



**Argenta Holdings Limited**

**Financial Statements**

**31 December 2018**

Company registration number: 4973117



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# Argenta Holdings Limited

## Company Information

For the year ended 31 December 2018

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Directors	Mr S Althoff Mr G K Allen Mr A J Annandale Mr I M Maguire Mr J L P Whiter	(Chairman)
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Company Secretary	Mr C J R Fairs
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Registered Office	5 <sup>th</sup> Floor 70 Gracechurch Street London EC3V 0XL
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Auditors	Ernst & Young LLP 25 Churchill Place Canary Wharf London E14 5EY
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Bankers	Coutts & Co 440 Strand London WC2R 0QS
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**Strategic Report  
For the year ended 31 December 2018**

The Directors present the Strategic Report of Argenta Holdings Limited ("the Company") and its subsidiaries (together "the Group") for the year ended 31 December 2018.

The financial reporting framework that has been applied is United Kingdom Generally Accepted Accounting Practice ("UK GAAP") including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' ("FRS 102") and Financial Reporting Standard 103 'Insurance Contracts' ("FRS 103").

**Principal activity and review of the business**

Argenta Holdings Limited is the holding company of two specialised Lloyd's vehicles, Argenta Private Capital Limited ("APCL") and Argenta Syndicate Management Limited ("ASML"), both regulated by the Financial Conduct Authority ("FCA"). APCL is also authorised by the FCA and ASML is authorised and regulated by the Prudential Regulation Authority ("PRA").

APCL is a licensed Lloyd's adviser and Members' Agent advising both individual and corporate members of Lloyd's on their underwriting affairs with aggregate capacity under management of £1.94bn for the 2018 year of account which increased to £2.15bn for the 2019 year of account.

ASML is a Lloyd's Managing Agency which has managed the affairs of Syndicate 2121 since its inception in 2000. The capacity of Syndicate 2121 has increased steadily since then to £340m for the 2019 year of account. It has also managed the affairs of various syndicates under turnkey arrangements, the most recent of which concluded in 2015.

On 24 April 2018, ASML entered into an agreement to manage the affairs of Syndicate 6134, a new Special Purpose Arrangement ("SPA") that underwrites quota share reinsurance protections of Syndicate 2121. The SPA is sponsored and capitalised by the Hannover Re group, which may also introduce new business for consideration by Syndicate 2121 which would then be reinsured by the SPA. Syndicate 2121 will retain at least 10% of the business introduced by the sponsor.

It is intended that the SPA will underwrite gross net premium in 2019 of £29.8 million across various classes of business within the underwriting capability of the host syndicate. Syndicate 2121 receives an overriding commission in respect of these arrangements. The quota share contracts are initially being underwritten on a funds withheld basis although amounts may be advanced in the future.

The capacity under management is shown in the table below:

Syndicate	2019 £million	2018 £million	2017 £million	2016 £million
2121	340	340	300	270
6134	35	27	-	-
	<u>375</u>	<u>367</u>	<u>300</u>	<u>270</u>

During the year the Company was also the holding company for five Lloyd's corporate members, which participated directly on Syndicate 2121 for the 2018 year of account (2017: six). These active corporate members are known collectively as the Argenta underwriting vehicles ("AU's").

The capacity of the AU's is supported by capital from the Company and from third parties. The beneficial interest of the Company in the 2018 year of account was £61.0m (2017: £57.2m).

The other key operations within the Group are Argenta Tax & Corporate Services Limited ("ATCSL"), which has been offering tax compliance and planning services to individual and corporate clients for over 25 years, and Argenta Underwriting Asia Pte. Ltd. ("AUA"), which acts as a service company on the Lloyd's Asia platform in Singapore. AUA also holds a licence, granted by the Australian Securities and Investment Commission, to operate a branch in Australia.

In July 2017 100% of the issued share capital of the Company was acquired by Hannover Rück SE ("Hannover Re"). The immediate parent undertaking of Hannover Re is Talanx AG, a leading global insurance group. Hannover Re has, for some time, supported Syndicate 2121 as both a traditional reinsurer and by supporting some of its capital providers.

## Argenta Holdings Limited

### Strategic Report (continued) For the year ended 31 December 2018

#### Financial highlights

The Group is reporting a loss after taxation for the year ended 31 December 2018 of £4.2m (2017: profit of £2.8m), on total gross written premium of £107.1m (2017: £116.6m) and income from other activities of £19.1m (2017: £21.8m). The net assets of the Group have reduced from £58.7m as at 31 December 2017 to £54.4m as at 31 December 2018.

The results before taxation of the principal operations within the Group are shown below:

	2018	2017
<b>Argenta Holdings Limited (consolidated)</b>	<b>£000</b>	<b>£000</b>
Balance on the general business Technical Account	(6,226)	3,635
Non-Technical Account Income	19,484	21,955
Loss before taxation	(5,412)	(2,764)
Net Assets	54,446	58,675
<b>Argenta Private Capital Limited</b>	<b>2018</b>	<b>2017</b>
	<b>£000</b>	<b>£000</b>
Managed Underwriting Capacity	1,941,000	1,732,000
Management Fees	8,359	7,980
Profit Commission	687	3,153
Profit before taxation	2,138	4,401
<b>Argenta Syndicate Management Limited</b>	<b>2018</b>	<b>2017</b>
	<b>£000</b>	<b>£000</b>
Managed Syndicate Capacity	367,000	300,000
Management Fees	3,320	2,182
Profit Commission	-	2,681
Profit before taxation	1,934	572

The (loss)/profits before taxation in 2018 are stated after the deduction of each entities respective share of expenses of £1.1m (2017: £8.7m) considered to be associated with the acquisition of the Argenta Group by Hannover Re.

#### Future developments

The capacity under management for APCL has increased to £2.15bn whilst the combined underwriting capacity of Syndicates 2121 and 6134 rose to £375m in 2019. The Group continues to support Syndicate 2121 for the 2019 year of account with the effective capacity supported by Group funds standing at £56.5m. A key strategic objective remains to grow Syndicate 2121 and Syndicate 6134 but subject always to market conditions.

#### Principal risks and uncertainties

The most significant risks to the Group reside within the principal operating subsidiaries. The process of risk acceptance and risk management is addressed through a framework of policies, procedures and internal controls across the Group. All policies are subject to on-going review by management, risk management and internal audit as appropriate. Compliance with regulatory, legal and ethical standards is a high priority for the Group and the risk, compliance and finance teams take on an important oversight role in this regard.

Within the underwriting business the Group is exposed to a variety of financial and non-financial risks. These risks, which shape the risk management strategy adopted, are integral to the capital setting process that is undertaken to ensure that there is an appropriate level of capital held in respect of the insurance liabilities. The Own Risk and Solvency Assessment undertaken in respect of underwriting operations reflects the risk profile of the business as well as the business strategy. Risks are managed through the risk management framework in order to ensure that the risk profile of the business is fully understood and can be monitored against the agreed risk appetite. The risk management strategy is designed to manage the capital requirements to ensure the Group has the financial strength and capital adequacy to support the growth of the business and to meet the requirements of policyholders and regulators.

The principal risks from the general insurance business arising from the insurance risk category relate to the fluctuations in the timing, frequency and severity of claims compared to expectations; the quality of risk selection; the appropriateness of the reinsurance protection purchased; and the adequacy of the reserves established. Operational risk is inherent in this risk category as is also the case for all other risk categories.

In addition the Group is exposed to financial risks. These risks are discussed in the financial instruments and risk management section below.

**Financial instruments and risk management**

Other significant risks that the Group is exposed to arise from the categories of market risk, liquidity risk and credit risk.

Market risk is partly mitigated by a predominantly fixed income investment strategy designed to mitigate exposure to potential losses from movements in exchange rates, interest rates or inflation. The business has a low appetite for market risk and as such there is a requirement to hold mainly high grade fixed income investments. Assets are periodically matched with liabilities in the principal operating currencies to the extent that funds permit.

Liquidity risk is the risk that there will be insufficient available cash resources to meet liabilities as they fall due. Management information is used to enable the effective monitoring of the liquidity risk framework in line with the agreed procedures and governance arrangements.

Business conducted by the Group with its counterparties naturally gives rise to credit risk. The potential for losses arising from a counterparty failing to fulfil its contracted payment obligations is managed by strict control procedures including the monitoring of the ageing of debt and the approval of significant counterparties.

BY ORDER OF THE BOARD

A handwritten signature in black ink, consisting of a stylized 'A' followed by a wavy line and ending in a vertical stroke.

**Mr A J Annandale**  
Director

27 June 2019

**Directors' Report**  
**For the year ended 31 December 2018**

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The directors submit their annual report and the audited financial statements of the Argenta Group for the year ended 31 December 2018. The Company's registration number is 4973117.

**Going concern**

After making enquiries, the directors have an expectation that the Group and the Company have adequate resources to continue to trade for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the accounts.

**Dividend**

The results for the Group for the year are shown on page 11.

The directors do not propose the payment of a dividend (2017: Nil).

**Board of Directors**

The names of the current directors, who have all held office during the year from 1 January 2018 up to the date of this report, unless stated otherwise, are set out on page 2.

**Directors' and Officers' insurance**

The Group continued to have directors' and officers' insurance in place during the year.

**Directors' responsibilities statement**

The directors are responsible for preparing the Strategic Report, the Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with UK GAAP, including FRS 102 and FRS 103. Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Group and the Company and of the profit or loss of the Group for that period. In preparing these financial statements, the directors are required to:

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

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Group's and the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Group and 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 Group and the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

**Disclosure of information to the auditor**

Under the Companies Act 2006, we can confirm that:

- so far as we are aware, there is no relevant audit information of which the Group's auditor is unaware; and
- we have taken all the steps that we ought to have taken as Directors in order to make us aware of any relevant information and to establish that the Group's auditor is aware of that information.

**Argenta Holdings Limited**

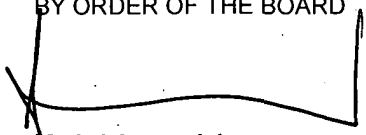
**Directors' Report (continued)**  
**For the year ended 31 December 2018**

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**Auditor**

Ernst & Young LLP has signified its willingness to continue in office as the independent auditor to the Company and it is proposed that the appointment remains in force.

BY ORDER OF THE BOARD



**Mr A J Annandale**  
Director

27 June 2019



**Independent Auditor's Report to the Member of Argenta Holdings Limited**

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We have audited the financial statements of Argenta Holdings Limited ('the parent company') and its subsidiaries (the 'group') for the year ended 31 December 2018, which comprise the group Consolidated Statement of Comprehensive Income, the group Consolidated Statement of Financial Position, the parent Company Statement of Financial Position, the group Consolidated Statement of Changes in Equity, the parent Company Statement of Changes in Equity, the group Consolidated Statement of Cash Flows and the related notes 1 to 36, 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) and FRS 103 "Insurance Contracts.

In our opinion, the financial statements:

- give a true and fair view of the group's and of the parent company's affairs as at 31 December 2018 and of the group's loss 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 group and parent 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 directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the group or parent 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 annual report, other than the financial statements and our auditor's report thereon. The directors are 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.

**Opinions on other matters prescribed by the Companies Act 2006**

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

- the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and directors' 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 group and parent company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or directors' 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 parent company financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

**Responsibilities of directors**

As explained more fully in the directors' responsibilities statement set out on page 6, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the group's and the parent company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the group or the parent 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 member, 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 member those matters we are required to state to it 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.



Michael Purrington (Senior Statutory Auditor)  
For and on behalf of Ernst & Young LLP, Statutory Auditor,  
London

27 June 2019

**Argenta Holdings Limited**
**Consolidated Statement of Comprehensive Income  
For the year ended 31 December 2018**

Continuing operations:		2018 £000	2017 £000
<b>TECHNICAL ACCOUNT - GENERAL BUSINESS</b>	Notes		
<b>Earned premiums, net of reinsurance</b>			
Gross premiums written	5	107,052	116,625
Outward reinsurance premiums		(30,559)	(25,017)
Net premiums written		<u>76,493</u>	<u>91,608</u>
<b>Change in provision for unearned premiums</b>			
Gross amount		2,092	(7,830)
Reinsurers' share		5,097	1,368
		<u>7,189</u>	<u>(6,462)</u>
<b>Earned premiums net of reinsurance</b>		<u>83,682</u>	<u>85,146</u>
<b>Allocated investment return transferred from the non-technical account</b>		923	1,147
<b>Total technical income</b>		<u>84,605</u>	<u>86,293</u>
<b>Claims incurred, net of reinsurance</b>			
<b>Claims paid:</b>			
Gross amount		(57,755)	(49,588)
Reinsurers' share		11,608	4,497
Net claims paid		<u>(46,147)</u>	<u>(45,091)</u>
<b>Change in the provision for claims:</b>			
Gross amount		(12,327)	(25,628)
Reinsurers' share		(421)	27,972
Change in the net provision for claims		<u>(12,748)</u>	<u>2,344</u>
<b>Claims incurred, net of reinsurance</b>		<u>(58,895)</u>	<u>(42,747)</u>
<b>Net operating expenses</b>	6	(35,485)	(38,000)
<b>Amounts receivable/(payable) under participation deeds</b>		3,549	(1,911)
<b>Balance on the technical account for general business</b>		<u>(6,226)</u>	<u>3,635</u>

# Argenta Holdings Limited

## Consolidated Statement of Comprehensive Income (continued) For the year ended 31 December 2018

	Notes	2018 £000	2017 £000
<b>NON-TECHNICAL ACCOUNT</b>			
Balance on the general business technical account		(6,226)	3,635
Investment income	7	1,324	1,078
Net unrealised gains/(losses) on investments	7	9	265
Investment expenses and charges	7	(57)	(32)
Allocated investment return transferred to the general business technical account		(923)	(1,147)
Income from other activities	8	19,131	21,791
Total income		13,258	25,590
Interest payable		(109)	(90)
Operating expenses		(18,561)	(28,264)
Loss on ordinary activities before tax	9	(5,412)	(2,764)
Tax credit on profit on ordinary activities	12	1,212	5,590
(Loss)/profit for the year attributable to the owners of the Company		(4,200)	2,826
Other comprehensive income		(29)	19
Total comprehensive income attributable to the owners of the Company		(4,229)	2,845

The notes on pages 18 to 57 form an integral part of these financial statements.

**Argenta Holdings Limited**
**Consolidated Statement of Financial Position  
As at 31 December 2018**

		2018			2017		
	Notes	Syndicate £000	Non- syndicate £000	Total £000	Syndicate £000	Non- syndicate £000	Total £000
<b>ASSETS</b>							
<b>Intangible assets</b>							
Goodwill	13	-	1,802	1,802	-	2,143	2,143
Other intangible assets	13	-	983	983	-	1,167	1,167
		-	2,785	2,785	-	3,310	3,310
<b>Tangible fixed assets</b>							
	14	-	1,774	1,774	-	2,031	2,031
<b>Investments</b>							
Financial investments	16	72,854	5,308	78,162	79,556	-	79,556
Other investments in equity instruments	17	-	90	90	-	90	90
Deposits with ceding undertakings		8	-	8	7	-	7
		72,862	5,398	78,260	79,563	90	79,653
<b>Reinsurers' share of technical provisions</b>							
Provision for unearned premiums	24	12,783	-	12,783	7,144	-	7,144
Claims outstanding	25	47,707	-	47,707	47,146	-	47,146
		60,490	-	60,490	54,290	-	54,290
<b>Debtors due within one year</b>							
Debtors arising out of direct insurance operations		27,366	-	27,366	27,070	-	27,070
Debtors arising out of reinsurance operations		13,661	-	13,661	10,823	-	10,823
Other debtors	19	6,203	9,755	15,958	13,173	11,830	25,003
		47,230	9,755	56,985	51,066	11,830	62,896
<b>Debtors due after one year</b>							
Debtors arising out of direct insurance operations	19	23	-	23	160	-	160
Other debtors	19	-	-	-	569	-	569
		23	-	23	729	-	729
<b>Other assets</b>							
Cash at bank and in hand		6,499	56,142	62,641	4,895	53,665	58,560
Other assets	21	8,288	-	8,288	6,034	-	6,034
		14,787	56,142	70,929	10,929	53,665	64,594
<b>Prepayments and accrued income</b>							
Accrued interest		87	605	692	45	872	917
Deferred acquisition costs	22	14,339	-	14,339	16,181	-	16,181
Other prepayments and accrued income		345	147	492	433	486	919
		14,771	752	15,523	16,659	1,358	18,017
<b>TOTAL ASSETS</b>							
		210,163	76,606	286,769	213,236	72,284	285,520

**Argenta Holdings Limited**

**Consolidated Statement of Financial Position (continued)**  
**As at 31 December 2018**

		2018			2017		
	Notes	Syndicate £000	Non- syndicate £000	Total £000	Syndicate £000	Non- syndicate £000	Total £000
<b>LIABILITIES</b>							
<b>Capital and reserves</b>							
Called up share capital	23	-	271	271	-	271	271
Profit and loss account		(6,846)	61,021	54,175	3,522	52,656	56,178
Share-based payment reserve		-	-	-	-	2,226	2,226
<b>Equity shareholder's funds</b>		<b>(6,846)</b>	<b>61,292</b>	<b>54,446</b>	<b>3,522</b>	<b>55,153</b>	<b>58,675</b>
<b>Technical provisions</b>							
Provision for unearned premiums	24	57,706	-	57,706	57,335	-	57,335
Claims outstanding	25	132,581	-	132,581	119,012	-	119,012
		<b>190,287</b>	<b>-</b>	<b>190,287</b>	<b>176,347</b>	<b>-</b>	<b>176,347</b>
<b>Creditors due within one year</b>							
Creditors arising out of direct insurance operations		3,856	-	3,856	4,426	-	4,426
Creditors arising out of reinsurance operations		16,026	-	16,026	14,038	-	14,038
Other creditors	26	707	7,439	8,146	13,395	8,214	21,609
		<b>20,589</b>	<b>7,439</b>	<b>28,028</b>	<b>31,859</b>	<b>8,214</b>	<b>40,073</b>
<b>Creditors due after one year</b>							
Creditors arising out of direct insurance operations		1	-	1	6	-	6
Creditors arising out of reinsurance operations		5,174	-	5,174	4	-	4
Other creditors		-	-	-	380	-	380
		<b>5,175</b>	<b>-</b>	<b>5,175</b>	<b>390</b>	<b>-</b>	<b>390</b>
<b>Accruals and deferred income</b>		<b>958</b>	<b>7,875</b>	<b>8,833</b>	<b>1,118</b>	<b>8,917</b>	<b>10,035</b>
<b>TOTAL LIABILITIES</b>		<b>210,163</b>	<b>76,606</b>	<b>286,769</b>	<b>213,236</b>	<b>72,284</b>	<b>285,520</b>

The financial statements on pages 10 to 57 were approved and authorised for issue by the Board of Directors on 27 June 2019 and signed on its behalf by:



**Mr G K Allen**  
Director

The notes on pages 18 to 57 form an integral part of these financial statements.

**Argenta Holdings Limited****Company Statement of Financial Position  
As at 31 December 2018**

	Notes	2018 £000	2017 £000
<b>Fixed assets</b>			
Tangible fixed assets	15	1,502	1,657
Investments in subsidiary undertakings	18	<u>8,771</u>	<u>8,748</u>
		10,273	10,405
<b>Current assets</b>			
Debtors	20	35,418	31,299
Cash at bank and in hand		<u>3,695</u>	<u>3,776</u>
		39,113	35,075
<b>Current liabilities</b>			
Creditors: amounts falling due within one year	27	<u>(2,539)</u>	<u>(2,765)</u>
<b>Total assets less current liabilities</b>		<u>46,847</u>	<u>42,715</u>
<b>Net assets</b>		<u>46,847</u>	<u>42,715</u>
<b>Capital and reserves</b>			
Called up share capital	23	271	271
Profit and loss account		46,576	40,218
Share-based payment reserve		<u>-</u>	<u>2,226</u>
<b>Total shareholder's funds</b>		<u>46,847</u>	<u>42,715</u>

The Company has elected to take the exemption permitted under Section 408 of the Companies Act 2006 not to present the Company's profit and loss account. The Company's profit for the year was £4,132,000 (2017: £10,324,000).

The financial statements on pages 10 to 57 were approved and authorised for issue by the Board of Directors on 27 June 2019 and signed on its behalf by:



**Mr G K Allen**  
Director

The notes on pages 18 to 57 form an integral part of these financial statements.

# Argenta Holdings Limited

## Consolidated Statement of Changes in Equity For the year ended 31 December 2018

	Called up share capital £000	Share-based payment reserve £000	Profit and loss account £000	Total £000
<b>At 1 January 2017</b>	271	248	53,333	53,852
Share-based payments	-	1,978	-	1,978
Other comprehensive income	-	-	19	19
Profit for the year	-	-	2,826	2,826
<b>At 31 December 2017</b>	<u>271</u>	<u>2,226</u>	<u>56,178</u>	<u>58,675</u>
Share-based payments	-	(2,226)	2,226	-
Other comprehensive income	-	-	(29)	(29)
Loss for the year	-	-	(4,200)	(4,200)
<b>At 31 December 2018</b>	<u>271</u>	<u>-</u>	<u>54,175</u>	<u>54,446</u>

### Reserves

#### *Profit and loss account*

The profit and loss account reserve represents the cumulative profits and losses of the Group.

The notes on pages 18 to 57 form an integral part of these financial statements.



# Argenta Holdings Limited

## Company Statement of Changes in Equity For the year ended 31 December 2018

	Called up share capital £000	Share-based payment reserve £000	Profit and loss account £000	Total £000
<b>At 1 January 2017</b>	271	248	29,883	30,402
Share-based payments	-	1,978	-	1,978
Other comprehensive income	-	-	11	11
Profit for the year	-	-	10,324	10,324
<b>At 31 December 2017</b>	<u>271</u>	<u>2,226</u>	<u>40,218</u>	<u>42,715</u>
Share-based payments	-	(2,226)	2,226	-
Other comprehensive income	-	-	-	-
Profit for the year	-	-	4,132	4,132
<b>At 31 December 2018</b>	<u>271</u>	<u>-</u>	<u>46,576</u>	<u>46,847</u>

### Reserves

#### *Profit and loss account*

The profit and loss account reserve represents the cumulative profits and losses of the Company.

The notes on pages 18 to 57 form an integral part of these financial statements.

# Argenta Holdings Limited

## Consolidated Statement of Cash Flows For the year ended 31 December 2018

	Note	2018 £000	2017 £000
<b>Loss on ordinary activities before tax</b>		(5,412)	(2,764)
Adjustments for:			
Interest receivable		(353)	(164)
Interest payable		109	90
Depreciation of tangible assets	14	362	330
Amortisation of intangible assets	13	405	452
Share-based payment charges		-	1,978
Net exchange gains		101	73
<b>Operating cash flow before movement in working capital</b>		(4,788)	(5)
(Increase)/decrease in debtors		2,074	7,512
(Increase)/decrease in prepayments and accrued income		606	375
(Decrease)/increase in creditors		10,802	8,720
(Decrease)/increase in provisions for liabilities		-	(2,079)
(Decrease)/increase in accruals and deferred income		(1,042)	652
Interest received		244	75
Income tax paid		-	(3)
<b>Net cash flows from operating activities</b>		7,896	15,247
<b>Investing activities</b>			
Purchase of tangible assets		(111)	(338)
Purchase of intangible assets		-	(282)
<b>Net cash flows from investing activities</b>		(111)	(620)
<b>Net increase in cash and cash equivalents</b>		7,785	14,627
Cash and cash equivalents at the beginning of the year		53,665	39,038
<b>Cash and cash equivalents at the end of the year</b>		61,450	53,665

Technical account transactions represent the Group's share of the transactions undertaken by Syndicate 2121. The cash flows arising from these transactions are not remitted to, or paid by, the Group but paid into or out of syndicate premiums trust funds held by trustees appointed by the managing agent of the syndicate. If the syndicate's premium trust funds are insufficient for the syndicate to meet its liabilities as they fall due, a cash call is made by the managing agent on all members of the syndicate and the Group pays its share pro-rata.

Once a syndicate has effected a reinsurance to close in respect of a year of account, any distributable profit is available for release from the syndicate premiums trust funds to the participating members and any loss is collected from them. The Group receives or pays its pro-rata share of any profit distributed or loss collected.

The consolidated statement of cash flows excludes the syndicate flows and cash held within Lloyd's premium trust funds on behalf of the Group's underwriting subsidiaries.

Cash and cash equivalents are made up of cash at bank and in hand of £56,142,000 (2017: £53,665,000) and collective investment schemes of £5,308,000 (2017: £nil).

The notes on pages 18 to 57 form an integral part of these financial statements.

**1. General information**

Argenta Holdings Limited is a limited company incorporated in the United Kingdom and registered in England and Wales. The address of its registered office and principal place of business is 5<sup>th</sup> Floor, 70 Gracechurch Street, London, EC3V 0XL. The principal activities of the Group are set out in the strategic report on page 3.

All of the Company's underwriting capacity is dedicated to Syndicate 2121 ("the Syndicate").

The Company is a parent undertaking and therefore these consolidated financial statements present the financial information of the Company and its subsidiary undertakings, as well as the Company's individual financial statements. These financial statements have been presented in sterling as this is the Company's functional and presentational currency, being the currency of the primary economic environment in which the Company operates. All amounts are shown rounded to the nearest £ thousand unless stated otherwise.

**2. Basis of preparation and statement of compliance**

These financial statements have been prepared in accordance with FRS 102, FRS 103 and applicable legislation, as set out in the Companies Act 2006 and The Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008. These financial statements have been prepared under the historical cost convention except for certain financial instruments held at fair value.

FRS 102 allows a qualifying entity certain disclosure exemptions, subject to certain conditions, which have been complied with, including the notification of and no objection to, the use of exemptions by the Company's shareholders. In preparing the Company standalone financial statements, the Company has taken advantage of the following exemptions:

- from disclosing key management personnel compensation, as required by paragraph 7 of Section 33: Related Party Disclosures (note 11);
- from presenting a reconciliation of the number of shares outstanding at the beginning and end of the year, as required by paragraph 12 of Section 4: Statement of Financial Position; and
- from presenting a statement of cash flows, as required by Section 7: Statement of Cash Flows.

**Recognition of insurance transactions**

The Group is required to recognise its proportion of all the transactions undertaken by the Lloyd's syndicates in which it participates.

For each such syndicate, the Group's proportion of the underwriting transactions, investment return and operating expenses, will be reflected within the Group's statement of comprehensive income. Similarly, its proportion of the syndicate's assets and liabilities will be reflected in its Group's statement of financial position (under the "syndicate" column). The syndicate assets are held subject to trust deeds for the benefit of the Group's insurance creditors. The proportion referred to above is calculated by reference to the Group's participation as a percentage of the syndicate's total capacity.

The Group has delegated sole management and control of its underwriting through each syndicate to the managing agent of the syndicate ("the managing agent") and it has further undertaken not to interfere with the exercise of such management and control. The managing agents of the syndicates are therefore responsible for determining the insurance transactions to be recognised by the Group.

**Sources of data**

The information used to compile the technical account and the syndicate statement of financial position is based on returns prepared for this purpose by the managing agents of the syndicates ("the returns"). The returns are subject to audit by the syndicate auditors and are based on the audited syndicate returns to Lloyd's and the audited annual reports to syndicate members. The format of the returns is established by Lloyd's and Lloyd's is also responsible for collating the data at a syndicate level and analysing it into corporate member level results.

**Notes to the Financial Statements (continued)**  
**For the year ended 31 December 2018**

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**2. Basis of preparation (continued)**

***Basis of consolidation***

These consolidated financial statements incorporate the results of the Company and its subsidiary undertakings for the year ended 31 December 2018. A subsidiary undertaking is an entity controlled by the Group. Control is the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. Where the Group holds less than the majority of the voting powers, but controls the financial and operating policies of an entity by virtue of the contractual arrangement, it accounts for that entity as a subsidiary.

All intra-group transactions, balances, income and expenses are eliminated on consolidation. Where necessary, adjustments are made to the financial statements of Group entities to bring the accounting policies used in line with those used by the Group.

**3. Accounting policies**

***Gross premiums***

Gross written premiums comprise the total premiums receivable for the whole period of cover provided by the contracts entered into during the reporting period, regardless of whether these are wholly due for payment in the reporting period, together with any adjustments arising in the reporting period to such premiums receivable in respect of business written in prior reporting periods. They are recognised on the date on which the policy commences. Additional or return premiums are treated as a remeasurement of the initial premium. Gross written premiums are stated gross of brokerage payable and exclude taxes and duties levied on them.

Written premiums include an estimate for pipeline premiums (i.e. premiums written but not reported to the syndicate by the reporting date) relating only to those underlying contracts of insurance where the period of cover has commenced prior to the reporting date. The most significant assumption in this estimate is that current year experience will be consistent with prior experience.

Under some policies, written premiums are adjusted retrospectively in the light of claims experience or where the risk covered cannot be assessed accurately at the commencement of cover. Where written premiums are subject to an increase retrospectively, recognition of any potential increase is deferred until the additional amount can be ascertained with reasonable certainty. Where written premiums are subject to a reduction, a remeasurement taking account of such a reduction is made as soon as there is an obligation to the policyholder.

Premiums written by a syndicate may also include the reinsurance of other insurance carriers on which the Group participates. Gross premiums written may include an amount in respect of a "reinsurance to close" receivable.

***Reinsurance premiums***

Reinsurance written premiums comprise the total premiums payable for all of the cover provided by contracts entered into in the period, including portfolio premiums payable, and are recognised on the date on which the policy incepts. Premiums include any adjustments arising in the accounting period in respect of reinsurance contracts incepting in prior accounting periods.

Under some policies, reinsurance premiums payable are adjusted retrospectively in the light of claims experience or where the risk covered cannot be assessed accurately at the commencement of cover. Where written premiums are subject to an increase retrospectively, any potential increase is recognised as soon as there is an obligation to the reinsurer.

Outwards reinsurance premiums are accounted for and earned in the same accounting period as the premiums for the related direct or inwards business being reinsured.

***Claims***

Claims include all claims occurring during the year, whether reported or not, related internal and external claims handling costs that are directly related to the processing and settlement of claims, a reduction for the value of salvage and other recoveries, and any adjustments to claims outstanding from previous years.

Reinsurance claims are recognised when the related gross insurance claim is recognised according to the terms of the relevant contract.

Claims incurred comprise claims and settlement expenses (both internal and external) paid in the year and the movement in provision for outstanding claims and settlement expenses, including an allowance for the cost of claims incurred by the reporting date but not reported until after the year end. Claims outstanding are reduced by anticipated salvage and other recoveries.

**Notes to the Financial Statements (continued)**  
**For the year ended 31 December 2018**

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**3. Accounting policies (continued)**

***Technical provisions***

Technical provisions comprise claims outstanding, provisions for unearned premiums and provisions for unexpired risks.

***Claims outstanding***

The outstanding claims provision is based on the estimated ultimate cost of all claims incurred but not settled at the reporting date, whether reported or not, together with related claims handling costs and reduction for the expected value of salvage and other recoveries. Delays can be experienced in the notification and settlement of certain types of claims, therefore, the ultimate cost of these cannot be known with certainty at the reporting date. The liability is calculated at the reporting date using a range of standard actuarial claim projection techniques, based on empirical data and current assumptions that may include a margin for adverse deviation. The liability is not discounted for the time value of money.

***Provisions for unearned premiums***

Unearned premiums are those proportions of premiums written in a year that relate to periods of risk after the reporting date. In respect of general insurance business, written premiums are recognised as earned over the period of the policy on a time apportionment basis having regard, where appropriate, to the incidence of risk. The proportion attributable to subsequent periods is deferred as a provision for unearned premiums.

Unearned reinsurance premiums are those proportions of premiums written in a year that relate to periods of risk after the reporting date. Unearned reinsurance premiums are deferred over the term of the underlying direct insurance policies for risks attaching contracts and over the term of the reinsurance contract for losses occurring contracts.

***Unexpired risks***

A liability adequacy provision (the unexpired risks provision) is made where the cost of claims and expenses arising after the end of the financial year from contracts concluded before that date, is expected to exceed the provision for unearned premiums, net of deferred acquisition costs.

The assessment of whether a provision is necessary is made by considering separately each category of business on the basis of information available at the reporting date, after offsetting surpluses and deficits arising on products which are managed together. Investment income is taken into account in calculating the provision.

At 31 December 2018 and 31 December 2017 the Group did not have an unexpired risks provision.

***Deferred acquisition costs***

Acquisition costs comprise costs arising from the conclusion of insurance and reinsurance contracts. They include both direct costs, such as intermediary commissions or the cost of drawing up the insurance document or including the insurance contract in the portfolio, and indirect costs, such as the advertising costs or the administrative expenses connected with the processing of proposals and the issuing of policies.

Deferred acquisition costs are costs arising from the conclusion of insurance and reinsurance contracts that are incurred during the reporting period but which relate to a subsequent reporting period and which are carried forward to subsequent reporting periods.

Deferred acquisition costs are amortised over the period in which the related premiums are earned.

The reinsurers' share of deferred acquisition costs is amortised in the same manner as the underlying asset amortisation is recorded in the income statement.

Commissions receivable on outwards reinsurance contracts are deferred and amortised over the over the same period in which the related gross premiums are earned.

3. Accounting policies (continued)

**Reinsurance to close**

A reinsurance to close is a particular type of reinsurance contract entered into by Lloyd's syndicates. Under it, underwriting members (the reinsured members) who are members of a syndicate for a year of account (the closed year), agree with underwriting members who comprise that or another syndicate for a later year of account (the reinsuring members) that the reinsuring members will indemnify, discharge or procure the discharge, of the reinsured members against all known and unknown liabilities of the reinsured members arising out of insurance business undertaken through that syndicate and allocated to the closed year for consideration of:

- a) a premium; and
- b) either
  - i) the assignment, or agreement to assign, to the reinsuring members of all the rights of the reinsured members arising out of, or in connection with, that insurance business (including without limitation the right to receive all future premiums, reinsurances and other monies receivable in connection with that insurance business); or
  - ii) an agreement by the reinsured members that the reinsuring members shall collect on behalf of the reinsured members the proceeds of all such rights and retain them for their own benefit so far as they are not applied in discharge of the liabilities of the reinsured members.

Where the reinsurance to close is between members on successive years of account of the same syndicate, the managing agent has a duty to ensure both sets of members are treated equitably and to set the reinsurance to close with the intention that neither a profit nor a loss accrues to either group of members.

To the extent that the Group participates on successive years of account of the same syndicate and there is a reinsurance to close between those years, the Group has offset its share of the reinsurance to close received against its share of the reinsurance to close paid.

If the Group has increased its participation from one year of account to the next, the reinsurance to close paid is eliminated, as a result of this offset, leaving an element of the reinsurance to close received. This reflects the fact that the Group has assumed a greater proportion of the business of the syndicate. If the Group has reduced its participation from one year of account to the next, the reinsurance to close received is eliminated, leaving an element of the reinsurance to close paid.

This reflects the reduction in the Group's exposure to risks previously written by the syndicate.

The reinsurance to close is technically a reinsurance contract and, as such, the payment of a reinsurance to close does not remove from members of that year of account ultimate responsibility for claims payable on risks they have written. If the reinsuring members under the reinsurance to close become insolvent and the other elements of the Lloyd's chain of security also fail, the reinsured members remain theoretically liable for the settlement of any outstanding claims.

However, payment of a reinsurance to close is conventionally accepted as terminating a reinsured member's participation on a syndicate year of account and it is treated for accounts purposes as settling all the Group's outstanding gross liabilities in respect of the business so reinsured.

**Insurance contracts – product classification**

Insurance contracts are those contracts when the Group (the insurer/reinsurer) has accepted significant insurance risk from another party (the policyholder/reinsured) by agreeing to compensate the policyholder if a specified uncertain future event (the re/insured event) adversely affects the policyholder. As a general guideline, the Group determines whether it has significant insurance risk, by comparing benefits paid with benefits payable if the insured event did not occur. Insurance contracts can also transfer financial risk.

Once a contract has been classified as an insurance contract, it remains an insurance contract for the remainder of its lifetime, even if the insurance risk reduces significantly during this period, unless all rights and obligations are extinguished or expire.

Any separable embedded derivatives within an insurance contract are separated and accounted for in accordance with sections 11 and 12 of FRS 102 unless the embedded derivative is itself an insurance contract (i.e. the derivative is not separated if the policyholder benefits from the derivative only when the insured event occurs).

**Notes to the Financial Statements (continued)**  
**For the year ended 31 December 2018**

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**3. Accounting policies (continued)**

***Participation deeds***

In accordance with Lloyd's requirements the Group is required to deposit funds, known as Funds at Lloyd's ("FAL"), with the Corporation of Lloyd's to support its underwriting activities. The amount of FAL required is determined by Lloyd's through the Economic Capital Assessment ("ECA") based on the perceived level of risk the Group underwrites through its syndicate participations.

The Group entered into arrangements with third party capital providers to provide some or all of the required FAL on a year of account specific basis – these arrangements are referred to as "participation deeds". Where a fee is payable by the Group for the depositing of FAL by external parties this is recorded through "operating expenses" in the non-technical account in the first twelve months of a year of account.

In the event that the Group makes a loss through its syndicate participations on any particular year of account, the FAL provider may be required to meet its share of the loss in line with terms of the participation deed. In the event that the Group makes a profit through its syndicate participations on any particular year of account, the FAL provider may be entitled to receive a share of the profit in line with the terms of the participation deed.

At the end of each calendar year an assessment is made of any amounts payable to or receivable from the FAL providers based on the performance of the Group's syndicate participations and the terms of the participation deed. Movements in these balances are recorded through the technical account as "amounts receivable/payable under participation deeds".

Amounts receivable or payable in relation to the current year result are recorded in the "syndicate" column of the statement of financial position whilst amounts receivable or payable in relation to previous years are recorded in the "non-syndicate" column of the statement of financial position. These balances are recorded as "amounts due under participation deeds" within "other debtors" or "amounts payable under participation deeds" under "other creditors" as appropriate.

***Investment return***

Dividends are recognised when the investments to which they relate are declared 'ex-dividend'. Interest income is recognised on a time proportionate basis taking into account effective interest yield.

Unrealised and realised gains and losses on financial investments are recognised based on the appropriate classification of financial investments and are covered in detail under the accounting policy for financial investments.

An allocation of actual investment return on investments supporting the general insurance technical provisions and associated members' balance is made from the non-technical account to the technical account. Investment return related to non-insurance business and members' balance is attributed to the non-technical account. Syndicate investment return has been allocated to the technical account. Non-syndicate investment return is attributable to the non-technical account.

***Foreign currencies***

The Group's functional and presentational currency is sterling. Transactions denominated in currencies other than the functional currency are initially recorded in the functional currency at the exchange rate ruling at the date of the transactions or at an approximate average rate.

Monetary assets and liabilities (which include all assets and liabilities arising from insurance contracts including unearned premiums and deferred acquisition costs) denominated in foreign currencies are retranslated into the functional currency at the exchange rate ruling on the reporting date.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rate as at the date of the initial transaction and are not subsequently restated. Non-monetary items denominated in a foreign currency, measured at fair value, are translated into the functional currency using the exchange rate ruling at the date when the fair value was determined. Non-monetary items arising on the acquisition of a foreign operation and measured at fair value in a foreign currency are translated at the rate of exchange ruling on the reporting date.

Exchange differences are recorded in the non-technical account and foreign currency translation differences are recorded in other comprehensive income.

**Notes to the Financial Statements (continued)**  
**For the year ended 31 December 2018**

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**3. Accounting policies (continued)**

***Income from other activities***

Income from other activities is measured at the fair value of the consideration received or receivable and represents amounts for the provision of services, net of sales-related taxes.

Management fees receivable annually in advance and commission income are deferred and recognised as income over the period in which the services are performed.

Underwriting profit commission is recognised as income when the contractual right to receive it is established, but only to the extent that it can be estimated with sufficient reliability.

Other income relating to services rendered is recognised as income when the services are performed.

***Employee benefits***

***Retirement benefits***

The Group operates a defined contribution pension scheme, the assets of which are held separately from those of the Group in independently administered funds. Contributions are charged to the profit or loss in the year to which the contributions relate.

As required by law, AUA makes contributions in Singapore to a defined contribution scheme, the Central Provident Fund ("CPF"). AUA is also required to make contributions in Australia in relation to the Superannuation Guarantee ("SG"). CPF and SG contributions are recognised as a compensation expense in the same period as gives rise to the contributions.

***Short-term benefits***

Short-term benefits, including holiday pay and other similar non-monetary benefits, are recognised as an expense in the period in which the service is received. An accrual is recognised for long service leave in relation to AUA's Australia branch and for short-term compensated absences where entitlement has accumulated, but has not been taken, at the reporting date.

***Share-based payments***

The cost of equity-settled share-based payments is measured by reference to the fair value of the share options at the date at which they are granted and is recognised as an expense over the vesting period, which ends on the date at which the relevant employees become fully entitled to the award. In accordance with FRS 102, the fair value of the share options at the date of grant is determined using an appropriate pricing model, observable market price, or an alternative valuation methodology. In valuing equity settled transactions, no account is taken of any vesting conditions, other than conditions linked to the price of the shares (market conditions).

No expense is recognised for rewards that do not ultimately vest, except for awards where vesting is conditional upon a market condition, which are treated as vesting irrespective of whether or not the market condition is satisfied, provided that all other performance conditions are satisfied.

At each reporting date, before vesting the cumulative expense is calculated representing the extent to which the vesting period has expired and management's best estimate of the achievement or otherwise of non-market conditions on the number of equity instruments that will ultimately vest or in a case where an instrument is subject to a market condition, be treated as vesting as described above. The movement in cumulative expense since the previous balance sheet date is recognised in the profit or loss account with a corresponding entry in equity.

***Financial investments***

As permitted by FRS 102, the Group has elected to apply the recognition and measurement provisions of sections 11 and 12 in full to account for all of its financial instruments.

Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instrument.

All financial assets and liabilities are initially measured at transaction price (including transaction costs), except for those financial assets classified as at fair value through profit or loss, which are initially measured at fair value (which is normally the transaction price excluding transaction costs), unless the arrangement constitutes a financing transaction. If an arrangement constitutes a financing transaction, the financial asset or financial liability is measured at the present value of the future payments discounted at a market rate of interest for a similar debt instrument. Financial liabilities are derecognised only when the obligation specified in the contract is discharged, cancelled or expires.



3. Accounting policies (continued)

***Derivative financial instruments***

The Group uses derivative financial instruments to reduce exposure to foreign exchange risk and interest rate movements. The Group does not hold or issue derivative financial instruments for speculative purposes. Derivatives are initially recognised at fair value at the date a derivative contract is entered into and are subsequently remeasured to their fair value at each reporting date. The resulting gain or loss is recognised in profit or loss immediately unless the derivative is designated and effective as a hedging instrument, in which event the timing of the recognition in profit or loss depends on the nature of the hedge relationship.

***Cash and cash equivalents***

Cash and cash equivalents in the statement of financial position comprise cash at banks and in hand and short term deposits with an original maturity date of three months or less. For the purpose of the cash flow statement, cash and cash equivalents consist of cash and cash equivalents as defined above, net of outstanding bank overdrafts if applicable.

***Fair value of financial assets***

The Group uses the following hierarchy for determining the fair value of financial instruments by valuation technique:

- Level 1: The unadjusted quoted price in an active market for identical assets or liabilities that the entity can access at the measurement date.
- Level 2: Inputs other than quoted prices included within Level 1 that are observable (i.e. developed using market data) for the asset or liability, whether directly or indirectly.
- Level 3: Inputs are unobservable (i.e. for which market data is unavailable) for the asset or liability.

See note 16 for details of financial instruments classified by fair value hierarchy.

***Impairment of financial assets***

For financial assets not held at fair value through profit or loss, the Group assesses at each reporting date whether the financial asset or group of financial assets is impaired. The Group first assesses whether objective evidence of impairment exists for financial assets. If it is determined that no objective evidence of impairment exists for an individually assessed financial asset, the asset is included in a group of financial assets with similar credit risk characteristics and that group of financial assets is collectively assessed for impairment.

Assets that are individually assessed for impairment and for which an impairment loss is or continues to be recognised are not included in the collective assessment of impairment.

***Derecognition of financial assets***

A financial asset or, when applicable, a part of a financial asset is derecognised when:

- The rights to the cash flows from the asset have expired; or
- The Group retains the right to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement and either (a) the Group has transferred substantially all the risks and rewards of the asset; or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its right to receive cash flows from an asset or has entered into a pass-through arrangement, and has neither transferred nor retained substantially all the risks and rewards nor transferred control of the asset, the asset is recognised to the extent of the Group's continuing involvement in the asset. Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay. In that case, the Group also recognises an associated liability.

***Offsetting of financial instruments***

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if, and only if there is a currently enforceable legal right to offset the recognised amounts; and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

**Notes to the Financial Statements (continued)**  
**For the year ended 31 December 2018**

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**3. Accounting policies (continued)**

***Financial liabilities***

The Group's financial liabilities include trade and other payables, borrowings, insurance payables and derivative financial instruments, where applicable. All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings, net of directly attributable transaction costs. Trade and other payables and loans and borrowings are subsequently measured at amortised cost using the Effective Interest Rate ("EIR") method. Gains and losses are recognised in the income statement when the liabilities are derecognised as well as through the EIR method amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fee or costs that are an integral part of the EIR. The EIR amortisation is included in investment return in the profit or loss.

Derivative financial liabilities are subsequently measured at fair value through profit or loss. A financial liability is derecognised when the obligation under the liability is discharged or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of the existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, and the difference in the respective amounts is recognised in profit or loss.

***Reinsurance assets***

The Group cedes insurance risk in the normal course of business for all of its areas of operation. Reinsurance assets represent balances due from reinsurance companies. Amounts recoverable from reinsurers are estimated in a manner consistent with the outstanding claims provision or settled claims associated with the reinsurer's policies and are in accordance with the related reinsurance contract.

Reinsurance assets are reviewed for impairment at each reporting date, or more frequently, when an indication of impairment arises during the reporting year. Impairment occurs when there is objective evidence as a result of an event that occurred after initial recognition of the reinsurance asset that the Group may not receive all outstanding amounts due under the terms of the contract and the event has a reliably measurable impact on the amounts that the Group will receive from the reinsurer. The impairment loss is recorded in the income statement.

Gains or losses on buying reinsurance are recognised in the income statement immediately at the date of purchase and are not amortised. There were no such gains recognised in 2018 or 2017.

Ceded reinsurance arrangements do not relieve the Group from its obligations to policyholders.

***Insurance receivables***

Insurance receivables are recognised when due and measured on initial recognition at the fair value of the consideration delivered or deliverable. Subsequent to initial recognition, insurance receivables are measured at amortised cost, using the EIR method. The carrying value of insurance receivables is reviewed for impairment whenever events or circumstances indicate that the carrying amount may not be recoverable, with the impairment loss recorded in the income statement.

Insurance receivables are derecognised when the derecognition criteria for financial assets have been met.

***Insurance payables***

Insurance payables are recognised when due and measured on initial recognition at the fair value of the consideration received less directly attributable transaction costs. Subsequent to initial recognition, they are measured at amortised cost using the EIR method. Insurance payables are derecognised when the obligation under the liability is settled, cancelled or expired.

***Goodwill and other intangible assets***

Goodwill represents the excess of the sum of the fair value of the consideration transferred in a business combination, over the net fair value of the identifiable assets and liabilities. Goodwill is initially measured at cost and subsequently measured at cost less any accumulated impairment losses and less any accumulated amortisation. Goodwill is tested for impairment annually and whenever there is an indication that the goodwill may be impaired. Intangible assets with finite lives that are acquired separately are initially measured at cost and subsequently measured at cost less accumulated impairment losses and less any accumulated amortisation. Intangible assets are tested for impairment whenever there is an indication that the intangible asset may be impaired. Goodwill and intangible assets are being amortised over their estimated useful lives. Annual amortisation rates are as follows:

Goodwill	10%
Intangible asset - customers	12.5%
Intangible asset - software	20%
Intangible asset - syndicate capacity	10%

**Notes to the Financial Statements (continued)**  
**For the year ended 31 December 2018**

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**3. Accounting policies (continued)**

***Tangible fixed assets***

Tangible fixed assets comprise office fixtures and equipment, computer equipment and motor vehicles which are initially recognised at cost, being the purchase price plus any directly attributable costs, and are subsequently measured at cost less accumulated depreciation and impairment losses.

Depreciation is charged on a straight line basis to profit or loss so as to allocate the asset's cost, less its estimated residual value, over its estimated useful life. Annual depreciation rates are as follows:

Office fixtures and equipment	10% - 20%
Computer equipment	20% - 100%
Motor vehicles	12.5% - 20%

Tangible fixed assets are tested for impairment where an indication of impairment exists at the reporting date.

***Investments in subsidiary undertakings***

Investments in subsidiary undertakings are measured at cost less impairment. Investments are tested for impairment where an indication of impairment exists at the reporting date.

***Debtors***

Debtors are initially recognised at the transaction price, including any transaction costs, and are subsequently measured at amortised cost using the EIR method, less any provision for impairment. Amounts that are receivable within one year are measured at the undiscounted amount expected to be receivable, net of any impairment. Where a financial asset constitutes a financing transaction it is initially and subsequently measured at the present value of the future payments, discounted at a market rate of interest.

***Impairment of assets***

At each reporting date, the Group reviews the carrying value of its assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss.

The recoverable amount of an asset is the higher of fair value less costs to sell and value in use. Value in use is the present value of the future cash flows expected to be derived from the asset. The present value calculation involves estimating the future cash inflows and outflows to be derived from continuing use of the asset, and from its ultimate disposal, applying an appropriate discount rate to those future cash flows.

Where the recoverable amount of an asset is less than the carrying amount, an impairment loss is recognised immediately in profit or loss. An impairment loss recognised for all assets is reversed in a subsequent year if, and only if, the reasons for the impairment loss have ceased to apply.

***Creditors***

Creditors are initially measured at the transaction price, including any transaction costs, and are subsequently measured at amortised cost using the EIR method. Amounts that are payable within one year are measured at the undiscounted amount expected to be payable. Where a financial liability constitutes a financing transaction it is initially and subsequently measured at the present value of the future payments, discounted at a market rate of interest.

**Notes to the Financial Statements (continued)**  
**For the year ended 31 December 2018**

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**3. Accounting policies (continued)**

***Taxation***

The tax expense for the year comprises current and deferred tax. Tax currently payable, relating to UK corporation tax, is calculated on the basis of the tax rates and laws that have been enacted or substantively enacted as at the reporting date.

The Group is taxed on its share of the underwriting results declared by syndicates and these are deemed to accrue evenly over the calendar year in which they are declared. HM Revenue and Customs determines the taxable results of syndicates on the basis of computations submitted by the managing agent. Any adjustments that may be necessary to the tax provisions established by the Group as a result of HM Revenue and Customs' agreement of individual syndicate taxable results will be reflected in the financial statements of subsequent years. Other profits are assessable to corporation tax in the same year as they are recognised for accounting purposes, after adjustment in accordance with tax legislation.

Deferred tax is recognised on all timing differences that have originated but not reversed at the reporting date. Transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future give rise to a deferred tax liability or asset. Timing differences are differences between taxable profits and total comprehensive income as stated in the financial statements that arise from the inclusion of income and expenses in tax assessments in years different from those in which they are recognised in the financial statements.

Deferred tax is measured using the tax rates and laws that have been enacted or substantively enacted as at the reporting date, that are expected to apply to the reversal of the timing difference. The tax expense is recognised in the same component of comprehensive income or equity as the transaction or other event that resulted in the tax expense.

Deferred income tax assets are recognised only to the extent that, on the basis of all available evidence, it is deemed probable that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Current and deferred tax assets and liabilities are offset only when there is a legally enforceable right to set off the amounts and there is the intention either to settle on a net basis or to realise the asset and settle the liability simultaneously.

***Lease arrangements***

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

Operating lease rentals are charged on a straight-line basis over the term of the lease. Any benefits receivable as an incentive to enter into an operating lease are spread on a straight-line basis over the lease term.

**4. Critical accounting judgements and key sources of estimation uncertainty**

In applying the Group's accounting policies, the directors are required to make judgements, estimates and assumptions in determining the carrying amounts of assets and liabilities. The directors' judgements, estimates and assumptions are based on the best and most reliable evidence available at the time when the decisions are made, and are based on historical experience and other factors that are considered to be applicable. Due to the inherent subjectivity involved in making such judgements, estimates and assumptions, the actual results and outcomes may differ. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the year in which the estimate is revised, if the revision affects only that year, or in the year of the revision and future years, if the revision affects both current and future years.

In assessing whether there have been any indicators of impairment of assets, the directors have considered both external and internal sources of information such as market conditions, counterparty credit ratings and experience of recoverability.

The measurement and recognition of management fees and profit commissions requires the directors to make judgements regarding the period in which the services are performed and the final profits are expected to be achieved. In arriving at these views, the directors considered the scope and scale of activities associated with the role of the agency businesses and the underwriting performance to date.

**Notes to the Financial Statements (continued)**  
**For the year ended 31 December 2018**

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**4. Critical accounting judgements and key sources of estimation uncertainty (continued)**

Intangible asset values relate to a proprietary software system and long standing relationships with customers, acquired with the purchase of the business assets and syndicate capacity purchased as detailed in note 13. The valuation of the software system was estimated using a replacement cost approach. The long standing customer relationship valuation was based on a multi-period excess earnings method that used a discount rate of 10%. It included a discounted cash flow model based on forecast recurring customer income, adjusted for appropriate expenses. Purchased capacity is valued at cost. There is no indication of an impairment and no impairment loss has therefore been recognised for the financial year ended 31 December 2018.

Goodwill relates to the acquisition of the business of an established coverholder, MHIA, with a significant market share in a niche industry sector and with low cost operations that will complement existing operations in Australia. Management test the impairment of goodwill using a discounted cash flow forecast based on assumptions of future growth and inflating costs. There is no indication of an impairment and no impairment loss has therefore been recognised for the financial year ended 31 December 2018.

A deferred tax asset is recognised only to the extent that it will be recoverable against the future profits of the Group. The directors have reviewed the business plans and forecasts of the Group and have judged it appropriate that all deferred tax assets be recognised in full except where indicated in note 28.

For insurance contracts, estimates have to be made both for the expected ultimate cost of claims reported at the reporting date and for the expected ultimate cost of claims incurred but not yet reported ("IBNR") at the reporting date. It can take a significant period of time before the ultimate claims cost can be established with certainty and for some types of policies, claims IBNR form the majority of the liability in the statement of financial position.

The ultimate cost of outstanding claims is estimated by using a range of standard actuarial claims projection techniques, such as Chain Ladder and Bornhuetter-Ferguson methods

The main assumption underlying these techniques is that past claims development experience can be used to project future claims development and hence ultimate claims costs. The provision for claims outstanding is based on the estimated ultimate cost of all claims notified but not settled by the reporting date assessed on an individual case basis, together with the provision for related claims handling costs. The provision also includes the estimated cost of claims IBNR at the reporting date based on statistical methods.

These methods generally involve projecting from past experience the development of claims over time to form a view of the likely ultimate claims to be experienced for more recent underwriting, having regard to variations in the business accepted and the underlying terms and conditions. For the most recent years, where a high degree of volatility arises from projections, estimates may be based in part on output from rating and other models of the business accepted and assessments of underwriting conditions. The amount of salvage and subrogation recoveries is separately identified and, where material, reported as an asset.

Similar judgements, estimates and assumptions are employed in the assessment of adequacy of provisions for unearned premiums. Judgement is also required in determining whether the pattern of insurance service provided by a contract requires amortisation of unearned premiums on a basis other than time apportionment. These judgements will have a consequential impact on the estimates of the reinsurers' share of technical provisions. For certain insurance contracts, premium is initially recognised based on estimates of ultimate premiums. These estimates are judgmental and could result in misstatements of revenue recorded in the financial statements.

The main assumption underlying these estimates is that past premium development can be used to project future premium development.

Where the fair values of financial assets and financial liabilities recorded in the statement of financial position cannot be derived from active markets, they are determined using a variety of valuation techniques that include the use of discounted cash flow models and/or mathematical models. The inputs to these models are derived from observable market data where possible, but where observable market data is not available, judgement is required to establish fair values. The judgements include considerations of liquidity risk, credit risk and model inputs such as estimated future cash flows based on management's best estimates and discount rates.

For discounted cash flow analysis, estimated future cash flows and discount rates are based on current market information and rates applicable to financial instruments with similar yields, credit quality and maturity characteristics. Estimated future cash flows are influenced by factors such as economic conditions (including country specific risks), concentrations in specific industries, types of instruments or currencies, market liquidity and financial conditions of counterparties. Discount rates are influenced by risk free interest rates and credit risk. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

A provision for debtors is established where it is estimated that the debtors are not considered to be fully recoverable. When assessing recoverability, the directors have considered factors such as the ageing of the receivables, past experience of recoverability, and the credit profile of individual or groups of customers.

Notes to the Financial Statements (continued)  
For the year ended 31 December 2018

5. Particulars of business written

	Gross premiums written £000	Gross premiums earned £000	Gross claims incurred £000	Gross operating expenses £000	Reinsurance balance £000	Total £000
2018						
Direct business:						
Accident and health	2,517	2,620	(1,009)	(1,142)	(219)	250
Motor – third party liability	217	229	(93)	(72)	(11)	53
Motor – other classes	798	1,860	(1,278)	(820)	(42)	(280)
Marine, aviation and transport	14,243	14,523	(13,070)	(5,058)	30	(3,575)
Fire and other damage to property	38,771	41,726	(26,794)	(13,795)	(8,572)	(7,435)
Third party liability	25,823	21,118	(14,253)	(7,863)	1,080	82
Credit and suretyship	6,136	5,866	(2,709)	(1,597)	(1,277)	283
Total direct	88,505	87,942	(59,206)	(30,347)	(9,011)	(10,622)
Reinsurance business:						
Reinsurance acceptances	18,547	21,202	(10,876)	(6,733)	(3,669)	(76)
Total	107,052	109,144	(70,082)	(37,080)	(12,680)	(10,698)
2017						
Direct business:						
Accident and health	2,233	2,035	(1,078)	(976)	622	603
Motor – third party liability	64	44	(40)	(15)	(3)	(14)
Motor – other classes	5,077	2,747	(1,632)	(1,103)	(63)	(51)
Marine, aviation and transport	14,365	13,838	(6,649)	(5,619)	(1,662)	(92)
Fire and other damage to property	45,768	45,420	(37,451)	(15,609)	9,075	1,435
Third party liability	18,009	17,306	(9,241)	(5,977)	(400)	1,688
Credit and suretyship	7,628	4,082	(2,361)	(1,194)	(257)	270
Total direct	93,144	85,472	(58,452)	(30,493)	7,312	3,839
Reinsurance business:						
Reinsurance acceptances	23,481	23,323	(16,764)	(7,507)	1,508	560
Total	116,625	108,795	(75,216)	(38,000)	8,820	4,399

All premiums were concluded in the United Kingdom.

Net operating expenses shown in the income statement include an amount of £1.6 million (2017: £nil) in respect of commissions on outward reinsurance that have been set off from the gross operating expenses but are included in the reinsurance balance above.

A geographical analysis of gross written premiums by destination is as follows:

	2018 £000	2017 £000
United Kingdom	41,029	35,723
Other EU member states	6,565	8,268
Rest of the world	59,458	72,634
	<u>107,052</u>	<u>116,625</u>

**Notes to the Financial Statements (continued)**  
**For the year ended 31 December 2018**

**6. Net operating expenses**

	2018 £000	2017 £000
Administrative expenses – personal expenses	1,119	3,445
Acquisition costs	32,878	33,483
Change in deferred acquisition costs	187	(1,848)
Administrative expenses – other	2,896	2,920
	<u>37,080</u>	<u>38,000</u>
Gross operating expenses	37,080	38,000
Reinsurance commissions	(3,783)	-
Change in reinsurance commissions	2,188	-
	<u>35,485</u>	<u>38,000</u>

Included within acquisition costs are commissions on direct business of £19,173,723 (2017: £24,059,838).

**7. Investment return**

	2018 £000	2017 £000
<i>Syndicate:</i>		
Income from other financial investments	1,352	1,052
Net losses on realisation of investments		
- designated at fair value through profit or loss	(381)	(138)
	<u>971</u>	<u>914</u>
Total investment income	971	914
Net unrealised gains on investments		
- designated at fair value through profit or loss	9	265
Investment expenses and charges	(57)	(32)
	<u>923</u>	<u>1,147</u>
Total investment return	923	1,147
<i>Non-syndicate:</i>		
Deposit interest	353	164
	<u>1,276</u>	<u>1,311</u>
Total investment return	1,276	1,311

**8. Income from other activities**

An analysis of income from other activities by category is as follows:

	2018 £000	2017 £000
Management fees	17,232	15,020
Profit commissions	714	5,922
Other service fees	1,185	849
	<u>19,131</u>	<u>21,791</u>

Income from other activities arises wholly within the United Kingdom.

# Argenta Holdings Limited

## Notes to the Financial Statements (continued) For the year ended 31 December 2018

### 9. Loss on ordinary activities before tax

	2018 £000	2017 £000
The loss on ordinary activities before tax is stated after charging:		
Amortisation of intangible assets (note 13)	405	452
Depreciation of tangible fixed assets (note 14)	362	330
Staff costs (note 10)	10,509	14,469
Hire of other assets under operating leases	267	314
Auditor's remuneration	293	560
	<u>293</u>	<u>560</u>
An analysis of the auditor's remuneration is as follows:		
Fees payable to the Company's auditors and their associates for the audit of the Company's annual accounts	27	29
Fees payable to the Company's auditors and their associates for other services to the Company:		
The audit of the Company's subsidiaries	110	114
Assurance services	128	393
Taxation advisory services	28	24
	<u>293</u>	<u>560</u>

### 10. Employee information

	2018 £000	2017 £000
Salaries and associated expenses:		
Wages, salaries and bonuses	9,137	12,557
Social security costs	1,023	1,559
Pensions	349	353
	<u>10,509</u>	<u>14,469</u>
Average number of employees:	2018	2017
Argenta Holdings Limited	28	25
Argenta Private Capital Limited	24	26
Argenta Syndicate Management Limited	73	72
Argenta Tax & Corporate Services Limited	9	10
Argenta Underwriting Asia Pte. Ltd.	31	27
	<u>165</u>	<u>160</u>



**Notes to the Financial Statements (continued)**  
**For the year ended 31 December 2018**

**11. Directors' emoluments**

Emoluments disclosed below relate to amounts paid during the year to directors who are remunerated specifically for their services to the Group.

	2018 £000	2017 £000
Aggregate remuneration	2,254	2,082
Company pension contributions	-	-
	<u>2,254</u>	<u>2,082</u>

During the year none of the directors accrued benefits under a defined contribution scheme (2017: none).

Directors' remuneration includes amounts paid to the highest paid director of:

	2018 £000	2017 £000
Aggregate remuneration	1,015	824
Company pension contributions	-	-
	<u>1,015</u>	<u>824</u>

The key management personnel of the Group are considered to be the directors of the Company.

**Notes to the Financial Statements (continued)**  
**For the year ended 31 December 2018**

**12. Tax credit on loss on ordinary activities**

a) Analysis of profit or loss credit in the year

	2018 £000	2017 £000
Current tax:		
United Kingdom corporation tax	227	(1,268)
Double taxation relief	(227)	-
Foreign tax	314	166
Adjustments in respect of prior years	(171)	(78)
Total current tax charge/(credit)	143	(1,180)
Deferred tax:		
Origination and reversal of timing differences	(1,143)	(4,549)
Adjustments in respect of prior years	(399)	(6)
Effect of decreased tax rate on opening liability	187	145
Total deferred tax credit (note 28)	(1,355)	(4,410)
Total tax credit	(1,212)	(5,590)

b) Factors affecting the tax credit for the year

Tax on (loss)/profit on ordinary activities for the year is higher/lower than the standard rate of corporation tax in the UK of 19% (2017: 19.25%). The differences are reconciled below:

	2018 £000	2017 £000
Loss on ordinary activities before tax	(5,412)	(2,764)
Loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2017: 19.25%)	(1,028)	(532)
Effects of:		
Expenses not deductible for tax	120	1,167
Profits subject to a higher tax rate	-	62
Adjustments in respect of prior years	(453)	(84)
Unrecognised deferred tax asset	-	(134)
Share based payments	-	(6,136)
Effect of foreign taxes	(105)	-
Lower rates on overseas earnings	-	(34)
Permanent differences arising from overseas operations	67	-
Rates differences on losses carried back	-	(42)
Effect of decreased tax rate on opening liability/other differences	187	143
Total tax credit	(1,212)	(5,590)

**Factors that may affect future tax charges**

A reduction in the UK corporation tax rate from 20% to 19% was substantively enacted in October 2015 and took effect from 1 April 2017. A further reduction from 19% to 17% was substantively enacted in September 2016 and will take effect from 1 April 2020. Deferred tax balances at the reporting date are measured at these reduced rates (2017: 20%, 19% effective 1 April 2017 and 17% effective 1 April 2020).

Notes to the Financial Statements (continued)  
For the year ended 31 December 2018

13. Intangible assets

	Goodwill £000	Software £000	Customer relationships £000	Purchased Capacity £000	Total £000
Cost:					
At 1 January 2018	2,576	199	947	282	4,004
Exchange differences	(94)	(7)	(34)	-	(135)
Additions	-	-	-	-	-
At 31 December 2018	2,482	192	913	282	3,869
Amortisation:					
At 1 January 2018	433	63	196	2	694
Exchange differences	-	(4)	(11)	-	(15)
Charged in the year	247	40	89	29	405
At 31 December 2018	680	99	274	31	1,084
Net book value at 31 December 2018	1,802	93	639	251	2,785
Net book value at 31 December 2017	2,143	136	751	280	3,310

*Goodwill*

On 1 June 2016 AUA acquired the business assets of MHIA, an Australian managing general agent. The consideration was approximately £3.4 million. The fair value of the net tangible liabilities acquired was £0.4 million, the fair value of intangible assets was £1.2 million and the fair value of the goodwill was £2.6 million. The intangible assets relate to the long standing relationships with customers acquired and a software system used within the business.

A significant proportion of the MHIA underwriting activities is underwritten under a binding authority between Syndicate 2121 and AUA's Australian branch in accordance with a licence granted by the Australian Securities and Investment Commission on 19 February 2016.

*Software*

The software was the primary system used by the MHIA business at the date of acquisition and this continues to be the case at the reporting date. An impairment review would be considered should the system cease to be used or to be fit for purpose. There is no indication of an impairment for the financial year ended 31 December 2018.

*Customer relationships*

The value attached to the customer relationships is based on the assumption that customer retention is in excess of 80%. An impairment review would be considered where the renewal rate falls below this level on an annual basis. There is no indication of an impairment for the financial year ended 31 December 2018.

*Purchased capacity*

On 30 November 2017, the Company paid £281,855 to acquire £10,300,000 of capacity on Syndicate 2121 at the Lloyd's auctions.

Notes to the Financial Statements (continued)  
For the year ended 31 December 2018

14. Tangible fixed assets - Group

	Office fixtures and fittings £000	Motor Vehicles £000	Computer equipment £000	Total £000
Cost:				
At 1 January 2018	1,946	62	455	2,463
Exchange differences	1	(2)	(2)	(3)
Additions	78	18	15	111
Disposals	-	(9)	-	(9)
At 31 December 2018	2,025	69	468	2,562
Depreciation:				
At 1 January 2018	315	13	104	432
Exchange differences	1	(1)	(2)	(2)
Charged in the year	259	9	94	362
Disposals	-	(4)	-	(4)
At 31 December 2018	575	17	196	788
Net book value at 31 December 2018	1,450	52	272	1,774
Net book value at 31 December 2017	1,631	49	351	2,031

15. Tangible fixed assets - Company

	Office fixtures and fittings £000	Computer equipment £000	Total £000
Cost:			
At 1 January 2018	1,512	379	1,891
Additions	78	-	78
At 31 December 2018	1,590	379	1,969
Depreciation:			
At 1 January 2018	158	76	234
Charged in the year	157	76	233
At 31 December 2018	315	152	467
Net book value at 31 December 2018	1,275	227	1,502
Net book value at 31 December 2017	1,354	303	1,657

**Notes to the Financial Statements (continued)**  
**For the year ended 31 December 2018**

**16. Financial investments – Group**

	Cost 2018 £000	Fair value 2018 £000	Listed 2018 £000
Syndicate:			
Shares and other variable yield securities and units in unit trusts	5,820	5,820	3,215
Debt securities and other fixed income securities	61,488	60,516	-
Participation in investment pools	4,431	4,505	-
Loans and deposits with credit institutions	2,018	2,013	-
Derivative financial instruments	-	-	-
	<u>73,757</u>	<u>72,854</u>	<u>3,215</u>
	Cost 2018 £000	Fair value 2018 £000	Listed 2018 £000
Non-syndicate:			
Shares and other variable yield securities and units in unit trusts	5,308	5,308	-
	<u>5,308</u>	<u>5,308</u>	<u>-</u>
	Cost 2017 £000	Fair value 2017 £000	Listed 2017 £000
Syndicate:			
Shares and other variable yield securities and units in unit trusts	24,400	24,682	13,988
Debt securities and other fixed income securities	48,834	48,864	-
Participation in investment pools	3,640	3,664	-
Loans and deposits with credit institutions	2,347	2,345	-
Derivative financial instruments	1	1	-
	<u>79,222</u>	<u>79,556</u>	<u>13,988</u>
	Cost 2017 £000	Fair value 2017 £000	Listed 2017 £000
Non-syndicate:			
Shares and other variable yield securities and units in unit trusts	-	-	-
	<u>-</u>	<u>-</u>	<u>-</u>

The shares and other variable yield securities and units in unit trusts relate to holdings in highly diversified collective investment schemes, which in 2017 included an element of low volatility absolute return funds managed in accordance with the UCITS regulations.

There was no material change in fair value for financial instruments held at fair value attributable to own credit risk in the current or comparative period.

There have been no day one profits recognised in respect of financial instruments designated at fair value through profit or loss.

The syndicate's investment managers are permitted to directly purchase derivative financial instruments (interest rate futures) to hedge its interest rate risks. These derivatives are classified as trading instruments.

**Notes to the Financial Statements (continued)**  
**For the year ended 31 December 2018**

**16. Financial investments – Group (continued)**

The following table shows financial investments including overseas deposits (note 21) recorded at fair value analysed between the three levels in the fair value hierarchy.

31 December 2018	Level 1 £000	Level 2 £000	Level 3 £000	Total £000
Syndicate:				
Shares and other variable yield securities and units in unit trusts	5,820	-	-	5,820
Debt securities and other fixed income securities	-	60,516	-	60,516
Participation in investment pools	28	4,477	-	4,505
Loans and deposits with credit institutions	961	1,052	-	2,013
Overseas deposits	2,630	5,658	-	8,288
	<u>9,439</u>	<u>71,703</u>	<u>-</u>	<u>81,142</u>
Non-syndicate:				
Shares and other variable yield securities and units in unit trusts	5,308	-	-	5,308
	<u>5,308</u>	<u>-</u>	<u>-</u>	<u>5,308</u>
31 December 2017	Level 1 £000	Level 2 £000	Level 3 £000	Total £000
Syndicate:				
Shares and other variable yield securities and units in unit trusts	11,622	13,060	-	24,682
Debt securities and other fixed income securities	-	48,864	-	48,864
Participation in investment pools	2	3,662	-	3,664
Derivative financial instruments	1	-	-	1
Loans and deposits with credit institutions	1,067	1,278	-	2,345
Overseas deposits	1,499	4,535	-	6,034
	<u>14,191</u>	<u>71,399</u>	<u>-</u>	<u>85,590</u>

Included in the level 1 category are financial assets that are measured by reference to published quotes in an active market. A financial instrument is regarded as quoted in an active market if quoted prices are readily and regularly available from an exchange, dealer, broker, industry syndicate, pricing service or regulatory agency and those prices represent actual and regularly occurring market transactions on an arm's length basis.

Included in the level 2 category are financial assets measured using a valuation technique based on assumptions that are supported by prices from observable current market transactions. For example, assets for which pricing is obtained via pricing services but where prices have not been determined in an active market, financial assets with fair values based on broker quotes, investments in private equity funds with fair values obtained via fund managers and assets that are valued using the Syndicate's and Group's own models whereby the significant inputs into the assumptions are market observable.

Included in the level 3 category, are financial assets measured using a valuation technique (model) based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data. Therefore, unobservable inputs reflect the Syndicate's and Group's own assumptions about the assumptions that market participants would use in pricing the asset or liability (including assumptions about risk). These inputs are developed based on the best information available, which might include the Syndicate's and Group's own data.

# Argenta Holdings Limited

## Notes to the Financial Statements (continued) For the year ended 31 December 2018

### 17. Other investments in equity instruments - Group

	2018 £000	2017 £000
At cost at 1 January and 31 December	90	90

The investments in equity instruments represents the Group's 26.33% shareholding in The Newton Follis Partnership Limited. The investment is held at cost as a fair value is unable to be reliably measured.

### 18. Investment in subsidiary undertakings - Company

	2018 £000	2017 £000
At 1 January	8,748	8,761
Additions	-	-
Impairment	-	(11)
Exchange adjustment	23	(2)
At 31 December	8,771	8,748

The Company's active subsidiary undertakings at 31 December 2018, incorporated in the United Kingdom in which it holds 100% of the ordinary voting shares of £1 each were Argenta Private Capital Limited, Argenta Tax & Corporate Services Limited, Argenta Underwriting No.2 Limited, Argenta Underwriting No.3 Limited, Argenta Underwriting No.8 Limited, Argenta Underwriting No.9 Limited, Argenta Underwriting No.10 Limited, Argenta Underwriting No.11 Limited and Residual Services Limited.

The entire share capital of Argenta Underwriting No.8 Limited was sold to Vis UK Corporate Member Limited on 28<sup>th</sup> February 2019.

The Company also has an active subsidiary undertaking, incorporated in the United Kingdom in which it holds 100% of the ordinary voting shares of 1p each called Argenta Syndicate Management Limited and an active subsidiary undertaking, incorporated in Singapore in which it holds 100% of the ordinary voting shares of 1c each called Argenta Underwriting Asia Pte. Ltd.

The Company's dormant subsidiary undertakings at 31 December 2018, incorporated in the United Kingdom with 100% of ordinary voting shares of £1 each were Abacus Corporate Capital Member Limited, Agate Underwriting Limited, Amco Underwriting Limited, APCL Corporate Director No.1 Limited, APCL Corporate Director No.2 Limited, Argenta Continuity Limited, Argenta General Partner Limited, Argenta Insurance Research Limited, Argenta LLP Services Limited, Argenta No.13 Limited, Argenta No.14 Limited, Argenta No.15 Limited, Argenta Secretariat Limited, Argenta SLP Continuity Limited, Argenta Underwriting No.1 Limited, Argenta Underwriting No.4 Limited, Argenta Underwriting No.7 Limited, Augusta Underwriting Limited, Ben Rinnes Underwriting Limited, BHC Winton Underwriting Limited, BHC Winton Underwriting II Limited, BHC Winton Underwriting III Limited, Boscawen Underwriting Limited, Bouncer Underwriting Limited, Calleva Underwriting Limited, Chariot (I) Underwriting Limited, Cowley Underwriting Limited, Crest Underwriting Limited, FMJ Investment Limited, Fountain Continuity Limited, Frank Barber Underwriting Limited, Grayfield Underwriting Limited, Gregory & Partners Limited, Gustavia Underwriting Limited, Heico Underwriting Limited, H.M (Underwriting) Limited, Jaycee Underwriting Limited, Mortlake Underwriting Limited, Names Taxation Services Limited, Northfield Partners Limited, O.A.M. Limited, Old Broad Street Underwriting Limited, Plough Penny Underwriting Limited, R A Lee Limited, Redcar Underwriting Limited, Residual Services Corporate Director Limited, RMUW Limited, S B G Underwriting Limited, Sperandum Est Limited, Tarrel Underwriting Limited, Tora Underwriting Limited and Trumpeldor Underwriting Limited.

The Company also has a dormant subsidiary undertaking, incorporated in Labuan in which it holds 100% of the ordinary voting shares of \$1 each called Argenta Underwriting Labuan Limited.

The registered office of all subsidiary undertakings is 5<sup>th</sup> Floor, 70 Gracechurch Street, London, EC3V 0XL, with the exception of Argenta Underwriting Asia Pte. Ltd. whose registered office is 138 Market Street, #04-03, Capita Green, Singapore 048946, Argenta Underwriting Labuan Limited, whose registered office is Brumby Centre, Lot 42, Jalan Muhibbah, 87000, Labuan F.T, Malaysia; and Argenta General Partner Limited and Argenta SLP Continuity Limited whose registered office is Quartermile One, 15 Lauriston Place, Edinburgh, EH3 9EP.

# Argenta Holdings Limited

## Notes to the Financial Statements (continued) For the year ended 31 December 2018

### 19. Other debtors – Group

	2018 £000	2017 £000
Syndicate:		
<i>Amounts falling due within one year:</i>		
Inter-year loans	-	11,561
Amounts due under participation deeds	3,549	1,378
Other debtors	2,654	234
	<u>6,203</u>	<u>13,173</u>
	2018 £000	2017 £000
<i>Amounts falling due after one year:</i>		
Debtors arising out of direct insurance operations	23	160
Other debtors	-	569
	<u>23</u>	<u>729</u>
	2018 £000	2017 £000
Non-syndicate:		
<i>Amounts falling due within one year:</i>		
Amounts due from managed syndicates	720	630
Profit commission receivable	687	5,834
Underwriting profits	1,799	1,298
Deferred taxation (note 28)	3,686	2,331
Amounts due under participation deeds	1,368	654
Other taxation and social security	676	812
Other	819	271
	<u>9,755</u>	<u>11,830</u>

### 20. Debtors – Company

	2018 £000	2017 £000
<i>Amounts falling due within one year:</i>		
Amounts due from group undertakings	32,733	27,990
Amounts due under participation deeds	1,090	1,090
Deferred taxation (note 29)	1,532	1,815
Other taxation and social security	-	69
Prepayments	35	241
Other	28	94
	<u>35,418</u>	<u>31,299</u>

Amounts due from group undertakings are unsecured, interest free and repayable on demand.

### 21. Other assets - Group

	2018 £000	2017 £000
Syndicate:		
Overseas deposits	<u>8,288</u>	<u>6,034</u>

Overseas deposits are made as a condition of carrying on business in various jurisdictions.



Notes to the Financial Statements (continued)  
For the year ended 31 December 2018

22. Deferred acquisition costs - Group

	2018 £000	2017 £000
Syndicate:		
At 1 January	16,181	15,255
Change in deferred acquisition costs	(187)	1,848
Foreign exchange	(1,655)	(922)
At 31 December	<u>14,339</u>	<u>16,181</u>

23. Called up share capital – Company

	2018 Number	£000	2017 Number	£000
Authorised, issued and fully paid ordinary voting "A" shares of 1p each	<u>27,083,340</u>	<u>271</u>	<u>27,083,340</u>	<u>271</u>

The ordinary shares are non-redeemable, have full voting rights and full rights to participate in a distribution.

24. Provision for unearned premiums - Group

2018	Gross £000	Reinsurers' share £000	Net £000
Syndicate:			
At 1 January	57,335	(7,144)	50,191
Premiums written in the year	107,052	(30,559)	76,493
Premiums earned in the year	(109,144)	25,463	(83,681)
Foreign exchange	<u>2,463</u>	<u>(543)</u>	<u>1,920</u>
At 31 December	<u>57,706</u>	<u>(12,783)</u>	<u>44,923</u>
2017	Gross £000	Reinsurers' share £000	Net £000
Syndicate:			
At 1 January	53,117	(6,265)	46,852
Premiums written in the year	116,625	(25,017)	91,608
Premiums earned in the year	(108,795)	23,649	(85,146)
Foreign exchange	<u>(3,612)</u>	<u>489</u>	<u>(3,123)</u>
At 31 December	<u>57,335</u>	<u>(7,144)</u>	<u>50,191</u>

**Notes to the Financial Statements (continued)**  
**For the year ended 31 December 2018**

**25. Claims outstanding - Group**

2018	Gross £000	Reinsurers' share £000	Net £000
Syndicate:			
At 1 January	119,012	(47,146)	71,866
Change in share of capacity	(4,904)	1,501	(3,403)
Claims incurred in current underwriting year	31,468	(10,503)	20,965
Claims incurred in prior underwriting years	38,614	(684)	37,930
Claims paid during the year	(57,755)	11,608	(46,147)
Foreign exchange	6,146	(2,483)	3,663
At 31 December	<u>132,581</u>	<u>(47,707)</u>	<u>84,874</u>
2017	Gross £000	Reinsurers' share £000	Net £000
Syndicate:			
At 1 January	114,030	(25,364)	88,666
Change in share of capacity	(13,092)	3,334	(9,758)
Claims incurred in current underwriting year	40,277	(18,256)	22,021
Claims incurred in prior underwriting years	34,939	(14,213)	20,726
Claims paid during the year	(49,588)	4,497	(45,091)
Foreign exchange	(7,554)	2,856	(4,698)
At 31 December	<u>119,012</u>	<u>(47,146)</u>	<u>71,866</u>

**26. Other creditors – Group**

Syndicate:	2018 £000	2017 £000
<i>Amounts falling due within one year:</i>		
Inter-year loans	707	8,840
Amounts payable under participation deeds	-	3,289
Other	-	1,266
	<u>707</u>	<u>13,395</u>
Non-syndicate:	2018 £000	2017 £000
<i>Amounts falling due within one year:</i>		
Amounts due to managed syndicate	4,420	5,554
Amounts payable under participation deeds	513	-
Taxation and social security	865	648
Other	1,641	2,012
	<u>7,439</u>	<u>8,214</u>

The amounts due to managed syndicate are in respect of business underwritten on behalf of the syndicate under binding authority agreements.

**27. Creditors – Company**

	2018 £000	2017 £000
<i>Amounts falling due within one year:</i>		
Amounts due to group undertakings	82	79
Taxation and social security	639	507
Other creditors	517	260
Accruals and deferred income	1,301	1,919
	<u>2,539</u>	<u>2,765</u>

Amounts due to group undertakings are unsecured, interest free and repayable on demand.

**Notes to the Financial Statements (continued)**  
**For the year ended 31 December 2018**

**28. Deferred tax – Group**

	Total 2018 £000	Total 2017 £000
At 1 January	(2,331)	2,079
Charge to profit or loss in the year	(956)	(4,404)
Adjustments in respect of prior years	(399)	(6)
At 31 December	<u>(3,686)</u>	<u>(2,331)</u>
The deferred tax asset at 31 December is made up of:		
Accelerated/(decelerated) capital allowances	41	47
Double taxation relief	(655)	(780)
Tax losses	(1,640)	(2,150)
Accruals and other timing differences	(154)	285
Customer relationships	192	(19)
Timing difference on underwriting results	(1,377)	358
Accrued bonuses	(93)	(72)
	<u>(3,686)</u>	<u>(2,331)</u>

The deferred tax asset expected to reverse in 2019 is £530,992. This primarily relates to the reversal of timing differences on the utilisation of double taxation relief and tax losses against underwriting results and trading profits.

The deferred tax liability expected to reverse in 2019 is £37,028. This primarily relates to the reversal of timing differences on the underwriting results.

The Group had no unrecognised deferred tax asset at the year end (2017: £240,919) in respect of crystallised tax losses and underwriting losses not yet brought into tax.

**29. Deferred tax – Company**

	Total 2018 £000	Total 2017 £000
At 1 January	(1,815)	13
Charge to profit or loss in the year	259	(1,834)
Effects of a change in rate	64	-
Adjustments in respect of prior years	(40)	6
At 31 December	<u>(1,532)</u>	<u>(1,815)</u>
The deferred tax asset at 31 December is made up of:		
Decelerated capital allowances	49	57
Tax losses	(1,558)	(1,856)
Accrued bonuses	(23)	(16)
	<u>(1,532)</u>	<u>(1,815)</u>

The deferred tax asset expected to reverse in 2019 is £355,273. This primarily relates to the reversal of timing differences of crystallised tax losses and accrued bonuses.

The deferred tax liability expected to reverse in 2019 is £3,829. This is in relation to timing differences on capital allowances.

**30. Insurance risk and financial risk management**

The Group is principally exposed to insurance risk and financial risk through its participation on the Syndicate. The Group has delegated sole management and control of its underwriting to the managing agent of the Syndicate and the policies, procedures and internal controls of the managing agent are used to manage the Syndicate's exposures to insurance risk, credit risk, market risk and liquidity risk. The Group is also directly exposed to credit risk, market risk and liquidity risk.

Information relating to the risk environment of the Syndicate has been obtained from the Syndicate's report and accounts and represents 100% of the Syndicate of which the Group had a 25.7% participation for the most recent year of account (2017: 33.5%).

***Insurance risk – Syndicate 2121***

The principal risk the Syndicate faces under insurance contracts is that the actual claims and benefit payments or the timing thereof, differ from expectations. This is influenced by the frequency of claims, severity of claims, actual benefits paid and subsequent development of long-term claims. Therefore, the objective of the managing agent is to ensure that sufficient reserves are available to the Syndicate to cover these liabilities. References to insurance business shall, as appropriate, be understood to include the equivalent reinsurance business underwritten by the Syndicate.

The risk exposure is mitigated by diversification across a large portfolio of insurance contracts and geographical areas. The variability of risks is also improved by careful selection and implementation of underwriting strategy guidelines, as well as the use of reinsurance arrangements.

The Syndicate purchases reinsurance as part of its risks mitigation programme. Reinsurance ceded is placed on both a proportional and non-proportional basis. The majority of proportional reinsurance is quota share reinsurance which is taken out to reduce the overall exposure to certain classes of business. Non-proportional reinsurance is primarily excess of loss reinsurance designed to mitigate the Syndicate's net exposure to catastrophe losses and large individual risk losses. Retention limits for the excess of loss reinsurance vary by product line and territory.

Amounts recoverable from reinsurers are estimated in a manner consistent with the outstanding claims provision and are in accordance with the reinsurance contracts. Although the Syndicate has reinsurance arrangements, it is not relieved of its direct obligations to its policyholders and thus a credit exposure exists with respect to ceded insurance, to the extent that any reinsurer is unable to meet its obligations assumed under such reinsurance agreements. The Syndicate's placement of reinsurance is diversified such that it is neither dependent on a single reinsurer nor are the operations substantially dependent upon any single reinsurance contract.

The Syndicate principally issues the following types of general insurance contracts: fire and other damage to property; marine, aviation and transport; energy; and third party liability. Risks usually cover twelve months duration.

The most significant risks arise from natural disasters, terrorist activities, cyber attacks, large risk losses and adverse attritional claims experience. For longer tail claims that take some years to settle, there is also inflation risk.

The above risk exposure is mitigated by diversification across a large portfolio of insurance contracts and geographical areas. The variability of risks is improved by careful selection and implementation of underwriting strategies, which are designed to ensure that risks are diversified in terms of type of risk and level of insured benefits. This is largely achieved through diversification across industry sectors and geography. Furthermore, strict claim review policies to assess all new and ongoing claims, regular detailed review of claims handling procedures and frequent investigation of possible fraudulent claims are all policies and procedures put in place to reduce the risk exposure of the Syndicate.

The Syndicate further enforces a policy of actively managing and promptly pursuing claims, in order to reduce its exposure to unpredictable future developments that can negatively impact the business. Inflation risk is mitigated by taking expected inflation into account where appropriate when estimating insurance contract liabilities.

The Syndicate has also limited its exposure by imposing maximum claim amounts on certain contracts as well as the use of reinsurance arrangements in order to limit exposure to catastrophic events (e.g. hurricanes, earthquakes and flood damage). The purpose of these underwriting and reinsurance strategies is to limit exposure to catastrophes based on the Syndicate's risk appetite as decided by management. The overall aim is currently to restrict the impact of a single Realistic Disaster Scenario (RDS) on a gross of reinsurance basis to less than 80% of the sum of the ECA and business plan profit, and less than 30% on a net of reinsurance basis. The reinsurance counterparty exposure is managed such that the exposure to, for instance, a single 'A' rated reinsurer is estimated not to exceed 10% of the total recoverable amount for the programme. The board of the managing agency may decide to increase or decrease the maximum tolerances based on market conditions and other factors.

The Syndicate uses both its own and commercially available proprietary risk management software to assess catastrophe exposure. However, there is always a risk that the assumptions and techniques used in these models are unreliable or that claims arising from an unmodelled event are greater than those arising from a modelled event.

**Notes to the Financial Statements (continued)**  
**For the year ended 31 December 2018**

**30. Insurance risk and financial risk management (continued)**

As a further guide to the level of catastrophe exposure written by the Syndicate, the following table shows hypothetical claims arising for various RDS events based on the Syndicate's expected risk exposures estimated for the 2019 Syndicate Business Forecast.

RDS event	Industry loss £m	Estimated gross loss £m	Estimated final net loss £m
Political risks – China scenario	N/A	104	39
Gulf of Mexico windstorm	89,470	140	40
Los Angeles earthquake	59,091	99	33
Florida windstorm (Pinellas)	101,515	129	35
San Francisco earthquake	60,606	98	33

The analysis presented represents 100% of the Syndicate of which the Group has a 24.4% participation in 2019.

The table below sets out the concentration of the Syndicate's outstanding claim liabilities and unearned premiums by type of contract:

	2018		2017	
	Gross liabilities £'000	Net liabilities £'000	Gross liabilities £'000	Net liabilities £'000
Direct insurance:				
Accident and health	7,133	6,449	5,890	4,135
Motor (other classes)	8,938	8,890	10,028	10,023
Marine, aviation and transport	79,030	65,577	52,628	47,908
Energy	55,562	39,130	40,277	32,640
Fire and other damage to property	164,137	111,886	162,266	95,600
Third party liability	146,935	89,452	80,967	56,448
Pecuniary loss	30,582	13,642	21,677	12,709
	<u>492,317</u>	<u>335,026</u>	<u>373,733</u>	<u>259,463</u>
Reinsurance acceptances:				
Fire and other damage to property	65,303	37,166	58,588	34,122
Marine, aviation and transport	50,369	41,040	47,420	34,967
Energy	13,795	12,722	13,818	12,374
Casualty	6,088	5,612	4,249	3,882
	<u>135,555</u>	<u>96,540</u>	<u>124,075</u>	<u>85,345</u>
	<u>627,872</u>	<u>431,566</u>	<u>497,808</u>	<u>344,808</u>

The geographical concentration of the outstanding claim liabilities and unearned premiums is noted below. The disclosure is based on the domicile of counterparties. The analysis is not expected to be materially different if based on the countries in which the risks are situated.

	2018		2017	
	Gross liabilities £'000	Net liabilities £'000	Gross liabilities £'000	Net liabilities £'000
United Kingdom	239,531	154,412	153,680	110,391
Other EU member states	24,722	19,576	20,541	16,253
USA	172,749	123,201	139,362	94,314
Canada	15,877	11,899	12,139	7,997
Other	174,993	122,478	172,086	115,853
	<u>627,872</u>	<u>431,566</u>	<u>497,808</u>	<u>344,808</u>

**Notes to the Financial Statements (continued)**  
**For the year ended 31 December 2018**

**30. Insurance risk and financial risk management (continued)**

**Key assumptions**

The principal assumption underlying the liability estimates is that the future claims development will follow a similar pattern to past claims development experience. This includes assumptions in respect of claim indemnity costs, claim handling costs and claims inflation for each underwriting year. For more recent years of account, "a priori" loss ratio selections are also key assumptions in determining the reserves, which are themselves based on historical experience as well as judgements to reflect current underwriting conditions.

Additional qualitative judgements are used to assess the extent to which past trends may not apply in the future, for example: one-off occurrence; changes in market factors; economic conditions; as well as internal factors such as portfolio mix, policy conditions and claims handling procedures. Judgement is further used to assess the extent to which external factors such as judicial decisions and government legislation affect the estimates.

Other key circumstances affecting the reliability of assumptions include the occurrence of large losses, delays in settlement and changes in foreign currency rates.

**Sensitivities**

The claim liabilities are sensitive to the key assumptions that follow. It has not been possible to quantify the sensitivity of certain assumptions such as legislative changes or uncertainty in the estimation process.

The following analysis is performed for reasonably possible movements in key assumptions with all other assumptions held constant, showing the impact on the Syndicate's gross and net liabilities, profit and equity. The correlation of assumptions will have a significant effect in determining the ultimate claims liabilities, but to demonstrate the impact due to changes in each assumption, assumptions had to be changed on an individual basis. It should be noted that movements in these assumptions are non-linear.

	Change in assumptions	Impact on gross liabilities £'000	Impact on net liabilities £'000	Impact on result £'000	Impact on equity £'000
31 December 2018					
"A priori" loss ratios	+5%	10,476	7,927	(8,470)	(8,470)
Incurred claims development patterns	Recede development by 1 month	13,248	10,974	(11,361)	(11,361)
	Change in assumptions	Impact on gross liabilities £'000	Impact on net liabilities £'000	Impact on result £'000	Impact on equity £'000
31 December 2017					
"A priori" loss ratios	+5%	7,482	5,778	(5,207)	(5,207)
Incurred claims development patterns	Recede development by 1 month	11,681	10,021	(9,291)	(9,291)

The methods used for deriving sensitivity information and the significant assumptions are the same for both periods.

**Notes to the Financial Statements (continued)**  
**For the year ended 31 December 2018**

**30. Insurance risk and financial risk management (continued)***Claims development table*

The following tables show the estimates of the Syndicate's cumulative incurred claims, including both claims notified and IBNR for each successive underwriting year at each reporting date, together with cumulative payments to date. The cumulative claims estimates and cumulative payments are translated to sterling at the rate of exchange that applied at 31 December 2018.

The Syndicate has taken advantage of the transitional rules of FRS 103 that permit only five years of information to be disclosed upon adoption. The claims development information disclosed is being increased from five years to ten years over the period 2016 to 2020.

In setting claims provisions the Syndicate gives consideration to the probability and magnitude of future adverse experience. Due to the uncertainty inherent in the estimation process, the actual overall claim provision may not always be in surplus.

*Gross insurance contract outstanding claims provision as at 31 December 2018:*

Underwriting year	Before 2011 £'000	2011 £'000	2012 £'000	2013 £'000	2014 £'000	2015 £'000	2016 £'000	2017 £'000	2018 £'000	Total £'000
Syndicate: Estimate of cumulative claims incurred:										
At end of underwriting year		64,084	97,908	60,799	48,288	64,844	69,697	121,848	127,549	
12 months later		183,251	157,519	119,783	107,761	139,632	171,268	220,838		
24 months later		193,494	159,380	121,972	107,886	151,398	194,769			
36 months later		204,683	157,263	118,201	102,188	156,725				
48 months later		206,605	153,181	117,547	107,910					
60 months later		205,312	148,679	114,153						
72 months later		203,252	147,073							
84 months later		201,291								
Current estimate of cumulative claims incurred		201,291	147,073	114,153	107,910	156,725	194,769	220,838	127,549	
Cumulative payments to date		194,155	142,010	101,529	90,094	121,152	119,833	92,642	18,492	
Gross outstanding claims provision at 31 December 2018 per the statement of financial position	21,062	7,136	5,063	12,624	17,816	35,573	74,936	128,196	109,057	411,463

**Notes to the Financial Statements (continued)**  
**For the year ended 31 December 2018**

**30. Insurance risk and financial risk management (continued)**

*Net insurance contract outstanding claims provision as at 31 December 2018:*

Underwriting year	Before 2011 £'000	2011 £'000	2012 £'000	2013 £'000	2014 £'000	2015 £'000	2016 £'000	2017 £'000	2018 £'000	Total £'000
Syndicate: Estimate of cumulative claims incurred:										
At end of underwriting year		57,580	61,721	56,016	44,739	49,283	57,427	66,478	84,828	
12 months later		135,226	121,571	112,235	99,564	116,731	125,035	169,437		
24 months later		138,354	121,904	113,694	100,461	122,474	141,600			
36 months later		140,152	119,896	110,168	95,102	123,714				
48 months later		141,694	116,896	107,399	97,488					
60 months later		139,501	113,908	107,226						
72 months later		137,617	112,486							
84 months later		137,366								
Current estimate of cumulative claims incurred		137,366	112,486	107,226	97,488	123,714	141,600	169,437	84,828	
Cumulative payments to date		134,854	108,573	96,150	84,956	101,424	99,071	82,920	15,768	
Net outstanding claims provision at 31 December 2018 per the statement of financial position	13,002	2,512	3,913	11,076	12,532	22,290	42,529	86,517	69,060	263,431

The estimate of cumulative claims incurred on an underwriting year will increase whilst premium continues to be earned. This will naturally give rise to an increase in incurred claims in the period up to 24 months beyond the underwriting year.

**Financial risk – credit risk**

Credit risk is the risk that one party to a financial instrument will cause a financial loss to the other party by failing to discharge an obligation.

**Syndicate**

The following policies and procedures are in place to mitigate the exposure to credit risk:

- A credit risk policy setting out the assessment and determination of what constitutes credit risk for the Syndicate. Compliance with the policy is monitored and exposures and breaches are reported to the risk framework and compliance committee of the managing agency. The policy is regularly reviewed for pertinence and for changes in the risk environment.
- Net exposure limits are set for each investment counterparty or syndicate of counterparties, with minimum credit quality requirements at a portfolio level.
- Reinsurance is placed with counterparties that have a good credit rating and concentration of risk is avoided by following policy guidelines in respect of counterparties' limits that are set by the finance and investment committee of the managing agency and are subject to regular reviews. At each reporting date management performs an assessment of creditworthiness of reinsurers, ascertaining a suitable allowance for impairment.
- Guidelines determine when to obtain collateral and guarantees.
- The credit risk in respect of customer balances, incurred on non-payment of premiums or contributions, will only persist during the grace period specified in the policy document or trust deed until expiry, when the policy is either paid up or terminated. Commission paid to intermediaries is netted off against amounts receivable from them to reduce the risk of doubtful debts.



**Notes to the Financial Statements (continued)**  
**For the year ended 31 December 2018.**

**30. Insurance risk and financial risk management (continued)**

**Non-syndicate**

The Group manages credit risk by ensuring that cash and cash equivalent deposits are placed only with highly rated credit institutions. The Group is not exposed to material credit risk in respect of its debtor balances. The Group did not hold any collateral as security against its debtors, or have any other credit enhancements at the reporting dates.

The tables below show the maximum exposure to credit risk (including an analysis of financial assets exposed to credit risk) for the components of the statement of financial position. The maximum exposure is shown gross, before the effect of mitigation through collateral agreements and the use of credit derivatives. The Syndicate amounts relate to the whole Syndicate.

31 December 2018	Neither past due nor impaired £'000	Past due £'000	Impaired £'000	Total £'000
<b>Syndicate:</b>				
Financial investments:				
- Debt securities and other fixed income securities	188,450	-	-	188,450
- Shares and other variable yield securities and units in unit trusts	17,892	-	-	17,892
- Participation in investment pools	13,809	-	-	13,809
- Loans secured by mortgages	3,276	-	-	3,276
- Derivative assets	-	-	-	-
- Deposits with credit institutions	3,351	-	-	3,351
Deposits with ceding undertakings	22	-	-	22
Reinsurers' share of claims outstanding	148,032	-	-	148,032
Debtors arising out of insurance operations	69,605	74,764	-	144,369
Other debtors	2,267	-	-	2,267
Cash at bank and in hand	20,768	-	-	20,768
Overseas deposits	24,453	-	-	24,453
	<u>491,925</u>	<u>74,764</u>	<u>-</u>	<u>566,689</u>
<b>Non-syndicate:</b>				
Cash at bank and in hand	56,142	-	-	56,142
Shares and other variable yield securities and units in unit trusts	5,308	-	-	5,308
	<u>61,450</u>	<u>-</u>	<u>-</u>	<u>61,450</u>
<b>31 December 2017</b>				
<b>Syndicate:</b>				
Financial investments:				
- Debt securities and other fixed income securities	133,513	-	-	133,513
- Shares and other variable yield securities and units in unit trusts	66,995	-	-	66,995
- Participation in investment pools	10,269	-	-	10,269
- Loans secured by mortgages	3,482	-	-	3,482
- Derivative assets	4	-	-	4
- Deposits with credit institutions	3,032	-	-	3,032
Deposits with ceding undertakings	19	-	-	19
Reinsurers' share of claims outstanding	131,771	-	-	131,771
Debtors arising out of insurance operations	54,037	58,979	-	113,016
Other debtors	642	-	-	642
Cash at bank and in hand	13,481	-	-	13,481
Overseas deposits	16,365	-	-	16,365
	<u>433,610</u>	<u>58,979</u>	<u>-</u>	<u>492,589</u>
<b>Non-syndicate:</b>				
Cash at bank and in hand	53,665	-	-	53,665

Assets which are past due but not impaired include amounts relating to binding authority business as at 31 December 2018. The past due amounts have principally been in arrears for less than 3 months from the reporting date.

Notes to the Financial Statements (continued)  
For the year ended 31 December 2018

30. Insurance risk and financial risk management (continued)

The table below provides information regarding the credit risk exposure of the whole syndicate at 31 December 2018 by classifying assets according to Standard & Poor's credit ratings of the counterparties. AAA is the highest possible rating. Assets that fall outside the range of AAA to BBB are classified as speculative grade and have not been rated. Insurance and Other debtors have been excluded from the table as these are generally not rated.

31 December 2018

	AAA £000	AA £000	A £000	BBB £000	<BBB £000	Not rated £000	Total £000
Syndicate:							
- Shares and other variable yield securities and units in unit trusts	15,410	-	-	-	-	2,482	17,892
- Debt securities and other fixed income securities	18,667	110,451	46,376	12,956	-	-	188,450
- Participation in investment pools	9,484	1,595	1,675	968	-	87	13,809
- Loans secured by mortgages	3,276	-	-	-	-	-	3,276
- Deposits with credit institutions	-	-	3,351	-	-	-	3,351
- Overseas deposits	12,062	3,217	1,726	1,203	241	6,004	24,453
- Derivative assets	-	-	-	-	-	-	-
- Deposits with ceding undertakings	-	-	-	-	-	22	22
- Reinsurers' share of claims outstanding	398	10,895	131,865	-	-	4,874	148,032
- Cash at bank and in hand	-	-	20,768	-	-	-	20,768
Total credit risk	59,297	126,518	205,761	15,127	241	13,469	420,053
Non-syndicate:							
- Shares and other variable yield securities and units in unit trusts	5,308	-	-	-	-	-	5,308
- Cash at bank and in hand	-	5,375	165	40,649	-	9,953	56,142
	5,308	5,375	165	40,649	-	9,953	61,450

31 December 2017

	AAA £000	AA £000	A £000	BBB £000	<BBB £000	Not rated £000	Total £000
Syndicate:							
- Shares and other variable yield securities and units in unit trusts	28,871	-	-	-	-	38,124	66,995
- Debt securities and other fixed income securities	17,168	83,481	28,308	4,556	-	-	133,513
- Participation in investment pools	6,544	756	2,010	954	-	5	10,269
- Loans secured by mortgages	3,482	-	-	-	-	-	3,482
- Deposits with credit institutions	-	-	3,032	-	-	-	3,032
- Overseas deposits	8,646	2,062	1,759	953	733	2,212	16,365
- Derivative assets	4	-	-	-	-	-	4
- Deposits with ceding undertakings	-	-	-	-	-	19	19
- Reinsurers' share of claims outstanding	-	24,442	106,066	-	-	1,263	131,771
- Cash at bank and in hand	-	-	13,481	-	-	-	13,481
Total credit risk	64,715	110,741	154,656	6,463	733	41,623	378,931
Non-syndicate:							
- Cash at bank and in hand	2,586	6,219	584	33,200	-	11,076	53,665

**Notes to the Financial Statements (continued)**  
**For the year ended 31 December 2018**

**30. Insurance risk and financial risk management (continued)**

**Maximum credit exposure**

It is the Syndicate's policy to maintain accurate credit ratings across its portfolio of investments and reinsurance counterparties.

Credit ratings are provided regularly by the Syndicate's investment managers and are subject to regular review to ensure any counterparty risk is in line with the Syndicate's risk appetite and complies with the specified investment guidelines. The management of the Syndicate's investments is largely outsourced to professional investment managers who are given clearly defined credit, concentration and asset parameters within which they can operate. Specific provisions are included within the investment guidelines around notification of any credit breaches which would result in action being taken to rectify the position, subject to materiality.

**Financial risk – liquidity risk**

Liquidity risk is the risk that the Group will encounter difficulty in meeting obligations associated with financial instruments. In respect of catastrophic events there is also a liquidity risk associated with the timing differences between gross cash out flows and expected reinsurance recoveries.

**Syndicate**

The following policies and procedures are in place to mitigate the Syndicate's exposure to liquidity risk:

- A liquidity risk policy exists that sets out the assessment and determination of what constitutes liquidity risk. Compliance with the policy is monitored and exposures and breaches are reported to the risk framework and compliance committee of the managing agency. The policy is regularly reviewed for pertinence and for changes in the risk environment.
- Guidelines on asset allocation, portfolio limit structures and maturity profiles of assets are set, in order to ensure that sufficient funding is available to meet insurance and investment contracts obligations.

**Non-syndicate**

The Group manages liquidity by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of assets and liabilities.

**Maturity profiles**

The table below summarises the maturity profile of the whole Syndicate's and Group's financial liabilities based on remaining undiscounted contractual obligations, including interest payable, and outstanding claim liabilities based on the estimated timing of claim payments resulting from recognised insurance liabilities. Repayments which are subject to notice are treated as if notice were to be given immediately.

31 December 2018	Up to a year £'000	1–3 years £'000	3–5 years £'000	Over 5 years £'000	Total £'000
Syndicate:					
Outstanding claim liabilities	174,782	146,832	50,340	39,509	411,463
Other	63,739	20,141	-	-	83,880
Non-syndicate:					
Other	7,439	-	-	-	7,439
31 December 2017	Up to a year £'000	1–3 years £'000	3–5 years £'000	Over 5 years £'000	Total £'000
Syndicate:					
Outstanding claim liabilities	152,783	116,472	35,320	23,003	327,578
Other	55,275	1,103	-	-	56,378
Non-syndicate:					
Other	8,214	-	-	-	8,214

**Notes to the Financial Statements (continued)**  
**For the year ended 31 December 2018**

**30. Insurance risk and financial risk management (continued)**

**Financial risk – financial market risk**

Financial market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Financial market risk comprises three types of risk:

- a) Currency risk;
- b) Interest rate risk; and
- c) Equity price risk.

The following policies and procedures are in place to mitigate the Syndicate's exposure to financial market risk:

- A financial market risk policy exists that sets out the assessment and determination of what constitutes financial market risk for the Syndicate. Compliance with the policy is monitored and exposures and breaches are reported to the managing agent's risk framework and compliance committee. The policy is reviewed regularly for pertinence and for changes in the risk environment.
- Strict control over derivative instruments (e.g. equity derivatives are only permitted to be held to facilitate portfolio management or to reduce investment risk).
- For assets backing outstanding claims provisions, financial market risk is managed by ensuring the duration and profile of assets are aligned to the technical provisions they are backing. This helps manage financial market risk to the extent that changes in the values of assets are matched by a corresponding movement in the values of the technical provisions.

**a) Currency risk**

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates.

**Syndicate**

The Syndicate's functional currency is sterling and its exposure to foreign exchange risk arises primarily with respect to transactions in euros, Australian dollars, US dollars and Canadian dollars. The Syndicate seeks to mitigate the risk by regularly seeking to match the estimated foreign currency denominated liabilities with assets denominated in the same currency.

**Non-syndicate**

The Group's functional currency is sterling. The Group manages currency risk by ensuring that exchange rate exposures are managed within approved policy parameters. Where appropriate the Group uses derivative financial instruments to manage exposure to currency risk. The Group is not currently exposed to material currency risk in respect of its non-syndicate balances.

The table below summarises the exposure of the financial assets and liabilities by settlement currency to foreign currency exchange risk at the reporting date for the whole Syndicate, as follows:

2018	UK £ £000	US \$ £000	CAD \$ £000	AUS \$ £000	EUR € £000	Other £000	Total £000
Syndicate:							
Total assets	66,318	504,676	24,174	41,387	30,024	12,206	678,785
Total liabilities	(89,490)	(532,290)	(16,106)	(38,527)	(34,675)	(12,434)	(723,522)
Net assets	(23,172)	(27,614)	8,068	2,860	(4,651)	(228)	(44,737)
2017	UK £ £000	US \$ £000	CAD \$ £000	AUS\$ £000	EUR € £000	Other £000	Total £000
Syndicate:							
Total assets	57,298	427,759	21,606	32,370	21,848	2,335	563,216
Total liabilities	(62,944)	(429,444)	(14,667)	(26,891)	(20,738)	(2,576)	(557,260)
Net assets	(5,646)	(1,685)	6,939	5,479	1,110	(241)	5,956

The non-sterling denominated net assets of the Syndicate may lead to a reported loss (depending on the mix relative to the liabilities), should sterling strengthen against these currencies. Conversely, reported gains may arise should sterling weaken.

**Notes to the Financial Statements (continued)**  
**For the year ended 31 December 2018**

**30. Insurance risk and financial risk management (continued)**

In part, foreign currency forward contracts may be used for the Syndicate to achieve the desired exposure to each currency. From time to time the Syndicate may also choose to utilise options on foreign currency derivatives to mitigate the risk of reported losses due to changes in foreign exchange rates. The degree to which options are used is dependent on the prevailing cost versus the perceived benefit to members' value from reducing the chance of a reported loss due to changes in foreign currency exchange rates. The details of all foreign currency derivatives contracts entered into are given in note 16.

The table below gives an indication of the impact on the Syndicate's result of a percentage change in the relative strength of sterling against the value of the main settlement currencies simultaneously. The analysis is based on the information as at 31 December 2018.

	2018 £000	2017 £000
Syndicate:		
Sterling weakens		
10% against other currencies	(2,301)	1,396
20% against other currencies	(5,177)	3,141
Sterling strengthens		
10% against other currencies	1,882	(1,142)
20% against other currencies	3,451	(2,094)

**b) Interest rate risk**

Interest rate risk is the risk that the value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Floating rate instruments create exposure to cash flow interest risk, whereas fixed rate instruments have exposure to fair value interest risk.

The Syndicate has no significant concentration of interest rate risk.

Insurance liabilities are not discounted and therefore not exposed to interest rate risk.

The analysis below is performed for reasonably possible movements in interest rates with all other variables held constant, showing the impact on the Syndicate's result of the effects of changes in interest rates on financial assets and liabilities for items recorded at fair value through profit and loss.

The correlation of variables will have a significant effect in determining the ultimate impact on interest rate risk, but to demonstrate the impact due to changes in variables, the variables were altered on an individual basis. It should be noted that movements in these variables are non-linear.

	Impact on profit or loss and equity	
	2018 £000	2017 £000
Changes in variables		
Syndicate:		
+50 basis points	(986)	(618)
-50 basis points	917	630

The methods used for deriving sensitivity information and the significant variables are the same for both periods.

Non-syndicate:

The Group is not exposed to material interest rate risk in respect of its non-syndicate balances.

**Notes to the Financial Statements (continued)**  
**For the year ended 31 December 2018**

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**30. Insurance risk and financial risk management (continued)****c) Equity price risk**

Equity price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices (other than those arising from interest rate risk or currency risk), whether those changes are caused by factors specific to the individual financial instrument or its issuer, or factors affecting all similar financial instruments traded in the market.

**Syndicate**

The Syndicate's equity price risk exposure relates to financial assets and financial liabilities whose values will fluctuate as a result of changes in market prices, principally investment securities.

The financial market risk policy requires it to manage such risks by setting and monitoring objectives and constraints on investments, diversification plans, limits on investments in each sector and market, and careful and planned use of derivative financial instruments. There is no significant concentration of equity price risk.

**Non-syndicate**

The Group does not hold significant levels of equity investments and as such is not materially exposed to equity price risk.

The analysis below is performed for reasonably possible movements in market indices on financial instruments, with all other variables held constant, showing the impact on the result of the Syndicate due to changes in fair value of financial assets and liabilities whose fair values are recorded in the statement of comprehensive income. The correlation of variables will have a significant effect in determining the ultimate impact on equity price risk, but to demonstrate the impact due to changes in variables, the variables were altered on an individual basis. It should be noted that movements in these variables are non-linear.

	Impact on profit	
	2018	2017
	£000	£000
Changes in variables – market indices		
Syndicate:		
S&P 500/FTSE 100 +5%	-	38
S&P 500/FTSE 100 -5%	-	(36)

The methods used for deriving sensitivity information and the significant variables are the same for both periods.

**31. Capital management**

*Lloyd's capital setting process*

In order to meet Lloyd's requirements, each syndicate is required to calculate its Standard Capital Requirement ("SCR") for the prospective underwriting year. This amount must be sufficient to cover a 1 in 200 year loss, reflecting uncertainty in the ultimate run-off of underwriting liabilities (SCR "to ultimate"). Syndicates must also calculate their SCR at the same confidence level but reflecting uncertainty over a one year time horizon (one year SCR) for Lloyd's to use in meeting Solvency II requirements. The SCRs of each syndicate are subject to review by Lloyd's and approval by the Lloyd's Capital and Planning Group.

Each syndicate member is liable for its own share of underwriting liabilities on the syndicate on which it participates but not other members' shares.

Accordingly, the capital requirement that Lloyd's sets for each member operates on a similar basis. Each member's SCR shall thus be determined by the sum of the member's share of the syndicate SCR "to ultimate".

Over and above this, Lloyd's applies a capital uplift to the member's capital requirement, the ECA. The purpose of this uplift, which is a Lloyd's not a Solvency II requirement, is to meet Lloyd's financial strength, licence and ratings objectives. The capital uplift applied for 2018 was 35% of the member's SCR "to ultimate".

With effect from 1 January 2016, Lloyd's became subject to the Solvency II capital regime and the Solvency I figures were no longer applicable from that date. Although the capital regime had changed, this did not significantly impact the SCR of the Syndicate, since this had been previously calculated using Solvency II principles.

**32. Funds at Lloyd's**

The Group's underwriting is supported by assets held in cash of £39,923,392 (2017: £32,677,351). The cash balance is held within Funds at Lloyd's and the availability of these funds for use by the Group is restricted and subject to the prior authorisation of Lloyd's. In January 2019 £6,000,000 of cash was transferred from Funds at Lloyd's to the Group.

**Notes to the Financial Statements (continued)**  
**For the year ended 31 December 2018**

**33. Share-based payments**

During 2008 a company share option plan ("CSOP") was put in place. The details of this are as follows:

Date of grant:	16 October 2008	25 March 2011	7 September 2016
Number granted:	4,935,000	1,833,500	330,000
Contractual life:	10 Years	10 Years	10 Years
Settlement basis:	Equity settled	Equity settled	Equity settled
Maximum term of options:	10 Years	10 Years	10 Years
Fair value:	Nil	Nil	Nil
Vesting conditions:	The vesting condition for the grants on 16 October 2008 and 25 March 2011 was that the Company's change in total shareholder return over four years must be 1400%.		
	The vesting condition for the grant on 7 September 2016 was that the option holder must remain in employment for the period of three years following the date of grant.		

During 2016 an executive share plan ("ESP") was put in place. The details of this are as follows:

Date of grant:	7 September 2016
Number granted:	1,855,000
Contractual life:	10 Years
Settlement basis:	Equity settled
Maximum term of options:	10 Years
Fair value:	£1.20
Vesting conditions:	The option holder must remain in employment for the period of three years following the date of grant.

Shares over which the options were granted in the CSOP and ESP were owned by the Argenta Employee Benefit Trust 2008.

The estimated fair value of each share option was calculated using a methodology that the directors considered appropriate given the nature of the AHL Group. The methodology considered the relevant earnings of AHL, a relevant business multiple and an appropriate discount.

All options were exercised in July 2017.

	2018		2017	
	Number of options	Weighted average exercise price	Number of options	Weighted average exercise price
Outstanding at 1 January	-	-	6,620,000	7p
Issued	-	-	-	-
Exercised	-	-	(6,620,000)	7p
Lapsed	-	-	-	-
Outstanding at 31 December	-	-	-	-
Exercisable at 31 December	-	-	-	-
			2018	2017
			£000	£000
Expense arising from share option plan			-	1,978

At 31 December 2018 there are no liabilities arising from share-based payment transactions.



**Notes to the Financial Statements (continued)**  
**For the year ended 31 December 2018**

**34. Operating leases**

The Group had outstanding commitments for future minimum lease payments under non-cancellable operating leases as at the reporting date as follows:

Operating leases which expire:	Land and buildings		Other	
	2018 £000	2017 £000	2018 £000	2017 £000
Within one year	1,263	1,246	2	10
Within two to five years	3,578	3,949	2	2
Later than five years	3,953	4,823	-	-
	<u>8,794</u>	<u>10,018</u>	<u>4</u>	<u>12</u>

**35. Related party disclosures**

The Company has taken advantage of the exemption conferred by Section 33: Related Party Disclosures not to disclose transactions entered into between two or more wholly owned members of the Group.

The Group's capacity for the 2016, 2017 and 2018 underwriting years was placed as follows:

Year of Account	Syndicate	Managing Agent	Group syndicate capacity £000	Total syndicate capacity £000
2018	2121	Argenta Syndicate Management Limited	87,359	340,000
2017	2121	Argenta Syndicate Management Limited	99,903	298,103
2016	2121	Argenta Syndicate Management Limited	105,893	269,927

The effective capacity supported by the Group's Funds at Lloyd's for 2018 was £61.0m (2017: £57.2m).

The Managing Agent charges evergreen capacity capital providers 0.75% of capacity for managing the Syndicate's underwriting, in addition to a profit commission on profits of either 15% or 17.5% for 2012 onwards, subject to certain performance criteria.

Argenta Underwriting No. 2 Limited ("AU2"), Argenta Underwriting No. 3 Limited ("AU3"), and Argenta Underwriting No. 9 Limited ("AU9") provide underwriting capacity to Syndicate 2121. For the 2018 year of account the capacity supplied to Syndicate 2121 was £31.6m from AU2, £22.0m from AU3 and £7.4m from AU9.

Some of the capital to support the underwriting of the Group in these vehicles was provided by way of a Funds at Lloyd's participation deed from Glenrinnies Farms Limited. Mr A J D Locke, who was a director of Argenta Holdings Limited until 20 July 2017, is a 99.5% shareholder in Glenrinnies Farms Limited with the balance being owned by a related party. Mr Locke derives no direct personal benefit from this arrangement but Glenrinnies Farms Limited receives a fee and a proportionate share of the underwriting result of the Group to which it is contractually entitled.

The total amounts contained within the financial statements as payable to or receivable from directors or their related parties in respect of the Participation Deeds are:

	2018 £000	2017 £000
Glenrinnies Farms Limited	<u>-</u>	<u>987</u>

**Notes to the Financial Statements (continued)**  
**For the year ended 31 December 2018**

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**35. Related party disclosures (continued)**

Hannover Re has supported Syndicate 2121 for the 2015 to 2019 years of account by way of a pro-rata participation agreement with a corporate member. For the 2015 year, this agreement was in relation to 75.48% of the total participation of the member increasing to 100% for the 2016 to 2019 years of account. Hannover Re also provides capital support to Argenta Underwriting No. 3 Ltd for the 2018 and 2019 years of account by way of an excess participation agreement.

Inter Hannover (No. 1) Ltd, a wholly owned subsidiary of the Hannover Re group, participates on Syndicate 2121 for the 2018 and 2019 years of account.

Hannover Re and certain of its subsidiaries have, in the past, provided and are likely to provide in the future, traditional types of reinsurance protection to Syndicate 2121. Syndicate 2121 has in the past, and may in the future, provide insurance or reinsurance cover to Hannover Re and its subsidiaries.

On 24 April 2018, ASML entered into an agreement to manage the affairs of Syndicate 6134, a new Special Purpose Arrangement ("SPA") that underwrites quota share reinsurance protections of Syndicate 2121. The SPA is sponsored and capitalised by the Hannover Re group, which may also introduce new business to Syndicate 2121 to be reinsured by the SPA. Syndicate 2121 will retain at least 10% of the business introduced by the sponsor. It is intended that the SPA will underwrite gross net premium in 2019 of £29.8 million across various classes of business within the underwriting capability of the host syndicate. Syndicate 2121 receives an overriding commission in respect of these arrangements. The quota share contracts are initially being underwritten on a funds withheld basis although amounts may be advanced in the future.

**36. Ultimate controlling party**

On 20 July 2017, the entire share capital of AHL was acquired by Hannover Rück SE, the ultimate controlling party of which is Haftpflichtverband der Deutschen Industrie V.a.G. ("HDI").

Consequently, the Company's immediate parent company is Hannover Rück SE and the ultimate controlling party is HDI, both registered in Germany.