

STRATEGIC REPORT, DIRECTOR'S REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2017

FOR

QUILLCO 226 LIMITED

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COMPANY INFORMATION FOR THE YEAR ENDED 31 DECEMBER 2017

DIRECTOR: M Pike SECRETARY: A Peel Spectrum Building 7th Floor 55 Blythswood Street Glasgow G2 7AT **REGISTERED OFFICE:**

REGISTERED NUMBER: SC304646 (Scotland)

Ernst & Young LLP Statutory Auditor 25 Churchill Place **INDEPENDENT AUDITOR:**

Canary Wharf London E14 5EY

STRATEGIC REPORT FOR THE YEAR ENDED 31 DECEMBER 2017

The Director presents their Strategic Report for the year ended 31 December 2017.

REVIEW OF BUSINESS

The principal activity of the Company in the period under review was that of a holding company, whose subsidiaries carried on the business of insurance broking. It is expected that there will be no significant change to the nature of the Company's activities in the foreseeable future.

The Company is a wholly owned subsidiary of Arthur J. Gallagher & Co., a company incorporated in the United States of America and is included in the publicly available consolidated financial statements of Arthur J. Gallagher & Co. ("the Group"). The Group's strategic focus continues to be on the organic growth of existing core business and the acquisition of businesses to enhance future turnover and profitability.

The results of the Company for the year ended 31 December 2017 are set out in the financial statements on pages 7 to 13.

For the year ended 31 December 2017 the Company has recorded neither a profit nor loss before tax compared to the loss before tax of £2k in 2016.

PRINCIPAL RISKS AND UNCERTAINTIES

The Group's international operations and debt profile expose it to a variety of financial and operational risks including the effects of change in foreign currency exchange rates, counterparty credit risks, compliance risks, liquidity and interest rates. The Group's Board of Directors are responsible for setting the Group's risk appetite and ensuring that it has an appropriate and effective risk management framework and monitors the ongoing process for identifying, evaluating, managing, and reporting significant risks faced. To facilitate this, the Group maintains a risk framework, through which the key risks affecting the Group are identified, assessed and monitored.

The Group has in place a risk management programme and policies in the context of the wider Group risk framework. This risk management programme seeks to manage any adverse impact upon the Group caused by the nature of its principal activity. The approach to the significant risk is noted below:

Borrowing facilities and liquidity risk

Operations for the Group are financed by a mixture of shareholders' funds, external borrowing facilities, inter-group borrowings and cash reserves. The objective is to ensure a mix of funding methods offering flexibility and cost effectiveness to match the needs of the Group. Forward looking cash flow projections are prepared on a regular basis to assess funding requirements.

BY ORDER OF THE BOARD:

M Pike - Director

Date:

DIRECTOR'S REPORT FOR THE YEAR ENDED 31 DECEMBER 2017

The Director presents their report with the financial statements of the Company for the year ended 31 December 2017. The results for the Company for the year ended 31 December 2017 and future developments are discussed in the Strategic Report.

DIRECTOR OF THE COMPANY

M Pike has held office during the period from 1 January 2017 to the date of this report.

DIVIDENDS

No dividends will be distributed for the year ended 31 December 2017 (2016: £nil).

EMPLOYEES

The Company is an equal opportunities employer and bases all decisions on individual ability regardless of race, religion, gender, age or disability.

DIRECTOR'S INDEMNITY PROVISIONS

The Director has benefitted from qualifying third party indemnity provisions during the financial year and to the date of this report.

DIRECTOR'S RESPONSIBILITIES STATEMENT

The Director is responsible for preparing the Strategic Report, Director's Report and the financial statements in accordance with applicable law and regulations.

Company law requires the Director to prepare financial statements for each financial year. Under that law the Director has elected to prepare the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland". Under company law the Director must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing these financial statements, the Director is required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements, and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Director is responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITOR

So far as the Director is aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the Company's auditor is unaware, and the Director has taken all the steps that they ought to have taken as a Director in order to make themselves aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

DIRECTOR'S REPORT FOR THE YEAR ENDED 31 DECEMBER 2017

AUDITOR

The auditor, Ernst & Young LLP, will be proposed for re-appointment in accordance with section 487(2) of the Companies Act 2006.

BY ORDER OF THE BOARD;

M Pike - Director

Date:

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF QUILLCO 226 LIMITED

Opinion

We have audited the financial statements of Quillco 226 Limited for the year ended 31 December 2017 which comprise the Statement of Comprehensive Income, the Statement of Financial Position, the Statement of Changes in Equity and the related notes 1 to 12, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the Company's affairs as at 31 December 2017 and of its result for the year then ended:
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report below. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the Director's use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the Director has not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the Company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

Other information

The other information comprises the information included in the Director's Report and the Strategic Report. The Director is responsible for the other information.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in this report, we do not express any form of assurance conclusion thereon.

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

We have nothing to report in this regard.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF QUILLCO 226 LIMITED

Opinions on other matters prescribed by the Companies Act 2006

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

- the information given in the Strategic Report and the Director's Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic Report and Director's Report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified material misstatements in the Strategic Report or Director's Report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

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

Responsibilities of Director

As explained more fully in the Director's Responsibilities Statement set out on page 3, the Director is responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the Director determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Director 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 Director either intends to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

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

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

Use of our report

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

Ernst & Young LLP
Vinood Ramabhai (Senior Statutory Auditor)
for and on behalf of Ernst & Young LLP,
Statutory Auditor
London

Date: 21/09/18

STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 DECEMBER 2017

	Notes	2017 £'000	2016 £'000
Administrative expenses		<u>=</u>	(2)
OPERATING PROFIT/(LOSS) and PROFIT/(LOSS) BEFORE TAXATION	3	-	(2)
Tax on profit/(loss)	4	<u>262</u>	
PROFIT/(LOSS) FOR THE FINANCIAL YEAR		262	(2)
OTHER COMPREHENSIVE INCOME			
TOTAL COMPREHENSIVE INCOME/ (LOSS) FOR THE YEAR		<u>262</u>	(2)

QUILLCO 226 LIMITED (REGISTERED NUMBER: SC304646)

STATEMENT OF FINANCIAL POSITION **31 DECEMBER 2017**

	Notes	£'000	2017 £'000	£'000	2016 £'000
FIXED ASSETS		2 000		2 000	
Investments	5		12,413		12,413
CURRENT ASSETS Debtors	6	126		18,625	
	O	120		10,020	
CREDITORS Amounts falling due within one year	7	10,565		29,326	
NET CURRENT LIABILITIES			(10,439)		(10,701)
NET CONNENT EINBIETTES			(10,439)		(10,701)
TOTAL ASSETS LESS CURRENT LIABILITIES			1,974		1,712
CAPITAL AND RESERVES					
Called up share capital	8		104		104
Share premium Retained earnings	9 9		1,362 508		1,362 246
Totalica carrings	3				240
SHAREHOLDERS' FUNDS			1,974		<u>1,712</u>

The financial statements were approved and authorised for issue by the Director on and were signed by: and were signed by:

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 DECEMBER 2017

	Called up share capital £'000	Share premium £'000	Retained earnings £'000	Total equity £'000
Balance at 1 January 2016	104	1,362	248	1,714
Changes in equity Total comprehensive loss			(2)	(2)
Balance at 31 December 2016	104	1,362	246	1,712
Changes in equity Total comprehensive income			262	262
Balance at 31 December 2017	104	1,362	508	1,974

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2017

1. ACCOUNTING POLICIES

Accounting convention

These financial statements have been prepared in accordance with applicable United Kingdom Accounting Standards, including FRS 102 "The Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland", and with the Companies Act 2006. The financial statements have been prepared on a going concern basis, under the historical cost convention.

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

Basis of preparation

The Company has taken advantage of Section 401 of the Companies Act 2006 in not preparing consolidated financial statements on the basis that the results of the Company are included within the consolidated financial statements of Arthur J. Gallagher & Co., a company incorporated in the United States of America and for which results are publicly available from the Company's registered office.

The Company has also taken advantage of the exemptions, under FRS 102 paragraph 1.12(b) & (e) respectively, from preparing a Statement of Cash Flows and disclosure of key management compensation, on the basis that it is a qualifying entity and its ultimate holding company, Arthur J. Gallagher & Co., includes such disclosures in its own consolidated financial statements.

Significant judgements and estimates

The preparation of financial statements in conformity with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements include:

i. Impairment of investments

Where there are indicators of impairment of individual assets, the Group performs impairment tests based on a value in use calculation. The value in use calculation is based on a net asset or revenue multiple basis. Both methods are derived from the financial statements and do not include restructuring activities that the Group is not yet committed to or significant future investments that will enhance the asset's performance of the cash generating unit being tested. The multiple rate used is in line with recent acquisitions.

Taxation

Provision is made at current enacted rates for taxation. Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the Statement of Financial Position date where transactions or events have occurred at that date that will result in an obligation to pay more, or a right to pay less or to receive more, tax in future periods.

Deferred tax assets are recognised only to the extent that the Director considers that it is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing difference can be deducted.

Deferred tax assets and liabilities are not discounted.

Fixed asset investments

Fixed asset investments in the financial statements are stated at cost less provision for any impairment in value.

Short term debtors and creditors

Debtors and creditors with no stated interest rate and receivable or payable within one year are recorded at transaction price. Any losses arising from impairment are recognised in the Statement of Comprehensive Income in other operating expenses.

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NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 DECEMBER 2017

2. DIRECTOR'S REMUNERATION

The Director was remunerated during the year by a fellow subsidiary within the Group and Arthur J. Gallagher & Co., the ultimate holding company. The Director did not receive any remuneration during the year in respect of their services as a Director of the Company (2016: £nil) and it would not be practicable to apportion their remuneration between their services as Director of the Company and their services as Director of other Group companies. The Company has not been recharged any amount for the remuneration of the Director (2016: £nil).

3. OPERATING PROFIT/(LOSS)

Auditor's remuneration in the current year of £2k has been borne by a fellow group undertaking and has not been recharged to the Company. In prior year auditor's remuneration of £1.2k was borne by the Company.

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0040

4. TAXATION

Analysis of the tax charge/(credit)

The tax credit on the profit/loss for the year was as follows:

	£'000	£'000
Current tax: UK corporation tax Adjustments in respect of prior years	(126) (136)	-
Total current tax	(262)	<u> </u>

The tax credit for the year can be reconciled to the profit/(loss) per the Statement of Comprehensive Income as follows.

Profit/(loss) before tax	2017 £'000	2016 £'000 (2)
Profit multiplied by the standard rate of corporation tax in the UK of 19.25% (2016: 20%)	-	-
Effects of: Transfer pricing adjustments Adjustments to tax charge in respect of previous periods	(126) (136)	<u>-</u>
Total tax credit	_(262)	

The Company profits are taxable in the UK under the standard rate of corporation tax being 19.25% (2016: 20%). The Company is expected to continue to attract the standard rate of UK corporation tax. The UK government legislated to reduce the main rate of corporation tax to 17% to apply from 1 April 2020. These reductions have been reflected in the closing deferred tax asset, as they were enacted at the date of the Statement of Financial Position.

A deferred tax asset of £102k has not been recognised on the basis that there is insufficient evidence that the asset will be recoverable. The asset would be recoverable if the Company had sufficient non-trade income in the future.

6.

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 DECEMBER 2017

5. FIXED ASSET INVESTMENTS

FIXED ASSET INVESTMENTS		Shares in group undertakings £'000
COST At 1 January 2017 and 31 December 2017		12,413
NET BOOK VALUE At 31 December 2017		12,413
At 31 December 2016		12,413
A full listing of the Company's investments at the year end is detailed within note 11.		
DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR	2017 £'000	2016 £'000
Amounts owed by group undertakings Corporation tax	126	18,625
	126	18,625

Amounts owed by group undertakings are unsecured, repayable on demand and are on an interest free basis.

7. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2017 £'000	£'000
Amounts owed to group undertakings Accruals and deferred income	10,565	29,325 1
	10,565	29,326

Amounts owed to group undertakings are unsecured, repayable on demand and are on an interest free basis.

8. CALLED UP SHARE CAPITAL

Allotted, issued and fully paid:

Number:	Class:	Nominal value:	2017 £'000	2016 £'000
73,028,661 30,587,500	A ordinary shares B ordinary shares	£0.001 £0.001	73 31	73 31
	·		104	104

The A ordinary shares and B ordinary shares rank *pari passu* in all respects. All ordinary shares rank equally in terms of voting rights, one vote for each share, and in the rights to participate in all approved dividend distribution for that class of share.

9. RESERVES

Called Up Share Capital - represents the nominal value of shares that have been issued.

Share Premium - this reserve records the amount above the nominal value received for shares issued, less transaction costs.

Retained Earnings - includes all current and prior period profits and losses.

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 DECEMBER 2017

10. PARENT COMPANY & ULTIMATE HOLDING COMPANY

The immediate parent company is Rio 588 Limited, a company registered in England and Wales. The largest group of undertakings of which the Company is a member and for which financial statements are prepared, is headed up by Arthur J. Gallagher & Co., a company incorporated in the United States of America, which is the ultimate holding company. The registered address of Arthur J. Gallagher & Co. is 2850 W. Golf Rd., Rolling Meadows, IL 60008. A copy of these consolidated financial statements is available from the registered office of the Company.

11. FIXED ASSET INVESTMENTS

The Company's investments at the Statement of Financial Position date, in the share capital of group undertakings, comprise the following:

		F	Proportion of
Name of Company	Registered Address	Holding	shares held
Quillco 227 Limited	Spectrum Building	Ordinary Shares	100.00%
Dallas Kirkland (Professions) Limited*	The Walbrook Building	Ordinary Shares	100.00%
Giles Holdings Limited*	Spectrum Building	Ordinary Shares	100.00%
R.A. Rossborough Limited*	PO BOX 28	Ordinary Shares	100.00%
R.A. Rossborough (Guernsey) Limited*	Rossborough House	Ordinary Shares	100.00%
R.A. Rossborough (Insurance Brokers) Limited*	PO BOX 28	Ordinary Shares	100.00%
Rossborough Healthcare International Limited*	Rossborough House	Ordinary Shares	100.00%
Rossborough Insurance (IOM) Limited*	Victory House	Ordinary Shares	100.00%
Rossborough Insurance Services Limited*	PO BOX 28	Ordinary Shares	100.00%
Rossborough Insurance Brokers Limited*	The Walbrook Building	Ordinary Shares	100.00%
Ink Underwriting Agencies Limited*	The Walbrook Building	Ordinary Shares	100.00%
Westinsure Group Limited*	The Walbrook Building	Ordinary Shares	100.00%
Westinsure Online Limited**	The Walbrook Building	Ordinary Shares	100.00%
Arthur J. Gallagher Insurance Brokers Limited*	Spectrum Building	Ordinary Shares	48.78%
Carrick Neill & Co. Limited*	Spectrum Building	Ordinary Shares	48.78%
CBG Group Limited*	The Walbrook Building	Ordinary Shares	48.78%
CBG Insurance Brokers Limited*	The Walbrook Building	Ordinary Shares	48.78%
Flysure Limited*	The Walbrook Building	Ordinary Shares	48.78%
Marcus Hearn & Co (Travel & Aviation) Limited*	The Walbrook Building	Ordinary Shares	48.78%
Crosbie & Jack Insurance Services Limited*	Spectrum Building	Ordinary Shares & C Shares	48.78%
Dickson Insurance Brokers Limited*	The Walbrook Building	Ordinary Shares	48.78%
Robinson Leslie Limited*	The Walbrook Building	Ordinary Shares	48.78%

^{*} Held indirectly

^{**} Held indirectly and liquidated June 2018

Registered Address	Street Address
The Walbrook Building	25 Walbrook, London, EC4N 8AW
PO BOX 28	41 La Motte Street, St Helier, Jersey, Channel Islands, JE4 8NS
Spectrum Building	7 th Floor 55 Blythswood Street, Glasgow, G2 7AT
Victory House	Prospect Hill, Douglas, Isle of Man, IM1 1EQ
Rossborough House	Bulwer Avenue, St Sampsons, Guernsey, GY2 4LF

12. EVENTS AFTER THE REPORTING PERIOD

The Director confirms that there are no events after the reporting period that are required to be disclosed.