



**CATLIN (WELLINGTON) UNDERWRITING AGENCIES LIMITED**

**ANNUAL REPORT & ACCOUNTS**

**YEAR ENDED  
31 DECEMBER 2020**

MONDAY



\*AADESØNN\*

A26

20/09/2021

#187

COMPANIES HOUSE

**CATLIN (WELLINGTON) UNDERWRITING AGENCIES LIMITED**

**CONTENTS**

	<b>Page(s)</b>
Company Information	1
Directors' Report	2-3
Independent Auditors' Report	4-6
Statement of Profit or Loss	7
Statement of Changes in Equity	7
Statement of Financial Position	8
Notes to the Financial Statements	9-10

**CATLIN (WELLINGTON) UNDERWRITING AGENCIES LIMITED**

**COMPANY INFORMATION**

Directors and officers at the date that the report is signed:

DIRECTORS	Mark R. Cummings Clynton J. Luttig Stephen M. Ashwell
COMPANY SECRETARY	Marie L. Rees
REGISTERED NUMBER	01346606
REGISTERED OFFICE	20 Gracechurch Street London EC3V 0BG
INDEPENDENT AUDITORS	PricewaterhouseCoopers LLP Chartered Accountants and Statutory Auditors 7 More London Riverside London SE1 2RT

# **CATLIN (WELLINGTON) UNDERWRITING AGENCIES LIMITED**

## **DIRECTORS' REPORT YEAR ENDED 31 DECEMBER 2020**

The directors present their report and the audited financial statements for the year ended 31 December 2020.

### **PRINCIPAL ACTIVITIES**

The Company did not trade during the year ended 31 December 2020. The directors believe that the situation will not change in the foreseeable future.

### **RISK MANAGEMENT**

The directors have considered all financial risks of the Company. The Company's financial assets are the amounts owed by group undertakings only. The directors do not believe that there are any significant interest rate, currency, liquidity, credit or price risks. Therefore, the Board considers the Company to have minimal exposure to financial risks.

The directors have been considering options with regard to the future of the Company but no decision has been taken as of yet to liquidate the Company, as such the financial statements have been prepared on a going concern basis and will continue to be prepared on a going concern basis, until the decision has been taken to liquidate the Company. The valuation of the assets and liabilities of the Company is not expected to change should the financial statements be prepared under the liquidation basis.

### **RESULTS AND DIVIDEND**

The results for the year and the state of the Company's position as at 31 December 2020 are shown in the financial statements. No interim dividend was paid and the directors do not propose to pay a final dividend (2019: £nil).

### **DIRECTORS**

Company directors who hold office at the date of this report are listed on page 1. Set out below are directors who were appointed during the financial year and up to the date of this report together with those who resigned since 1 January 2020:

Mark R. Cummings	Appointed	18 May 2020
Paul R. Bradbrook	Resigned	18 May 2020

### **COMPANY SECRETARY**

The Company Secretary in office at the date of this report is shown on page 1.

### **INDEPENDENT AUDITORS**

The independent auditors, PricewaterhouseCoopers LLP, have indicated their willingness to continue in office and accordingly they will be reappointed for the next financial year.

### **COVID-19 OUTBREAK**

The COVID-19 Pandemic is continuing globally, and its ultimate impact is highly uncertain. The Pandemic had no impact on the Company's financial position in 2020. The Company continues to monitor the Pandemic and it is taking countermeasures to minimise any potential adverse impacts on the financials of the Company's ability to remain as a going concern. More information on COVID-19 Outbreak and its impact on the Company is provided on Note 7.

**DIRECTORS' REPORT (CONTINUED)  
YEAR ENDED 31 DECEMBER 2020**

**STATEMENT OF DIRECTORS' RESPONSIBILITIES**

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulation.

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

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 102, have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006.

The directors are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

**STATEMENT OF DISCLOSURE OF INFORMATION TO THE AUDITORS**

Each of the persons who is a director at the time when this Directors' Report is approved has confirmed that:

- as far as each director is aware, there is no information relevant to the audit of the Company's financial statements for the year ended 31 December 2020 of which the auditors are unaware; and
- that each director has taken all the steps that ought to have been taken as a director in order to make him/herself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

This report has been prepared in accordance with the special provisions relating to small companies within Part 15 of the Companies Act 2006.

This report was approved by the Board and signed on its behalf by:



**Clynton J. Luttig**  
Director  
6 August 2021

# **CATLIN (WELLINGTON) UNDERWRITING AGENCIES LIMITED**

## **INDEPENDENT AUDITORS' REPORT TO THE MEMBER OF CATLIN (WELLINGTON) UNDERWRITING AGENCIES LIMITED**

### **REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS**

#### **Opinion**

In our opinion, Catlin (Wellington) Underwriting Agencies Limited's financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2020 and of its result for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual Report & Accounts (the "Annual Report"), which comprise: the Statement of Financial Position as at 31 December 2020; the Statement of Profit or Loss, the Statement of Changes in Equity for the year then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

#### **Basis for opinion**

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### **Independence**

We remained independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

#### **CONCLUSIONS RELATING TO GOING CONCERN**

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

However, because not all future events or conditions can be predicted, this conclusion is not a guarantee as to the company's ability to continue as a going concern.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

#### **REPORTING ON OTHER INFORMATION**

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance 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 an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of 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 this other information, we are required to report that fact. We have nothing to report based on these responsibilities.

With respect to the Directors' Report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on our work undertaken in the course of the audit, the Companies Act 2006 requires us also to report certain opinions and matters as described below.

INDEPENDENT AUDITORS' REPORT TO THE MEMBER OF  
CATLIN (WELLINGTON) UNDERWRITING AGENCIES LIMITED (CONTINUED)

REPORTING ON OTHER INFORMATION (CONTINUED)

**Directors' Report**

In our opinion, based on the work undertaken in the course of the audit, the information given in the Directors' Report for the year ended 31 December 2020 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we did not identify any material misstatements in the Directors' Report.

RESPONSIBILITIES FOR THE FINANCIAL STATEMENTS AND THE AUDIT

**Responsibilities of the directors for the financial statements**

As explained more fully in the Statement of Directors' Responsibilities, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also responsible for such internal control as they 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 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 company or to cease operations, or have no realistic alternative but to do so.

**Auditors' 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 auditors' 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.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud, is detailed below.

Based on our understanding of the company and industry, we identified that the principal risks of non-compliance with laws and regulations related to breaches of UK regulatory principles, such as those governed by the regulatory regime of HMRC, and we considered the extent to which non-compliance might have a material effect on the financial statements. We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls), and determined that the principal risks were related to posting inappropriate transactions to increase the assets or reduce the liabilities of the company. Audit procedures performed by the engagement team included:

- Discussions with management over consideration of known or suspected instances of non-compliance with laws and regulation and fraud;
- Reading key correspondence with and reports to HMRC in relation to compliance with laws and regulations;
- Identifying and testing transactions in the year, in particular any transactions with unusual activity; and
- Designing audit procedures to incorporate unpredictability around the nature, timing or extent of our testing.

There are inherent limitations in the audit procedures described above. We are less likely to become aware of instances of non-compliance with laws and regulations that are not closely related to events and transactions reflected in the financial statements. Also, the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion.

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our auditors' report.

**CATLIN (WELLINGTON) UNDERWRITING AGENCIES LIMITED**

**INDEPENDENT AUDITORS' REPORT TO THE MEMBER OF  
CATLIN (WELLINGTON) UNDERWRITING AGENCIES LIMITED (CONTINUED)**

***Use of this report***

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

**OTHER REQUIRED REPORTING**

***Companies Act 2006 exception reporting***

Under the Companies Act 2006 we are required to report to you if, in our opinion:

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

We have no exceptions to report arising from this responsibility.

***Entitlement to exemptions***

Under the Companies Act 2006 we are required to report to you if, in our opinion, the directors were not entitled to: take advantage of the small companies exemption from preparing a strategic report. We have no exceptions to report arising from this responsibility.



**Andrew Moore** (Senior Statutory Auditor)  
for and on behalf of PricewaterhouseCoopers LLP  
Chartered Accountants and Statutory Auditors  
London  
6 August 2021



**CATLIN (WELLINGTON) UNDERWRITING AGENCIES LIMITED**

**STATEMENT OF PROFIT OR LOSS  
YEAR ENDED 31 DECEMBER 2020**

	<b>2020</b>	<b>2019</b>
	<b>£</b>	<b>£</b>
Turnover	—	—
Administrative expenses	—	—
<b>RESULT ON ORDINARY ACTIVITIES BEFORE TAXATION</b>	<b>—</b>	<b>—</b>
Tax on result for the financial year	—	—
<b>RESULT FOR THE FINANCIAL YEAR</b>	<b>—</b>	<b>—</b>
££		

**STATEMENT OF CHANGES IN EQUITY  
YEAR ENDED 31 DECEMBER 2020**

	<b>Called up share capital</b>	<b>Profit and loss account</b>	<b>Total shareholder's funds</b>
	<b>£</b>	<b>£</b>	<b>£</b>
<b>Balance as at 1 January 2019</b>	999,900	24,421,216	25,421,116
Result for the financial year	—	—	—
<b>Balance as at 31 December 2019</b>	<b>999,900</b>	<b>24,421,216</b>	<b>25,421,116</b>
Result for the financial year	—	—	—
<b>Balance as at 31 December 2020</b>	<b>999,900</b>	<b>24,421,216</b>	<b>25,421,116</b>

**CATLIN (WELLINGTON) UNDERWRITING AGENCIES LIMITED**

**STATEMENT OF FINANCIAL POSITION  
AS AT 31 DECEMBER 2020**

		<b>2020</b>	<b>2019</b>
	<b>Note</b>	<b>£</b>	<b>£</b>
<b>CURRENT ASSETS</b>			
Debtors	4	<u>25,421,116</u>	<u>25,421,116</u>
<b>NET CURRENT ASSETS</b>		<u>25,421,116</u>	<u>25,421,116</u>
<b>NET ASSETS</b>		<u>25,421,116</u>	<u>25,421,116</u>
<b>CAPITAL AND RESERVES</b>			
Called up share capital	5	999,900	999,900
Profit and loss account		<u>24,421,216</u>	<u>24,421,216</u>
<b>TOTAL SHAREHOLDER'S FUNDS</b>		<u>25,421,116</u>	<u>25,421,116</u>

The financial statements on pages 7 to 10 were approved by the Board of Directors and were signed on its behalf by:



**Clynton J. Luttig**  
Director  
6 August 2021

NOTES TO THE FINANCIAL STATEMENTS  
YEAR ENDED 31 DECEMBER 2020

**1 ACCOUNTING POLICIES**

**1.1 Basis of preparation of financial statements**

Catlin (Wellington) Underwriting Agencies Limited (the "Company") is a private company limited by shares and is incorporated in the United Kingdom and registered in England. The address of its registered office is 20 Gracechurch Street, London, EC3V 0BG.

These financial statements have been prepared on the going concern basis, in accordance with applicable UK accounting standards including Financial Reporting Standard 102 - "The Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland" ("FRS 102") issued by the Financial Reporting Council and in compliance with the other requirements of the Companies Act 2006.

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

The Company is itself a subsidiary company and is exempt from the requirement to prepare group financial statements by virtue of section 400 of the companies Act 2006. These financial statements therefore present information about the Company as an individual undertaking and not about its group.

**1.2 Exemption from preparing cash flow statement**

The Company has availed itself of the exemption under FRS 102 section 1 on 'Reduced disclosures for subsidiaries' on the grounds that it is a wholly owned subsidiary whose ultimate parent is AXA SA (incorporated in France) which prepares a group consolidated cash flow statement in its group consolidated financial statements that are publicly available.

**1.3 Exemption from disclosing related party transactions**

As the Company is a wholly-owned subsidiary whose ultimate parent AXA SA (incorporated in France), the Company has taken advantage of the exemption contained in FRS 102 section 33 'Related Party Disclosures' from disclosing related party transactions with entities which form part of AXA SA Group.

**1.4 Financial assets**

Basic financial assets, including trade and other receivables, are initially recognised at transaction price, unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. Such assets are subsequently carried at amortised cost using the effective interest method.

At the end of each reporting period financial assets measured at amortised cost are assessed for objective evidence of impairment. If an asset is impaired the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in profit or loss.

**1.5 Taxation**

Current tax is the amount of income tax payable in respect of the taxable profit for the year or prior years and is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the year end.

**2 RESULT ON ORDINARY ACTIVITIES BEFORE TAXATION**

The auditors' remuneration for the audit of the financial statements for the year of £1,846 (2019: £1,668) has been borne by another group company, XL Catlin Services SE.

**3. STAFF COSTS**

The Company has no employees (2019: nil).

The Company incurred no staff costs during the year (2019: £nil).

The directors did not receive any emoluments in respect of their services to the Company (2019: £nil).

**CATLIN (WELLINGTON) UNDERWRITING AGENCIES LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**  
**YEAR ENDED 31 DECEMBER 2020**

**4 DEBTORS**

	<b>2020</b>	<b>2019</b>
	<b>£</b>	<b>£</b>
Amounts owed by group undertakings	25,421,116	25,421,116

Amounts owed by group undertakings are unsecured, interest free, have no fixed date of repayment and are repayable on demand.

**5 CALLED UP SHARE CAPITAL**

	<b>2020</b>	<b>2019</b>
	<b>£</b>	<b>£</b>
<b>Allotted, called up and fully paid</b>		
999,900 (2019: 999,900) ordinary shares of £1 each	999,900	999,900

**6 ULTIMATE PARENT UNDERTAKING AND CONTROLLING PARTY**

The Company is a wholly-owned subsidiary of Catlin Underwriting (UK) Limited, a company registered in England and Wales. The Company's ultimate parent undertaking is AXA SA, a company registered in France.

The smallest undertaking for which the Company is a member and for which group financial statements are prepared is XL Bermuda Limited ("XLB"), a company registered in Bermuda, and the largest group is AXA SA. The results of the Company are consolidated within the financial statements of AXA SA and XLB. Copies of the audited consolidated financial statements of XLB can be obtained from O'Hara House, One Bermudiana Road, Hamilton HM 11, Bermuda. Copies of the audited consolidated financial statements of AXA SA can be obtained from 25 Avenue Matignon, 75008 Paris, France.

**7 COVID-19 OUTBREAK**

2020 saw the global outbreak of the COVID-19 pandemic, which first appeared in China in late 2019 before spreading to other countries and becoming a worldwide pandemic by March 2020.

China first put in place unprecedented lockdowns to contain the spread of the pandemic, and similar measures were imposed by most large economies from Mid-March. Worldwide, governments-imposed confinements, quarantines, travel restrictions, social distancing measures and more generally the closure of activities deemed non-essential to try and alleviate the severe strain experienced by local, national and supra-national medical institutions. This led to massive disruptions to the global economic output, notably manufacturing, trade and supply chains, which resulted in both lower economic activity and lower estimates of future economic growth. From May onwards, as the virus contagion started to show signs of abatement, governments started to ease the restrictions to alleviate the negative impacts on the economy.

However, the pace of the contamination accelerated during the third quarter, with the number of daily new cases reaching very high levels, mostly in Europe and in the United States. This situation has proven to be long-lasting, leading governments to strengthen again the sanitary measures after the relative easing during the summer. Although these measures were less stringent than in March, they weighed further on the economic environment. At the end of 2020, most of these restrictions were still in place and outlooks remain uncertain despite vaccines being rolled out to the population of many countries from the end of 2020.

In this highly uncertain context, the AXA Group, the AXA XL division and the Company continue to closely monitor the pandemic and its exposures, including (i) the operational impact on its business, and (ii) the consequence of the deterioration in macroeconomic conditions, or of a slowdown in the flow of people, goods and services.