the transfer by sale, exchange or otherwise of securities of any kind and the administration, management, control and development of its portfolio.

The Company may grant loans to, as well as guarantees or security for the benefit of third parties to secure obligations of, companies in which it holds a direct or indirect participation or right of any kind or which form part of the same group of companies as the Company, or otherwise assist such companies.

The Company may raise funds through borrowing in any form or by issuing any kind of notes, securities or debt instruments, bonds and debentures and generally issue securities of any type. The Company may not publicly issue shares.

The Company may carry out any commercial, industrial, financial, real estate or intellectual property activities, which it considers useful for the accomplishment of these purposes.

Notes to the annual accounts for the year ended 30 September 2020 (Expressed in EUR) - continued -

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

2.1. General principles

These annual accounts have been prepared on a going concern basis that assumes that the Company will continue its operations in the foreseeable future.

These annual accounts have been prepared in accordance with the amended Law of 19 December 2002 on the trade and companies register and the annual accounts of companies, and with the accounting policies generally accepted and applied within the Grand-Duchy of Luxembourg.

The preparation of annual accounts requires the use of certain critical accounting estimates. It also requires the Board of Managers to exercise its judgement in the process of applying the accounting policies. Changes in assumptions may have a significant impact on the annual accounts in the period in which the assumptions changed. The Board of Managers believes that the underlying assumptions are appropriate and that the annual accounts therefore present the financial position and results fairly.

2.2. Significant accounting policies

The main valuation rules applied by the Company are the following:

2.2.1. Foreign currency translation

The Company maintains its books and records in Euro.

All transactions expressed in currency other than Euro are translated into Euro at the exchange rate effective at the time of the transaction.

Cash at bank is translated at the exchange rate effective at the balance sheet date. Exchange gains and losses are recorded in the profit and loss account for the year.

Other assets and liabilities are translated separately respectively at the lower or at the higher of the value converted at the historical exchange rate or the value determined on the basis of the exchange rates effective at the balance sheet date. Unrealised exchange losses are recorded in the profit and loss account. Realised exchange gains and losses are recorded in the profit and loss account when realised.

Where there is an economic link between an asset and a liability, they are valued in total according to the method described above and any net unrealised losses are recorded in the profit and loss account whereas net unrealised exchange gains are not recognised.

2.2.2. Creditors

Creditors are recorded at their reimbursement value.

NOTE 3 – DEBTORS

The debtors becoming due and payable within one year are composed of tax advances for an amount of EUR 401,25.

Notes to the annual accounts for the year ended 30 September 2020 (Expressed in EUR) - continued -

NOTE 4 - CAPITAL AND RESERVES

Movements during the year are as follow:

	Subscribed capital EUR	Profit or loss brought forward EUR	Profit or loss for the financial year EUR	Total EUR
Opening balance	12.000,00	-	-472,09	11.527,91
Allocation of previous year's results Results for the financial year	-	-472,09 -	47 2,09 -1.188,10	- -1.188,10
Closing balance	12.000,00	-472,09	-1.188,10	10.339,81

4.1. Subscribed capital

On 15 February 2019, the Company was incorporated with a share capital for an amount of twelve thousand euro (EUR 12.000) represented by twelve thousand (12.000) shares with a nominal value of one euro (EUR 1) each, fully paid.

4.2. Legal reserve

In accordance with Luxembourg company law, the Company is required to transfer a minimum of 5% of its net profit for each financial year to a legal reserve. This requirement ceases to be necessary once the balance of the legal reserve reaches 10% of the issued share capital. The legal reserve is not available for distribution.

The Company generated a net loss in the previous financial year, henceforth no legal reserve was allocated during the year financial year.

NOTE 5 - CREDITORS

Creditors becoming due and payable within one year are composed of the tax debt for an amount of EUR 535,00 and amount due to a related party for EUR 401,25.

NOTE 6 - PERSONNEL EMPLOYED DURING THE YEAR

The average number of employees during the financial year was nil.

Other personnel who contributed to the operations of the Company are employed by other RKH Group companies for whom their services were borne by the Group.

NOTE 7 - TAX

The Company is subject to the applicable general tax regulations in Luxembourg.

Notes to the annual accounts for the year ended 30 September 2020 (Expressed in EUR) - continued -

NOTE 8 - REMUNERATION TO THE BOARD OF MANAGERS

No emoluments were granted during the year 2020 to the members of the Board of Managers by reason of their responsibilities (2019: nil).

The Company has no commitment in respect of retirement pensions for members of this body as at September 30, 2020 (2019: nil).

The Company did not grant loans or advances to the members of the Board of Managers during the financial year (2019: nil).

NOTE 9 - FEES TO THE REVISEUR D'ENTREPRISES AGREE

The total fees of the *Réviseur d'Entreprises Agréé* related to the audit of the annual accounts for the financial year ended September 30, 2020 amounted to EUR 10.400,00 excluding VAT.

NOTE 10 - GROSS PROFIT OR LOSS

Gross profit or loss comprises of expenses, which have been recharged to the Group and will subsequently be paid by the Group on behalf of the Company. As at September 30, 2020, only the bank fees amounting to EUR 653,10 are not recharged to the Group. The amount of expenses recharged to the Group for the year ended September 30, 2020 was EUR 21.418,07 (2019: EUR 15.180,75).

NOTE 11 – BUSINESS OUTLOOK

The outbreak of COVID-19 pandemic in 2020 continues to cause supply chain disruptions and volatility across financial markets. At the date of approval of these annual accounts, the Board of Managers continue to monitor the situation but has not identified any significant impacts of nature to cast doubt on the ability of the Company to continue as going concern. The Board of Managers is confident that the Company will be able to launch its insurance agency activities in the foreseeable future.

NOTE 12 - POST BALANCE SHEET EVENTS

On 21 December 2020, the Company obtained approval from the CAA to launch its insurance agency activities. There are no other significant events after the balance sheet date that would require an adjustment or disclosure to these annual accounts.