

RFIB Group Limited

Annual Report

For the Year Ended 31 December 2020

Registered Number: 01502259



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General Information

DIRECTORS:

David Mathew Abraham
Jason Hugh Collins
Katherine Anne Cross
Christopher John Tansley
Andrew Thomas Karl Westenberger

COMPANY SECRETARY:

Sian Woods

REGISTERED OFFICE:

71 Fenchurch Street
London
EC3M 4BS

REGISTERED NUMBER:

01502259

INDEPENDENT AUDITOR:

Ernst & Young
25 Churchill Place
Canary Wharf
London
E14 5EY

Strategic Report

Business Overview

The Directors present their Strategic Report on RFIB Group Limited (the 'Company' or 'RFIB') for the year ended 31 December 2020.

Ultimate Parent Company

The ultimate parent of the Company as at 31 December 2019 was Risk Transfer Group Limited. On 2 January 2020, the ultimate parent undertaking became Integro Group Holdings LP, a partnership incorporated in the United States of America, following the acquisition of Risk Transfer Group Limited and its subsidiaries by Integro Insurance Brokers Holdings Limited, a wholly owned subsidiary of Integro Group Holdings LP.

Integro Group Holdings LP and its subsidiaries are referred to as 'the Group'.

Corporate Activities

On 6 September 2019, the acquisition of the entire share capital of Risk Transfer Group Limited and its subsidiaries by Integro Insurance Brokers Holdings Limited was announced.

The transaction is affected by means of a court-sanctioned scheme of agreement under section 26 of the Companies Act. The transaction was approved by the Financial Conduct Authority on 18 November 2019. The transaction became effective on 2 January 2020 when Risk Transfer Group Limited and its subsidiaries became a wholly owned subsidiary of Integro Insurance Brokers Holdings Limited.

On 1 October 2020, as part of a planned reorganisation of Risk Transfer Group Limited and its subsidiaries, the assets and liabilities of the Company were transferred to Tysers Insurance Brokers Limited.

In addition, on 30 September 2020, the share premium reserve and the capital redemption reserve were reduced to nil and the share capital of the Company was reduced to £1 as part of the planned reorganisation of Risk Transfer Group Limited and its subsidiaries.

On 22 June 2021, the Company applied to cancel its authorisation with the Financial Conduct Authority for regulated activities. The application was approved, effective from 17 November 2021.

Principal Activity

Prior to the transfer of the Company's assets and liabilities to Tysers Insurance Brokers Limited on 1 October 2020, the primary business activity of the Company was insurance and reinsurance intermediation together with risk advisory and related services. Since 1 October 2020, the Company has become a holding company for certain investments, details of which are provided in note 13.

Results

The loss for the financial year to 31 December 2020 amounts to £4.4m (2019: profit £2.1m). No dividend is recommended for the current year (2019: £Nil).

The reduction in revenues and administrative expenses compared to the prior year relates to the transfer of trade and business assets to Tysers Insurance Brokers Limited on 1 October 2020, therefore, the revenues and administrative expenses relate to the first 9 months of the reporting year. The revenues and administrative expenses for the period 1 January 2020 to 30 September 2020 are 71% and 82% of full prior year comparatives respectively.

Strategic Report

Business Overview (continued)

Principal Risks & Uncertainties

The Directors are responsible for the identification of key business risks and their management. They monitor on a systematic and regular basis all the Company's activities and environments to positively identify, assess, treat and manage risks, which either threaten the Company's resources or provide beneficial opportunities, to enable the Company's business objectives to be achieved.

Risks are managed within the organisation locally and at the corporate level, depending on where the risk resides. Any major risks are raised to and managed by the board.

In respect of the specific risk regarding the COVID-19 outbreak, there has been no significant operational or financial impact to the business.

Financial Risk Management

Key exposures to the company of Financial Risk include liquidity risk and credit risk. These financial risks are managed through:

- Financial processes and controls that allow us to monitor and control insurance and company funds accurately and in a timely manner;
- Appropriate banking relationships and facilities to allow working capital requirements to be managed efficiently; and
- Managing a spread of banking relationships to minimise credit and liquidity risks.

Operational Risk

Until 1 October 2020, the Company operated in a highly regulated domain and it was imperative to have effective processes, governance and overall operations in place at a high standard. The Company monitored and reviewed these processes accordingly. From 1 October 2020, the Company continues as a non-trading holding company of investments.

Currency risk

The Company is exposed to currency risk in respect of revenue as well as assets and liabilities denominated in currencies other than pounds sterling. The most significant currency that the Company is exposed to is the US dollar.

Credit risk

The main area where the Company is exposed to is receivables due from other group undertakings. The Company mitigates such risk by regularly monitoring its balances with other group undertakings.

Strategic Report

Business Overview (continued)

Financial Risk Management (continued)

Liquidity and cash flow risk

The group manages its cash and borrowing requirements centrally to maximise interest income and minimise interest expense, whilst ensuring that the group has sufficient liquid resources to meet the operating needs of its business.

Impairment of investments

A principal risk of the Company is the performance of its subsidiaries, if adverse, could lead to a need for impairment. This could result in a reduction in net assets and distributable reserves of the Company.

The investments are reviewed for impairment to ensure the appropriate carrying value in the holding company's accounts.

The Strategic Report on pages 2 to 4 was approved by the Board on 9 February 2022 and signed on its behalf by:



K Cross
Director
9 February 2022

Directors' Report

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

Registration

RFIB Group Limited is incorporated in the United Kingdom under registered number 01502259.

Registered Office

71 Fenchurch Street, London, EC3M 4BS.

Board of Directors

The Directors of the Company who were in office during the year and up to the date of signing the financial statements were:

	Appointed	Resigned
David Mathew Abraham	24 April 2020	
Steven Mark Beard		30 January 2020
Giles Martin Cockerill		1 January 2020
Jason Hugh Collins	27 April 2020	
Katherine Anne Cross	23 September 2020	
James Halow		1 January 2020
Peter Colin Frank Haynes	24 April 2020	22 December 2021
Morna Leather		1 August 2020
Dennis Leonard Mahoney		1 January 2020
Kevin Stuart Stratton		20 July 2020
Christopher John Tansley		
Andrew Thomas Karl Westenberger	23 April 2020	
Mark Winlow		1 January 2020
Company Secretary	Appointed	Resigned
Madeleine Cordes		14 December 2020
Sian Woods	28 May 2021	

Future Developments

As noted in the Strategic Report during 2019, the Company's parent company, Risk Transfer Group Limited, entered into a sale process with the support of the Directors and its main investor Calera Capital Partners IV (Cayman) AIV I LP, to the Group. Subsequent to the transfer of the Company's assets and liabilities to Tysers Insurance Brokers Limited on 1 October 2020, the Company has become, and will continue to act as, a holding company for certain investments, details of which are provided in note 14.

Results and Dividend

The loss attributable to shareholders for the year ended 31 December 2020 as outlined in the Strategic Report amounts to £4.4m (2019: profit £2.1m). No dividend is recommended in the current year (2019: £Nil).

Directors Interests and Potential Conflicts

Section 175 of the Companies Act 2006 states that the Directors must declare certain material interests. The Board has formal conflict management procedures that have been in place for the period and, following review, no conflicts of interest have been reported.

Directors' Report

Going Concern

The Company's business activities, together with the factors likely to affect its future development and principal risks and uncertainties are described in the Strategic Report.

During the year to 31 December 2020 the Company was loss making with a total loss for the year of £4.4m (2019: profit £2.1m) and a total comprehensive loss for the year of £7.3m (2019: profit £4.0m). As at 31 December 2020, the Company had positive net current assets of £7.9m (2019: £13.3m). The Company has net current assets of £7.9m (unaudited) as at 30 November 2021.

Management considers the going concern basis for preparing these financial statements to be appropriate (notwithstanding the material uncertainty discussed below) following its assessment of the Company's financial performance, financial position, and its ability to meet its obligations as and when they fall due. This assessment which has been performed up to 28 February 2023 and takes into account the principal risks facing the Company, including the potential financial and operational impacts of further COVID-19 disruption.

The Company's going concern assessment is linked to the ability of its parent company, Integro Parent Inc, to repay the Group secured debt facilities; the details of which are set out below:

- The maturity of a revolving credit facility (RCF) of \$62.5m in April 2022
- The payment of a deferred FX option premium of \$68.3m in July 2022
- The maturity of a first lien term debt of \$255.7m in October 2022

This is because the equity of the Company has been pledged as security to the counterparties of the above agreements, and certain fellow Group companies which the Company has an intercompany receivable due from also became a guarantor to the amended secured credit arrangements in December 2019. The Company's intermediate parent, Integro Parent Inc. (as the primary obligor under these agreements), expects to have sufficient cash to repay the Group secured debt facilities. However, as management has yet to secure additional capital funding for this, there is a material uncertainty (disclosed as substantial doubt in the Group financial statements) over the parent's and the Group's ability to continue as a going concern.

As disclosed in Note 3(b), management has concluded that it is not probable that the guarantee given by the other fellow Group entities which the Company has an intercompany receivable due from on the Group's secured debt will be called. Management has reached this conclusion because this action by the lenders is conditional on (i) the failure of the Group to successfully conclude on the various options currently being considered to secure additional capital and/or extend the maturity of the Group's existing debt facilities, and (ii) the lenders acting in a manner which management believes would be detrimental to their own economic interests.

However, as at the date of approval of these financial statements, the various options for additional funding have not been firmly concluded. Therefore, and for this reason, management considers that the inability of the parent to settle its debt obligations and the remedies available to lenders in terms of the security over the Company's equity represent a material uncertainty related to events or conditions that may cast significant doubt over the Company's ability to continue as a going concern, and, therefore, that it may be unable to realise its assets and discharge its liabilities in the normal course of business.

Key assumptions that management have made in preparing the operating results and cash flow forecasts are that:

- The future performance of the Company is consistent with the net assets and net cash flows for the 2020 and 2021 calendar year periods; and
- The lenders do not determine that it is in their best economic interests to call on the guarantee issued by the other fellow Group entities.

Directors' Report

Going Concern (continued)

Following the assessment of the Company's financial position for the period up to 28 February 2023, other than material uncertainty as disclosed above, management is not aware of any other material uncertainties that cast significant doubt on the Company's ability to continue as a going concern during the period up to 28 February 2023.

Political and charitable contributions

During the year, the Company made charitable donations totalling £5,121 (2019: £2,997). The Company does not make political donations (2019: £Nil).

Directors' third-party indemnity provisions

Throughout the financial year the Group maintained an insurance policy, through a qualifying third party, for Directors and Officers which indemnifies them against certain liabilities arising in the conduct of their duties. This policy was in place throughout the financial year and at the date of the signing of these financial statements.

Section 172 statement

The Company has an established Governance, Risk Management and Internal Control Framework which facilitates detailed Board and Committee review and challenge through a structured programme of meetings and calendar. The Framework also ensures that directors take into account all relevant factors in accordance with their duties prior to making and minuting major Board decisions and that the Board makes decisions for the long-term success of the Company and its stakeholders including customers, suppliers, regulators and employees. The Board considers conclusions from the Company's regular review of the Framework to improve Board and Committee activities and decision-making processes.

Statement of Directors' responsibilities

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

Company law requires the Directors to prepare such financial statements for each financial year. Under that law, the Directors are required to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). The Directors have elected to adopt Financial Reporting Standard 102 The Financial Reporting Standard Applicable in the UK and Republic of Ireland (FRS 102).

Under company law, the Directors must not approve the accounts unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing these financial statements, the Directors are required to:

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

Directors' Report

Statement of Directors' responsibilities (continued)

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

The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Disclosure of information to Auditors


The report must contain a statement to the effect that, in the case of each of the persons who are Directors at the time when the report is approved, the following applies:

- As far as the Director is aware, there is no relevant audit information of which the Company's auditors are unaware; and
- The Director has taken all the steps that he/she ought to have 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.

Independent auditors

Ernst & Young LLP were appointed as the Company's external auditor commencing with the 2020 financial year. They have indicated their willingness to continue in office and have been proposed for reappointment in accordance with s487 of the Companies Act, 2006.

Approved by the Board of Directors on 9 February 2022 and signed on its behalf by:



K Cross
Director
RFIB Group Limited
71 Fenchurch Street
London
EC3M 4BS
9 February 2022
Registered Number: 01502259

Independent auditors' report to the members of RFIB Group Limited

Independent auditors' report to the members of RFIB Group Limited

Opinion

We have audited the financial statements of RFIB Group Limited for the year ended 31 December 2020 which comprise the Profit and Loss Account, the Statement of Comprehensive Income, the Statement of Financial Position, the Statement of Changes in Equity and the related notes 1 to 27 (except for the information in Note 3b which is marked as unaudited), including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the company's affairs as at 31 December 2020 and of its 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. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

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

Material uncertainty related to going concern

We draw attention to Note 3b in the financial statements which describes that the going concern assessment of the company is linked to the ability of its parent company, Integro Parent Inc, to repay the group's secured debt facilities and that the company's intermediate parent, Integro Parent Inc. (as the primary obligor under these agreements), expects to have sufficient cash to repay the group's secured debt facilities but has yet to secure additional capital funding for this. As stated in note 3b, these events or conditions, indicate that a material uncertainty exists that may cast significant doubt on the company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

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.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report. However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the company's ability to continue as a going concern.

Independent auditors' report to the members of RFIB Group Limited

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 contained within the annual report.

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.

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 course of 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 this gives rise to a material misstatement in the financial statements themselves. 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 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 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 7 and 8, 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 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.

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.

Independent auditors' report to the members of RFIB Group Limited

Explanation as to what extent the audit was considered capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect irregularities, including fraud. 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. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below. However, the primary responsibility for the prevention and detection of fraud rests with both those charged with governance of the company and management.

- We obtained an understanding of the legal and regulatory frameworks that are applicable to the Company and determined that the most significant are the relevant laws and regulations related to elements of Companies Act 2006 and UK tax legislation.
- We understood how the Company is complying with those frameworks by making enquiries of management and those responsible for legal and compliance matters. We also reviewed correspondence between the Company and UK regulatory bodies; reviewed minutes of the Board of Directors, Audit and Risk and Compliance Committees; and gained an understanding of the Company's approach to governance.
- We assessed the susceptibility of the Company's financial statements to material misstatement, including how fraud might occur by meeting with management within various parts of the business to understand where they considered there was susceptibility to fraud. Where the risk was considered to be higher, we performed audit procedures to address each identified fraud risk. We also considered the controls that the Company has established to address risks identified by the entity, or that otherwise seek to prevent, deter or detect fraud.
- Based on this understanding, we designed our audit procedures to identify non-compliance with such laws and regulations including bribery, corruption and money-laundering. Our procedures involved making enquiry of those charged with governance and management for their awareness of any non-compliance of laws or regulations, inquiring about the policies that have been established to prevent non-compliance with laws and regulations by officers and employees, inquiring about the Company's methods of enforcing and monitoring compliance with such policies. Further, we performed audit procedures which included testing the appropriateness of journal entries recorded in the general ledger, with a focus on manual journals and evaluating the business rationale for significant and/or unusual transactions.
- In addition, we considered the impact of COVID-19 on the Company, including an assessment of the consistency of operations and Company-wide controls in place as they transitioned to operating remotely for a significant proportion of 2020, and making enquiries with management via use of videoconferencing.

A further description of our responsibilities for the audit of the financial statements is located on the

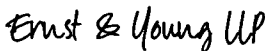
Financial Reporting Council's website at <https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

RFIB Group Limited

Independent auditors' report to the members of RFIB Group Limited

Use of our report

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

DocuSigned by:

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Neeta Ramudaram (Senior Statutory Auditor)

for and on behalf of Ernst & Young LLP, Statutory Auditor

London

9 February 2022

Profit and Loss Account

For the year ended 31 December 2020

	Note	Year Ended 31 Dec 2020 £'000	Year Ended 31 Dec 2019 £'000
Turnover	5	35,057	48,721
Administrative Expenses	6	(38,259)	(46,124)
Impairment of tangible assets	13	(802)	-
Impairment of investments	14	(3,124)	-
(Loss) / Profit before interest		(7,128)	2,597
Other finance expense		(155)	(237)
Interest receivable and similar income	9	2,499	899
Interest payable and similar expenses	9	(28)	-
Net interest income		2,471	899
(Loss) / Profit before exceptional items		(4,812)	3,259
Exceptional items		-	(89)
(Loss) / Profit before taxation		(4,812)	3,170
Tax credit / (charge) for the year	11	455	(1,054)
(Loss) / Profit for the financial year		(4,357)	2,116

All operating activities were discontinued on 1 October 2020 when the assets and liabilities of the Company were transferred to Tysers Insurance Brokers Limited. Refer Note 12.

The notes on pages 17 to 42 are an integral part of these financial statements

Statement of Comprehensive Income

For the year ended 31 December 2020

	Note	Year Ended 31 Dec 2020 £'000	Year Ended 31 Dec 2019 £'000
(Loss) / Profit for the financial year		(4,357)	2,116
Other comprehensive income:			
Remeasurement of net defined benefit obligation	21	(3,079)	455
Recognition of currency forward hedge reserve	22	(413)	1,904
Total tax on components of other comprehensive income	11	585	(457)
Other comprehensive (loss) / income for the year, net of tax		(2,907)	1,902
Total comprehensive (loss) / income for the year		(7,264)	4,018

The notes on pages 17 to 42 are an integral part of these financial statements.

Statement of Financial Position

As at 31 December 2020

	Note	31 Dec 2020 £'000	31 Dec 2019 £'000
Fixed assets			
Tangible Assets	13	-	3,513
Investments	14	782	2,892
		<u>782</u>	<u>6,405</u>
Current assets			
Debtors	15	8,014	27,997
Cash at bank and in hand		-	5,264
		<u>8,014</u>	<u>33,261</u>
Creditors: amounts falling due within one year	18	<u>(17)</u>	<u>(19,956)</u>
Net current assets		<u>7,997</u>	<u>13,305</u>
Total assets less current liabilities		8,779	19,710
Provisions for liabilities	20	(4,541)	(229)
Post-employment benefits	21	-	(7,980)
Net assets		<u>4,238</u>	<u>11,501</u>
Capital and reserves			
Called up share capital	23	-	5,000
Share premium account	23	-	3,775
Other reserves	8	-	1,453
Capital redemption reserve	23	-	1,491
FX Hedge Reserve	22	-	413
Profit and loss account		<u>4,238</u>	<u>(631)</u>
Total shareholders' fund		<u>4,238</u>	<u>11,501</u>

The notes on pages 17 to 42 are an integral part of these financial statements.

The financial statements on pages 13 to 42 were authorised for issue by the Board of Directors on 9 February 2022 and were signed on its behalf.



K Cross
Director
Registered number: 01502259

Statement of Changes in Equity

for the year ended 31 December 2020

	<i>Called up Share Capital £'000</i>	<i>Share Premium Account £'000</i>	<i>Capital Redemption Reserve £'000</i>	<i>Other Reserves £'000</i>	<i>FX Hedge Reserve £'000</i>	<i>Profit and Loss Account £'000</i>	<i>Total Shareholders' Funds £'000</i>
Balance as at 1 January 2019	5,000	3,775	1,491	1,428	(1,130)	(3,105)	7,459
Profit for the financial year	-	-	-	-	-	2,116	2,116
Other comprehensive income for the year	-	-	-	-	1,543	359	1,902
Total comprehensive income for the year	-	-	-	-	1,543	2,475	4,018
Credit relating to equity-settled share-based payments	-	-	-	25	-	-	25
Balance as at 31 December 2019	5,000	3,775	1,491	1,453	413	(631)	11,501
Balance as at 1 January 2020	5,000	3,775	1,491	1,453	413	(631)	11,501
Profit for the year	-	-	-	-	-	(4,357)	(4,357)
Other comprehensive expense for the year	-	-	-	-	(413)	(2,494)	(2,907)
Total comprehensive expense for the year	-	-	-	-	(413)	(6,851)	(7,264)
Transfer to retained earnings (Note 8)	-	-	-	(1,453)	-	1,453	-
Share capital reduction	(5,000)	(3,775)	(1,491)	-	-	10,266	-
Balance as at 31 December 2020	-	-	-	-	-	4,238	4,238

The notes on pages 17 to 42 are an integral part of these financial statements.

Notes to the financial statements

For the year ended 31 December 2020

1. General Information

Until the transfer of assets and liabilities of RFIB Group Limited (the Company) to Tysers Insurance Brokers Limited on 1 October 2020, the Company operated as an insurance and reinsurance intermediation company that also provides risk advisory and related services. Since that date, the Company has operated as an intermediate holding company.

The Company is a private company limited by shares and is incorporated and domiciled in England. The address of its registered office is 71 Fenchurch Street, London, EC3M 4BS.

2. Statement of Compliance

The individual financial statements of RFIB Group Limited have been prepared in compliance with United Kingdom Accounting Standards, including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland" ("FRS102") and the Companies Act 2006.

3. Summary of Significant Accounting Policies

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

a. Basis of Preparation

These financial statements are prepared on a going concern basis, under the historical cost convention, as modified by the revaluation of certain financial assets and liabilities measured at fair value through profit or loss.

The preparation of financial statements in conformity with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in note 4.

b. Going Concern

The Company's business activities, together with the factors likely to affect its future development and principal risks and uncertainties are described in the Strategic Report.

During the year to 31 December 2020 the Company was loss making with a total loss for the year of £4.4m (2019: profit £2.1m) and a total comprehensive loss for the year of £7.3m (2019: profit £4.0m). As at 31 December 2020, the Company had positive net current assets of £7.9m (2019: £13.3m). The Company has net current assets of £7.9m (unaudited) as at 30 November 2021.

Management considers the going concern basis for preparing these financial statements to be appropriate (notwithstanding the material uncertainty discussed below) following its assessment of the Company's financial performance, financial position, and its ability to meet its obligations as and when they fall due. This assessment which has been performed up to 28 February 2023 and takes into account the principal risks facing the Company, including the potential financial and operational impacts of further COVID-19 disruption.

The Company's going concern assessment is linked to the ability of its parent company, Integro Parent Inc, to repay the Group secured debt facilities; the details of which are set out below:

- The maturity of a revolving credit facility (RCF) of \$62.5m in April 2022
- The payment of a deferred FX option premium of \$68.3m in July 2022
- The maturity of a first lien term debt of \$255.7m in October 2022

Notes to the financial statements

For the year ended 31 December 2020

3. Summary of significant accounting policies (continued)

b. Going Concern (continued)

This is because the equity of the Company has been pledged as security to the counterparties of the above agreements, and certain fellow Group companies which the Company has an intercompany receivable due from also became a guarantor to the amended secured credit arrangements in December 2019. The Company's intermediate parent, Integro Parent Inc. (as the primary obligor under these agreements), expects to have sufficient cash to repay the Group secured debt facilities. However, as management has yet to secure additional capital funding for this, there is a material uncertainty (disclosed as substantial doubt in the Group financial statements) over the parent's and the Group's ability to continue as a going concern.

Management has concluded that it is not probable that the guarantee given by the other fellow Group entities which the Company has an intercompany receivable due from on the Group's secured debt will be called. Management has reached this conclusion because this action by the lenders is conditional on (i) the failure of the Group to successfully conclude on the various options currently being considered to secure additional capital and/or extend the maturity of the Group's existing debt facilities, and (ii) the lenders acting in a manner which management believes would be detrimental to their own economic interests.

However, as at the date of approval of these financial statements, the various options for additional funding have not been firmly concluded. Therefore, and for this reason, management considers that the inability of the parent to settle its debt obligations and the remedies available to lenders in terms of the security over the Company's equity represent a material uncertainty related to events or conditions that may cast significant doubt over the Company's ability to continue as a going concern, and, therefore, that it may be unable to realise its assets and discharge its liabilities in the normal course of business.

Key assumptions that management have made in preparing the operating results and cash flow forecasts are that:

- The future performance of the Company is consistent with the net assets and net cash flows for the 2020 and 2021 calendar year periods; and
- The lenders do not determine that it is in their best economic interests to call on the guarantee issued by the other fellow Group entities.

Following the assessment of the Company's financial position for the period up to 28 February 2023, other than material uncertainty as disclosed above, management is not aware of any other material uncertainties that cast significant doubt on the Company's ability to continue as a going concern during the period up to 28 February 2023.

c. Exemptions for Qualifying Entities under FRS 102

The Company has taken advantage of the exemptions, under FRS 102, from preparing a statement of cash flows, on the basis that it is a qualifying entity and its ultimate parent company, Integro Group Holdings LP, includes the company's cash flows in its consolidated financial statements. The Company has also taken advantage of section 33 under FRS 102 and has not disclosed any related party transactions as they are with other companies wholly owned within the Group.

d. Consolidated Financial Statements

The Company is a wholly owned subsidiary of RFIB Holdings Limited and of its ultimate parent Integro Group Holdings LP. Effective 2 January 2020, the ultimate parent undertaking became Integro Group Holdings LP. Therefore, the Company is exempt by virtue of section 401 of the Companies Act 2006 from the requirement to prepare consolidated financial statements.

These financial statements are the Company's separate financial statements.

Notes to the financial statements

For the year ended 31 December 2020

3. Summary of significant accounting policies (continued)

e. Revenue Recognition

Turnover derives principally from brokerage, fees and other commissions associated with placing insurance and reinsurance contracts.

Brokerage is recognised at the later of the policy inception date or when the policy placement has been completed and confirmed. Where a fixed or minimum premium is paid by the client in instalments, all the income receivable is recognised when the client is debited for the first instalment. Where there is an expectation of future servicing requirements an element of income relating to the policy is deferred to cover the associated contractual or constructive obligation.

In certain circumstances, where turnover cannot be reliably measured at the contract or policy inception date, income is recognised on a periodic basis when consideration falls due. Income related to return and additional premiums or adjustments is recognised as it occurs. Income on multiyear policies that are non-cancellable is recognised at the date of inception of the risk. Income on multiyear policies which can be cancelled or varied after the inception of the risk is recognised on a time apportioned basis over the period of the contract.

f. Exceptional Items

The Company classifies certain one-off charges or credits that have a material impact on the Company's financial results as 'exceptional items'. These are disclosed separately to provide further understanding of the financial performance of the Company.

g. Employee Benefits

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.

Defined contribution pension plans

Until the transfer of assets and liabilities to Tysers Insurance Brokers Limited on 1 October 2020, the Company operated a defined contribution plan for its employees. A defined contribution plan is a pension plan under which the Company pays fixed contributions into a separate entity. Once the contributions have been paid the Company has no further payment obligations. The contributions are recognised as an expense when they are due. Amounts not paid are shown in other creditors in the balance sheet. The assets of the plan are held separately from the Company in independently administered funds.

Defined benefit pension plan

The Company previously operated a defined benefit plan for certain employees. Following the transfer of assets and liabilities to Tysers Insurance Brokers Limited, the scheme was transferred at the book value as at 31 December 2020. A defined benefit plan defines the pension benefit that the employee will receive on retirement, usually dependent upon several factors including age, length of service and remuneration. A defined benefit plan is a pension plan that is not a defined contribution plan.

The liability recognised in the balance sheet in respect of the defined benefit plan is the present value of the defined benefit obligation at the end of the reporting date less the fair value of the plan assets at the reporting date.

The defined benefit obligation is calculated using the projected unit credit method. Annually the Company engages independent actuaries to calculate the obligation. The present value is determined by discounting the estimated future payments using market yields on high quality corporate bonds that are denominated in sterling and that have terms approximating the estimated period of the future payments ('discount rate').

Notes to the financial statements

For the year ended 31 December 2020

3. Summary of significant accounting policies (continued)

g. Employee Benefits (continued)

The fair value of the plan assets is measured in accordance with the FRS 102 fair value hierarchy and in accordance with the Company's policy for similarly held assets. This includes the use of appropriate valuation techniques.

Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to other comprehensive income. These amounts together with the return on plan assets, less amount included in net interest, are disclosed as 'Remeasurement of net defined benefit obligation'.

The cost of the defined benefit plan, recognised in the profit and loss as employee costs, except where included in the cost of an asset, comprises:

- (a) The increase in pension benefit liability arising from employee service during the period; and
- (b) The cost of plan introductions, benefit changes, curtailments and settlements.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is recognised in profit or loss as 'Finance expense'.

Annual Bonus Plan

The Company operates an annual bonus plan for employees. An expense is recognised in the profit and loss account when the Company has a legal or constructive obligation to make payments under the plan as a result of past events and a reliable estimate of the obligation can be made.

Share-based payments

Where the Company participates in a share-based payment arrangement established by a group company the Company takes advantage of the alternative treatment allowed under Section 26 of FRS 102. The Company recognises the share-based payment expense based on an allocation of its share of the group's total expense, calculated in proportion to the number of participating employees. The corresponding credit is recognised in retained earnings as a component of equity.

Where the Company is charged for the cost of share-based payments arrangements the amounts are treated as a reduction in the capital contribution. If the amount charged is in excess of the share-based payment charge, the Company treats the excess as a notional distribution and charges this to retained earnings.

h. Taxation

Taxation expense for the period comprises current and deferred tax recognised in the reporting period.

Current or deferred taxation assets and liabilities are not discounted.

Current Tax

Current tax, including UK corporation tax and foreign tax, is provided for at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the reporting date.

Deferred Tax

Deferred income tax is provided for in full, using the liability method, and recognised in respect of all timing differences that have originated but not reversed at the reporting date, where 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 have occurred at the reporting date.

Notes to the financial statements

For the year ended 31 December 2020

3. Summary of significant accounting policies (continued)

h. Taxation (continued)

Deferred tax liabilities are recognised for all taxable timing differences, except:

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss;
- In respect of taxable timing differences associated with investments in subsidiaries, associates, and interests in joint ventures, when the timing of the reversal of the timing differences can be controlled and it is probable that the timing differences will not reverse in the foreseeable future.

Deferred Tax (continued)

- Deferred tax assets are recognised for all deductible timing differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible timing differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except:
- When the deferred tax asset relating to the deductible timing difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss;
- In respect of deductible timing differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred tax assets are recognised only to the extent that it is probable that the timing differences will reverse in the foreseeable future and taxable profit will be available against which the timing differences can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax is charged or credited to Other Comprehensive Income for items that are charged or credited directly in Other Comprehensive Income.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Tax benefits acquired as part of a business combination, but not satisfying the criteria for separate recognition at that date, are recognised subsequently if new information about facts and circumstances change. The adjustment is either treated as a reduction in goodwill (as long as it does not exceed goodwill) if it was incurred during the measurement period or recognised in profit or loss.

Notes to the financial statements

For the year ended 31 December 2020

3. Summary of significant accounting policies (continued)

i. Tangible Assets

Tangible fixed assets are stated at historic purchase cost less accumulated depreciation. Cost includes the original purchase price of the asset plus the costs attributable to bringing the asset to its working condition for its intended use.

Depreciation is provided on owned tangible fixed assets at rates calculated to write off the cost of each asset evenly over its expected useful life, as follows:

Leasehold improvements	-	over 5 years
Computer equipment	-	over 3 years
Computer software	-	over 3 years
Fixtures, fittings and equipment	-	over 5 years

The Company also holds assets under finance leases which are capitalised as fixed assets on the balance sheet. These assets include computer equipment, fixtures and fittings and photocopier equipment. Depreciation is provided on these assets over the period of the lease which ranges from 3 to 6 years.

j. Investments

Investment in a subsidiary company is held at cost less accumulated impairment losses.

k. Cash and Cash Equivalents

Cash and cash equivalents includes cash in hand, deposits held at call with banks, other short term highly liquid investments with original maturities of three months or less and bank overdrafts. Where there are bank overdrafts, these are shown within borrowings in current liabilities.

l. Provisions and Contingencies

a. Provisions

Provisions are recognised when the Company has a present obligation as a result of a past event, it is probable that a transfer of economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

Claims Handling

The basis of the Company's claims handling costs provision is for the continued support of claims if the entity ceased to trade. Any adjustment to this is expensed the Statement of Comprehensive Income. Claims handling provision expenses are incurred in connection with the negotiation and settlement of claims. They include all internal and external expenses incurred in the handling of claims. Internal expenses include all direct expenses of the claims department and any part of the general administration expenses attributable to the claims function.

Errors and Omissions

The Company provides for the expected cost, net of insurance recoveries, arising from known E&O cases and other litigation at the point at which it is deemed probable to result in a financial loss.

Onerous lease provision

The Company provides for the cost of its operating property leases under contracts which have been abandoned. Any adjustment to this is expensed to the Statement of Comprehensive Income.

Notes to the financial statements

For the year ended 31 December 2020

3. Summary of significant accounting policies (continued)

I. Provisions and Contingencies (continued)

Dilapidations provision

The Company provides for the cost of making good the properties it vacates as obliged by the conditions of its respective lease agreements by means of a dilapidations provision. Any adjustment to this is expensed the Statement of Comprehensive Income.

b. Contingencies

Contingent liabilities are not recognised. Contingent liabilities arise as a result of past events when (i) it is not probable that there will be an outflow of resources or that the amount cannot be reliably measured at the report date or (ii) when the existence will be confirmed by the occurrence or non-occurrence of uncertain future events not wholly within the Company's control. Contingent liabilities are disclosed in the financial statements unless the probability of an outflow of resources is remote.

Contingent assets are not recognised. Contingent assets are disclosed in the financial statements when an inflow of economic benefits is probably. However, when the flow of future economic benefits to the Company is virtually certain, then the related asset is not a contingent asset and its recognition is appropriate.

m. Financial Instruments

The Company has chosen to adopt the recognition and measurement provisions of IAS 39 (as adopted for use in the EU) and the disclosure requirements of sections 11 and 12 of FRS 102 in respect of financial instruments.

Financial assets

Financial assets are managed on a fair value basis in accordance with the Company's investment strategy. The Company has therefore elected to measure all financial assets at fair value through the profit and loss account.

Listed investments are stated at fair value on current bid prices quoted by the relevant exchanges. Unlisted investments are carried at the Directors' estimate of the current fair value, except as stated below.

Derivatives are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently stated at fair value obtained from quoted market prices in active markets. Financial assets are derecognised when the right to receive future cash flows from the assets has expired, or has been transferred, and the Company has transferred substantially all the risks and rewards of ownership.

The Company's hedge accounting policies are outlined in Note 22.

Financial assets are derecognised when the right to receive future cash flows from the assets has expired, or has been transferred, and the Company has transferred substantially all the risks and rewards of ownership.

Financial liabilities

Basic financial liabilities, including trade creditors, deferred consideration and amounts owed to group undertakings, are initially recognised at transaction price, unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future receipts discounted at a market rate of interest.

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade payables are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

Financial liabilities are derecognised when the liability is extinguished, that is when the contractual obligation is discharged, cancelled or expires.

Notes to the financial statements

For the year ended 31 December 2020

3. Summary of significant accounting policies (continued)

m. Financial Instruments (continued)

Derivatives are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently stated at fair value obtained from quoted market prices in active markets.

Financial assets and liabilities are offset and the net amounts presented in the financial statements when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

n. Share Capital

Ordinary shares are classified as equity.

o. Distributions to equity holders

Dividends and other distributions to the Company's shareholders are recognised as a liability in the financial statements in the period in which the dividends and other distributions are approved by the Company's shareholders. These amounts are recognised in the statement of changes in equity.

Notes to the financial statements

For the year ended 31 December 2020

4. Critical accounting judgements and estimation uncertainty

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Critical judgements in applying the entity's accounting policies

Share-based payments

Prior to the sale of Risk Transfer Group on 2 January 2020, the Company's employees were granted share options by Risk Transfer Group Limited, which is the Company's ultimate parent company for the year-ended 31 December 2019. The Company makes use of the exemption in Section 26 of FRS 102 to account for the expense based on a reasonable allocation of the parent company's total expense. The Company has calculated its allocation of the parent company's total expense based on the number of participating employees in the Company compared to the number of participating employees in the group.

Critical accounting estimates and assumptions

The Company makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below.

IBA Debtors / Creditors

There is a significant judgment in relation to our insurance broking business where we act as agents in placing the insurable risks of our clients with insurers and, as such, are not liable as principals for amounts arising from such transactions. In recognition of this relationship, debtors and creditors from insurance broking transactions are not included as an asset or liability of the Company. Other than the receivable for fees and commissions earned on a transaction, there is no recognition of the insurance transaction. In certain circumstances, the Company advances premiums, refunds or claims to insurance underwriters or clients prior to collection. These advances are examples of funding and are reflected in the balance sheet as part of trade receivables.

Another significant judgement is in relation to funds held in trust on behalf of these clients. These funds include client money held in the form of premiums due to underwriters and claims paid by insurers due to policyholders. Fiduciary funds are not available for general corporate purposes, no material economic benefits are derived from holding the funds and there is no risk of loss to the Company in the event of the trust defaulting - this risk is borne by the client. As such these funds are not included on the balance sheet.

Details of IBA debtors / creditors can be found in Note 17.

Provisions

A provision is recognised when the Company has a legal or constructive obligation as a result of a past event and it is probable that an outflow of economic benefits will be required to settle the obligation. Management judgement is required to estimate the amount of the provision liability. The judgement is based on historical statistical information and actual costs incurred to satisfy the Company's obligations in respect of such provisions supplemented, where appropriate, by internal and external specialist advice. The four main areas where judgement is required to estimate the provision of the Company are as noted in paragraph I above. Details of provisions can be found in Note 20.

Notes to the financial statements

For the year ended 31 December 2020

4. Critical accounting judgements and estimation uncertainty

Critical accounting estimates and assumptions (continued)

Impairment of debtors

The Company makes an estimate of the recoverable value of trade and other debtors. When assessing impairment of trade and other debtors, management considers factors including the current credit rating of the debtor, the ageing profile of the debtors and historical experience. See note 15 for the net carrying amounts of debtors.

Impairment of investments

The Company determines whether investments in its subsidiaries and associates are impaired on an annual basis or otherwise when changes in events or situations indicate that the carrying value may not be recoverable. This requires a review of the financial status of the subsidiary and an estimation of whether the recoverable amount of the investment exceeds its book value. Detail of impairments of investments can be found in Note 14.

Defined benefit pension scheme

The Company has an obligation to pay pension benefits to certain past and present employees. The cost of these benefits and the present value of the obligation depend on a number of factors, including; life expectancy, salary increases, asset valuations and the discount rate applied to the liabilities. Management estimates these factors in determining the net pension obligation in the balance sheet. The assumptions reflect historical experience and current trends. See note 21 for the disclosures relating to the defined benefit pension scheme.

Revenue deferral

The Company makes an estimate of income not yet earned on the contracts which it has booked during the year, based on an assessment of the value of work still to be performed on those contracts.

Notes to the financial statements

For the year ended 31 December 2020

5. Turnover

The Company's turnover derives from fees and brokerage on insurance and reinsurance activities, it is analysed as follows:

	31 Dec 2020 £'000	31 Dec 2019 £'000
Europe	12,830	17,831
North America	8,941	12,426
Africa	3,784	5,260
South America	884	1,228
Asia	1,947	2,706
Other	6,671	9,270
Total Turnover	35,057	48,721

The decrease in turnover on prior year of £13.7m is driven by the transfer of trade, assets and liabilities to Tysers Insurance Brokers Limited on 1 October 2020.

Analysis of turnover by class:

	31 Dec 2020 £'000	31 Dec 2019 £'000
Reinsurance / Insurance	34,292	48,352
Advisory / Mediation	765	369
Total Turnover	35,057	48,721

6. Administrative Expenses

	Note	31 Dec 2020 £'000	31 Dec 2019 £'000
Wages and salaries		13,840	17,656
Social security costs		1,804	2,169
Other pension costs	21	796	1,029
Share-based payments	8	-	25
Staff costs		16,441	20,879
Loss / (Gain) on disposal of tangible assets		-	9
Depreciation		85	1,549
Release to profit and loss from provision		-	147
Operating lease charges		905	1,421
Release of deferred income		(1,148)	-
Impairment of tangible assets	13	1,949	-
Onerous lease expense	20	4,431	-
Impairment of investments		3,124	-
Impairment of amounts owed by group undertakings		5,735	-
Foreign exchange (gains) / losses		15	2,092
Fees payable to Ernst & Young LLP (2020), PwC LLP (2019) for the statutory audit of the Company's financial statements		190	64

On 7 September 2020 the Shareholders of a subsidiary company, Gracechurch Intermediaries LLC, resolved that its entire issued share capital be distributed. The Company received a distribution of USD 100 from its subsidiary and paid it to its immediate parent company.

Audit fees are paid for by other Group entities, and no recharge has been made to the Company.

Notes to the financial statements

For the year ended 31 December 2020

7. Employees and Directors

Employees

The average monthly number of persons (including executive directors) employed by the Company during the year was:

	31 Dec 2020 £'000	31 Dec 2019 £'000
Broking and related activities	129	147
Management and administration	15	16
	144	163

The Directors' emoluments were as follows

	31 Dec 2020 £'000	31 Dec 2019 £'000
Aggregate emoluments	1,854	2,382
Pension contributions	43	36
	1,897	2,418

The directors are considered key management personnel.

The above disclosure includes sums paid by other Group companies of £Nil (2019: £1,035k).

No Director (2019: one) was a member of the defined benefit schemes.

Compensation paid to Directors for loss of office during the year was £30.1k (2019: £Nil).

No Directors (2019: none) exercised share options during the year.

No Directors (2019: six) are accruing benefits under a long-term incentive scheme.

Certain directors of the Company are also directors of the ultimate parent undertaking, Integro Group Holdings LP and/or fellow Group subsidiaries. Where these directors are remunerated by another group company, they receive no remuneration for their qualifying services as directors of the Company. Therefore their remuneration has not been included in the disclosure above.

Highest Paid Director

The highest paid Director's emoluments were as follows:

	31 Dec 2020 £'000	31 Dec 2019 £'000
Total amount of emoluments and amounts (excluding shares) receivable under long-term incentive schemes	-	651

Loans amounting to £nil (2019: £772k) were not due from any (2019: three) Directors as at 31 December 2020. During the year £772k was repaid, no amounts have been written off or waived. All loans were repaid on 2nd January 2020 as part of the shareholders agreement in relation to the sale of the Risk Transfer Group Limited and its subsidiaries.

Notes to the financial statements

For the year ended 31 December 2020

8. Share based payments

Until the sale of the Company's ultimate parent on 2 January 2020, certain employees of the Company along with the other group employees were granted option over the 'C' shares in Risk Transfer Group Limited. The options were granted at nil consideration to incentivise key employees. The shares vested at 15% per annum over 5 years with the final 25% vesting on an exit event. Employees were required to remain in the employment with the group. Following the sale of Risk Transfer Group Limited and its subsidiaries to the Group, these options were exercised.

In 2019, the Company recognised an equity-settled share-based payment expense based on a reasonable allocation of the total charge for the Risk Transfer Group. This allocation was the total charge for the Risk Transfer Group prorated for the number of participating employees of the Company.

The total charge for the year was £Nil (2019: £25k).

The amount shown under Other Reserves on the Balance Sheet as at 1 January 2019 and 31 December 2019 is in relation to the above share-based payments.

As the Company no longer receives a share based payment expense allocation from its parent, in 2020, the Other Reserves were transferred to the profit and loss account of the Company.

The Other Reserves amount of £1,453k in 2019 was based upon the known share value at the end of the vesting period. In 2020, the Other Reserves were transferred to the profit and loss account of the Company.

9. Net Interest Income

a. Interest receivable and similar income

	31 Dec 2020 £'000	31 Dec 2019 £'000
Bank interest received	257	805
Dividends received from subsidiaries	2,242	94
Total interest receivable and similar income	2,499	899

b. Interest payable and similar expense

	31 Dec 2020 £'000	31 Dec 2019 £'000
Interest payable on overdrafts and bank loans	(28)	-
Total interest payable and similar charges	(28)	-

10. Exceptional Items

The Company classifies certain one-off charges or credits that have a material impact on the Company's financial results as exceptional items. These are disclosed separately to provide further understanding of the financial performance of the Company. These are items that are material either because of their size or nature and are nonrecurring and do not arise from the ordinary activities of the Company. The exceptional items shown in the profit and loss in 2019 account relate to the one-off charges surrounding the acquisition of the ultimate parent, Risk Transfer Group Limited, by Integro Insurance Brokers Holdings Limited. These charges relate to bonus arrangements pertaining to the sale.

Notes to the financial statements

For the year ended 31 December 2020

11. Tax (credit) / charge on (Loss) / Profit

a. Tax (credit) / charge included in profit or loss

	31 Dec 2020 £'000	31 Dec 2019 £'000
Current tax:		
- UK Corporation tax on profit for the year	-	922
- Adjustment in respect of prior years	(268)	-
Total Current tax	(268)	922
Deferred tax:		
- Origination and reversal of timing differences	(60)	132
- Adjustment in respect of prior years	(127)	-
- Impact of change in tax rate	-	-
Total deferred tax	(187)	132
Tax (credit) / charge	(455)	1,054

b. Reconciliation of tax credit

	31 Dec 2020 £'000	31 Dec 2019 £'000
Profit before tax	(4,811)	3,170
Profit before tax multiplied by standard rate of corporation tax in the UK of 19% (2019: 19%)	(914)	602
Expenses not deductible for tax purposes	1,828	500
Income not subject to tax	(711)	(18)
Group relief	(335)	-
Deferred tax not provided	72	-
Previously unrecognised deferred tax	-	132
Other timing differences	-	(153)
Pension adjustments	-	(9)
Adjustment in respect of prior years	(395)	-
Tax (credit) / charge for the year	(455)	1,054

Notes to the financial statements

For the year ended 31 December 2020

11. Tax (credit) / charge on (Loss) / Profit (continued)

c. Analysis of tax (credit) / charge reported in Other Comprehensive Income

	31 Dec 2020 £'000	31 Dec 2019 £'000
Deferred Tax		
Origination and reversal of timing differences	(585)	457
Tax (credit) / charge for the year	<u>(585)</u>	<u>457</u>

d. Reconciliation of Deferred Tax

	31 Dec 2020 £'000	31 Dec 2019 £'000
Provision at 1 January	(1,494)	(2,083)
Adjustments in respect of prior periods	(127)	-
Deferred tax credit to income statement	(59)	132
Deferred tax credit to other comprehensive income	(585)	457
Movements arising from the transfer of assets	<u>2,265</u>	<u>-</u>
	<u>-</u>	<u>(1,494)</u>

12. Transfer of Business

On 1 October 2020, the trade assets and the majority of liabilities of the Company arising from the RTG acquisition were transferred to Tysers Insurance Brokers Limited at its respective net book value in exchange for a loan note of £3.7m. As such, there is no merger reserve arising.

	RFIB Group Limited £'000	Tysers Insurance Brokers Limited £'000
Tangible assets (Note 13)	(1,176)	1,176
Cash	(51,688)	51,688
Debtors	(5,884)	6,849
Creditors	41,876	(42,841)
Pension (Note 21)	10,214	(10,214)
Provisions (Note 20)	<u>2,943</u>	<u>(2,943)</u>
Net assets and liabilities transferred	<u>(3,715)</u>	<u>3,715</u>

Notes to the financial statements

For the year ended 31 December 2020

13. Tangible Assets

	Leasehold Improvement £'000	Computer Equipment £'000	Computer Software £'000	Fixture, Fittings, Equipment £'000	Total £'000
At 31 December 2019					
Cost	2,794	970	1,046	360	5,170
Accumulated depreciation and impairment	(902)	(588)	(106)	(62)	(1,657)
Net book amount	1,892	381	940	299	3,513
Year ended 31 December 2020					
Opening net book amount	1,892	381	940	299	3,513
Additions	-	33	116	-	149
Disposals	-	-	-	(17)	(17)
Transfer	-	51	(51)	-	-
Depreciation	62	(186)	(294)	(101)	(519)
Impairment	(1,949)	-	-	-	(1,949)
Transfer of Business Assets	(5)	(279)	(711)	(181)	(1,176)
Closing net book amount	-	-	-	-	-
At 31 December 2020					
Cost	2,785	-	-	-	2,785
Accumulated depreciation and impairment	(2,785)	-	-	-	(2,785)
Net book amount	-	-	-	-	-

14. Investments

	31 Dec 2020 £'000	31 Dec 2019 £'000
At 1 January	2,892	2,432
Additions	1,362	471
Impairment expense	(3,471)	(11)
At 31 December	782	2,892

Additions in 2020 represent additional investments in Tysers (Singapore) PTE Limited of £910K and in RFIB Hong Kong Limited of £452K. Additions in 2019 represent an additional investment in Tysers (Singapore) PTE Limited of £463K and an initial investment in RFIB Hong Kong Limited of £8K.

Notes to the financial statements

For the year ended 31 December 2020

14. Investments (continued)

In March 2021, the Company sold its investment in RFIB Hong Kong Limited for consideration of HKD400,000. The carrying value of the investment at 31 December 2020 has been impaired by £429k to reflect the consideration received.

Following a review of the carrying value of the investment of Tysers (Singapore) Pte Limited, management recognised an impairment of £1,151k.

In March 2021, RFIB (UK) Limited, London and Overseas Reinsurance Intermediaries Limited, RFIB Marine Limited and George Yard Run-Off Limited were dissolved. As a result, impairments of £150k was recognised in respect of RFIB (UK) Limited, £1,459k in respect of London and Overseas Reinsurance Intermediaries Limited, and £282k in respect of RFIB Marine Limited were recognised. The carrying value of these investments at 31 December 2020 has been written down by £1,891k to £nil and reflected in Impairments related to this. Impairments in 2019 represent the write down of investments in now dissolved companies.

Fixed asset investments comprise equity shares in the following:

Principal subsidiary undertakings	Country of incorporation and registration and address	Proportion of ordinary shares held	Nature of business
RFIB Saudi Arabia LLC	Saudi Arabia - 3rd Floor, North Tower, Abraj Atta'awuneya, King Fahd Road, AL-Olayya, P.O Box 16833, Riyadh	60%	Insurance and reinsurance broking
RFIB (UK) Limited	71 Fenchurch Street, London, UK, EC3M 4BS	100%	Dormant
London and Overseas Reinsurance Intermediaries Limited	71 Fenchurch Street, London, UK, EC3M 4BS	100%	Dormant
George Yard Run-Off Limited	71 Fenchurch Street, London, UK, EC3M 4BS	100%	Dormant
RFIB Marine Limited	71 Fenchurch Street, London, UK, EC3M 4BS	100%	Dormant
Tysers (Singapore) PTE Limited	Singapore - 50 Raffles Place #37-00 Singapore Land Tower, 048623, Singapore	100%	Insurance and reinsurance broking
RFIB Hong Kong Limited	401 Sun House, 90 Connaught Road Central, Sheung Wan, Hong Kong	80%	Insurance and reinsurance broking

The Directors believe that the carrying value of the investments is supported by their underlying net assets.

Notes to the financial statements

For the year ended 31 December 2020

15. Debtors: amounts falling due within one year

	31 Dec 2020 £'000	31 Dec 2019 £'000
Uncollected brokerage	-	10,794
Amounts owed by Group undertakings	7,772	6,568
Amount owed by parent company	-	2,536
Other debtors	25	4,230
Other taxation	-	1,494
Prepayments and accrued income	217	2,375
	<u>8,014</u>	<u>27,997</u>

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

A review of amounts owed by Group undertakings for the year ended 31 December 2020 has resulted in an impairment of £5,735k being recognised. Refer Note 6.

16. Other taxation

The provision for deferred tax consists of the following deferred tax assets / (liabilities):

	31 Dec 2020 £'000	31 Dec 2019 £'000
Accelerated capital allowances	-	69
Post-employment benefits	-	1,516
Derivative financial (liabilities) / assets	-	(99)
Other timing differences	-	8
Total deferred tax asset	<u>-</u>	<u>1,494</u>

The following deferred tax assets have not been recognised by the Company:

	31 Dec 2020 £'000	31 Dec 2019 £'000
Accelerated capital allowances	18	-
Other timing differences	25	-
Total deferred tax asset	<u>43</u>	<u>-</u>

17. IBA debtors / creditors

There is a significant judgment in relation to our insurance broking business where we act as agents in placing the insurable risks of our clients with insurers and, as such, are not liable as principals for amounts arising from such transactions. In recognition of this relationship, debtors and creditors from insurance broking transactions are not included as an asset or liability of the Company. Other than the receivable for fees and commissions earned on a transaction, there is no recognition of the insurance transaction. In certain circumstances, the Company advances premiums, refunds or claims to insurance underwriters or clients prior to collection. These advances are examples of funding and are reflected in the balance sheet as part of trade receivables.

Notes to the financial statements

For the year ended 31 December 2020

17. IBA debtors / creditors (continued)

Another significant judgement is in relation to funds held in trust on behalf of these clients. These funds include client money held in the form of premiums due to underwriters and claims paid by insurers due to policyholders. Fiduciary funds are not available for general corporate purposes, no material economic benefits are derived from holding the funds and there is no risk of loss to the Company in the event of the trust defaulting - this risk is borne by the client. As such these funds are not included on the balance sheet.

	31 Dec 2020 £'000	31 Dec 2019 £'000
Insurance Cash	-	60,180
Insurance Debtors	-	185,529
Insurance Creditors	-	(234,915)
Total Uncollected Brokerage	-	10,794

The reduction in the above balances to nil is a result of the transfer of business assets and liabilities from the Company to Tysers Insurance Brokers Limited on 1 October 2020.

18. Creditors: amounts falling due within one year

	31 Dec 2020 £'000	31 Dec 2019 £'000
Amounts owed to Group undertakings	-	6,512
Amount owed to parent company	-	2,732
Other creditors	-	2,251
Corporation tax	-	922
Accruals and deferred income	17	7,539
	17	19,957

There is no security on any components of creditors that are due within one year. Amounts due to Group and parent undertaking are interest free and repayable on demand.

19. Operating Lease Commitments

	31 Dec 2020 £'000	31 Dec 2019 £'000
Not later than one year	1,130	829
Later than one year and not later than two years	2,542	829
Later than two years and not later than five years	-	1,865
Total payments	3,672	3,523

The commitment noted above is the ongoing annual commitment for the Company's existing premises at 30 St Mary Axe. Refer also Note 20.

Notes to the financial statements

For the year ended 31 December 2020

20. Provisions for liabilities

	Claims Handling Provision	Errors & omissions provision £'000	Dilapidations provision £'000	Onerous lease provision £'000	Total £'000
At 1 January 2020	2,757	188	41	-	2,986
Additions dealt with in profit or loss	-	(2)	70	4,431	4,499
Business transfer of assets	(2,757)	(186)	-	-	(2,943)
At 31 December 2020	-	-	111	4,431	4,542

Claims Handling

The basis of the claims handling costs provision is for the continued support of claims if the entity ceased to trade. The timing of the unwind of the provision is therefore uncertain, however in the event of ceasing to trade, it would be expected to be fully unwound over the course of up to five years. Any adjustment to this is released into the Statement of Comprehensive Income. Claims handling provision expenses are incurred in connection with the negotiation and settlement of claims. They include all internal and external expenses incurred in the handling of claims. Internal expenses include all direct expenses of the claims department and any part of the general administration expenses attributable to the claims function. On 1 October 2020, the Claims Handling provision was transferred to Tysers Insurance Brokers Limited under the business transfer agreement.

Errors and omissions

The Company is currently involved or potentially involved in claims arising from its business activities. On the facts known to the Directors there is no reason to suppose that any losses in excess of the deductibles under the Company's errors and omissions insurances will not be covered. Provision is only made to the extent that losses are expected to arise. On 1 October 2020, the Errors and Omissions provision was transferred to Tysers Insurance Brokers Limited under the business transfer agreement.

Dilapidations

The dilapidation provision relates to contractual obligations of the Company on surrender of the property lease to reinstate the premises to the same state and condition as before occupancy. This amount is unlikely to be settled prior to the end of the lease in September 2031.

Onerous lease provision

The Company provides for the cost of its operating property leases under contracts which have been abandoned. Any adjustment to this is expensed to the Statement of Comprehensive Income

Notes to the financial statements

For the year ended 31 December 2020

21. Post-employment benefits

Prior to 1 October 2020, the Company operated a pension scheme ("the Scheme") which, since 1 August 2002, provided defined benefit and defined contribution benefits. Until 25th January 2001 the Company participated in the Robert Fleming Group Pension Scheme ("RFGPS"), which provided defined benefit and defined contribution benefits. Some members of the Scheme retain a deferred pension entitlement within the RFGPS, based on their service prior to, and salary in the year to, 25th January 2001, but have been granted continuous service within the Scheme. The Company has no additional liability to RFGPS. The Company subsequently ceased contributions to the Scheme with effect from 1st December 2009.

On 1 October 2020, the pension scheme was transferred to Tysers Insurance Brokers Limited as further explained in Note 12 to these financial statements. The scheme was transferred at the value as at 31 December 2020. Any movements arising from a change in actuarial assumptions and interest costs were charged to Other Comprehensive Income and Profit and Loss Account of the Company.

The amount recognised in the Statement of Financial Position is as follows:

	Note	31 Dec 2020 £'000	31 Dec 2019 £'000
Defined benefit scheme liability	21(a)	-	7,980
Defined contribution scheme liability	21(b)	-	117
		<u>-</u>	<u>8,097</u>

The amount recognised in the profit and loss account is as follows:

	Note	31 Dec 2020 £'000	31 Dec 2019 £'000
Defined benefit scheme			
- Current service cost	21(a)	-	-
- Past service cost		-	-
Defined contribution scheme	21(b)	<u>796</u>	<u>1,029</u>
Total charge in operating profit		<u>796</u>	<u>1,029</u>
Defined benefit scheme			
- Net interest expense		<u>155</u>	<u>237</u>
Total Charge		<u>951</u>	<u>1,266</u>

The measurement of pension scheme liabilities recognised in other comprehensive income in the year is £3,079k loss (2019: £455k gain).

Notes to the financial statements

For the year ended 31 December 2020

21. Post-employment benefits (continued)

a. Defined benefit scheme

The assets of the Scheme are held separately from those of the Company in a trust fund. Contributions to the fund were determined on the basis of triennial valuations by an independent qualified actuary employed by KPMG LLP. A comprehensive actuarial valuation was carried out by a qualified independent actuary as at 1 January 2019. Each year thereafter roll-forward calculations are performed.

Adjustments to the valuation at that date have been made based on the following assumptions:

	2020 % per annum	2019 % per annum
Key assumptions		
Rate of increase in salaries	2.00	1.95
Discount rate	1.35	2.05
RPI Inflation assumption	3.00	2.95
CPI inflation assumption	2.30	2.05
Limited Price Indexation Pension increases (maximum 5.0% p.a.)	2.95	2.90
Limited Price Indexation Pension increases (maximum 3.5% p.a.)	2.65	2.60

The underlying mortality assumptions used, based upon the SAPS S2 tables, were as follows:

	2020	2019
Longevity at age 65 for current pensioners	21.1	20.9
Longevity at age 65 for future pensioners	23.2	23.1

Reconciliation of scheme assets and liabilities:

	Assets £'000	Liabilities £'000	Total £'000
At 1 January 2020	22,202	(30,182)	(7,980)
Benefits paid	(638)	638	-
Employer contributions	1,000	-	1,000
Experience gains / (losses) on liabilities	-	-	-
Interest Income / (expense)	458	(613)	(155)
Remeasurement (losses) / gains			
- Actuarial losses	-	-	-
- Return on plan assets excluding interest income	2,106	(5,185)	(3,079)
At 31 December 2020	25,128	(35,342)	(10,214)
Related deferred tax asset	(4,774)	6,715	1,941
Present value of Scheme liabilities at end of year	20,354	(28,627)	(8,273)
Funding level			59%

Notes to the financial statements

For the year ended 31 December 2020

21. Post-employment benefits (continued)

a. Defined benefit scheme (continued)

Total cost recognised as an expense:

	31 Dec 2020 £'000	31 Dec 2019 £'000
Interest cost	(155)	(237)
Total charge	(155)	(237)

The fair value of the plan assets was:

	31 Dec 2020 £'000	31 Dec 2019 £'000
Equities and Absolute Return Funds, including derivatives	12,563	12,086
Bonds	5,997	6,098
Liability Driven Instruments	5,498	3,711
Cash and cash equivalents	980	307
	25,128	22,202

No further regular contributions are being made to the scheme, other than deficit funding. During the year, the Company paid £1m to the pension scheme prior to the transfer of the scheme to Tysers Insurance Brokers Limited on 1 October 2020. Deficit contributions are currently scheduled to continue under the scheme at £1,250k per annum until March 2027 which will be borne by Tysers Insurance Brokers Limited.

Sensitivity of the defined benefit obligation to changes in the principal actuarial assumptions:

	31 Dec 2020 £'000	31 Dec 2019 £'000
0.25% increase in the discount rate	(1,831)	(1,531)
0.25% increase in price of inflation (and associated assumptions)	1,592	1,446
1 year increase in life expectancy at age 65	1,641	892

b. Defined contribution scheme

Following the closure of the defined benefit scheme to new entrants, the Company provided a defined contribution scheme for its employees, until the transfer of the business assets and liabilities on 1 October 2020 to Tysers Insurance Brokers Limited.

The amount recognised as an expense for the defined contribution scheme was:

	31 Dec 2020 £'000	31 Dec 2019 £'000
Current year contributions	796	1,029

Notes to the financial statements

For the year ended 31 December 2020

22. Financial Instruments

Derivative financial instruments – Forward contracts

In 2019, the Company entered into forward currency contracts to mitigate the exchange rate risk arising on future currency receivables. At 31 December 2019, the outstanding forward contracts matured with value dates between January 2020 and December 2021, which was in line with the expected future cash flows being hedged.

The Company policy was to hedge forward a proportion of its expected USD and EUR income for the next twelve months and a further proportion of its expected income for the following twelve months (month thirteen to twenty-four). The Company recognised a FX Hedge Reserve and a FX Derivative asset / liability on its balance sheet for any outstanding forward exchange contracts by comparing the future sales at contract value and at the year-end rate for USD and EUR. Any gains or losses on the forward exchange contracts are recognised in the profit and loss upon the crystallisation of the contract.

On 1 October 2020, these contracts were transferred to Tysers Insurance Brokers Limited as part of the transfer of business. As a result, these financial instruments were disposed of, thus crystallising the net asset position and recycling the hedge reserve into the profit and loss account.

The outstanding forward exchange contract as at 31 December 2019 were as follows:

	Contract Value 31 Dec 2019 £'000	Fair Value 31 Dec 2019 £'000
Contracts to sell USD 31m	23,601	23,259
Contracts to sell EUR 6.25m	5,585	5,532
	<u>29,186</u>	<u>28,611</u>

Fair value is the amount for which an asset could be exchanged, or a liability settled, between knowledgeable parties in an arm's length transaction. The Company measures fair values using the following fair value hierarchy that reflects the significance of the inputs used in making the measurements:

- (i) Level 1: Quoted market price: financial instruments with quoted prices for identical instruments in active markets.
- (ii) Level 2: Valuation technique using observable inputs: financial instruments with quoted prices for similar instruments in active markets and financial instruments valued using models where all significant inputs are observable.
- (iii) Level 3: Valuation technique with significant unobservable inputs: financial instruments valued using models where one or more significant inputs are unobservable.

The forward currency contracts are level 2 financial instruments measured at fair value which is determined using market observable forward rates (in line with FRS 102 s12). The key assumptions used in valuing the derivatives are the forward exchange rates for GBP:USD and GBP:EUR.

Notes to the financial statements

For the year ended 31 December 2020

23. Called up share capital

	Authorised		Alloted, called up and fully paid	
	31 Dec 2020	31 Dec 2019	31 Dec 2020	31 Dec 2019
Ordinary shares of £0.00000005 each (2019: 25p each)	£1.00	£5,000,000	£1.00	£5,000,000
Number of shares	20,000,000	20,000,000	20,000,000	20,000,000

The share premium reserve and the capital redemption reserve were reduced to nil, and the paid up share capital of the Company was reduced to £1 during the year following the acquisition of Risk Transfer Group Limited and its subsidiaries by Integro Insurance Brokers Holdings Limited.

Share premium as at 31 December 2019 (£3,775k) represents the amount paid above the nominal value of the ordinary shares in the Company.

The capital redemption reserve as at 31 December 2019 (£1,491k) is due to a share buy back in January 2001 by the Company from a previous shareholder, Robert Fleming Holdings Limited.

24. Contingent Liabilities

In 2019 and until the transfer of trade on 1 October 2020, the Company participated in the Griffin Insurance Association Insurance Mutual. The Mutual operated purely on participant funding and therefore the Company could potentially be liable for shares of any deficit should claims reach a sufficient level. In 2020 and 2019, in the view of the Directors, the likelihood of such an event occurring was not sufficient to warrant provision within these financial statements. Any such provision would only be quantifiable once a deficit in the Mutual was notified. As at the signing date of these accounts, the Directors were not aware of any claims within the Mutual sufficient to warrant such notification.

25. Controlling parties

The immediate parent undertaking is RFIB Holdings Limited, a company incorporated in England and Wales.

On 2 January 2020, the ultimate parent undertaking and ultimate controlling party became Integro Group Holdings LP, a partnership incorporated in the United States of America, following the acquisition of Risk Transfer Group Limited by Integro Insurance Brokers Holdings Limited.

The largest and smallest group of which the Company is a member and for which group accounts are drawn up is that of Integro Group Holdings LP, whose registered office is 590 Madison Avenue 39th Floor, New York, NY 10022.

26. Related party transactions

The Company is exempt from disclosing related party transactions as they are with other companies wholly owned within the group.

Notes to the financial statements

For the year ended 31 December 2020

27. Post balance sheet events

a. Application to Cancel Authorising

On 22 June 2021, the Company applied to cancel its authorisation with the Financial Conduct Authority for regulated activities. The application was approved, effective from 17 November 2021.

b. Corporation tax rate

On 3 March 2021, it was announced that the UK corporation tax rate will increase from nineteen percent to twenty five percent from 1 April 2023. This was substantively enacted on 24 May 2021. Deferred tax balances as of 31 December 2020 continue to be measured at a rate of nineteen percent as this was the substantively enacted rate at that date.

c. Sale of RFIB Hong Kong Limited

In March 2021, the Company sold its investment in RFIB Hong Kong Limited for a total consideration of HKD400,000.

d. Dissolution of Investments

In March 2021, RFIB (UK) Limited, London and Overseas Reinsurance Intermediaries Limited and RFIB Marine Limited and George Yard Run-Off Limited were dissolved.