Registered Number: 01741892 England

SWINTON (HOLDINGS) LIMITED

Annual Report and Financial Statements

FOR THE YEAR ENDED 31 DECEMBER 2019

Contents

DIRECTORS:	C D Ball I J Donaldson
COMPANY SECRETARY:	D Clarke
REGISTERED OFFICE:	Embankment West Tower 101 Cathedral Approach Salford M3 7FB
INDEPENDENT AUDITORS:	Deloitte LLP Statutory Auditors 2 Hardman Street Manchester M3 3HF
BANKERS:	Lloyds Bank plc City Office 11-15 Monument Street London EC2V 9JA
COMPANY NUMBER:	01741892 England

REVIEW OF PERFORMANCE

The principal activity of the Company is that of an intermediate holding company and will continue to support the wider group's strategic plan.

The Company has not traded during the year but accrues interest payable and receivable on intercompany loans. Key financial and other performance indicators during the year were as follows:

	2019 £'000	2018 £'000
Interest receivable	184	170
Interest payable	(1,252)	(1,314)
Loss for the financial year	(865)	(1,144)
Total equity	125,923	126,788

Given the nature of the business, the directors are of the opinion that the above represent the key KPIs required to gain an understanding of the development, performance and position of the business.

The company continues to hold investments in Swinton Group Limited and Swinton Properties Limited. Swinton Group Limited is an insurance intermediary that offers a range of insurance products from a panel of UK insurers. Swinton Group Limited performed strongly in 2019, with operating profit of £17.5m (2018: loss of £29.9m) and net assets of £156.1m (2018: £139.0m). Swinton Properties Limited is a property management company that held 8 properties at the reporting date and has net assets of £17.8m.

PRINCIPAL RISKS AND UNCERTAINTIES

The principal risks and uncertainty facing the Company is the successful performance of the trading subsidiary company, Swinton Group Limited

The Company, together with Ardonagh Group, have considered the consequences and ramifications of the Covid-19 pandemic. Business Continuity Plans are in place across each of the operating segments, with measures to manage employee absences, access to the wider network of all offices, the efficiency and stability of the Company's infrastructure and the ability for home working for a significant portion of our employee base. Leadership teams and working groups led by senior managers are in place to support operational resilience and are taking common-sense precautions with a view to ensuring the wellbeing of colleagues. We continue to review this approach on a daily basis in line with latest global developments and government guidance. Insurance broking is a resilient and defensive market, which has historically had limited impact from past economic or capital market downturns. As a Group, Ardonagh is highly diversified and not materially exposed to a single carrier, customer or market sector.

The Company and its subsidiary companies have sufficient liquidity to withstand a period of potential poor trading resulting from a sustained impact of Covid-19 and closely monitors available liquidity on an ongoing basis. The Company's subsidiary companies are forecast to remain profitable during this time.

The Strategic Report was approved by Order of the Board

C D Ball
Director
10 September 2020

The directors submit their report and the audited financial statements of the Company for the year ended 31 December 2019.

RESULTS, DIVIDEND AND FUTURE DEVELOPMENTS

The results for the financial year are set out in the statement of comprehensive income on page 8. The directors declared and paid dividends of £Nil in the year (2018: £Nil). The directors do not recommend any final dividend for 2019 (2018: £nil).

The Company continues to act as an intermediate holding company of Swinton Group Limited and Swinton Properties Limited. As discussed in the Strategic Report, the companies have sufficient liquidity to withstand a period of potential poor trading resulting from a sustained impact of Covid-19 and closely monitors available liquidity on an ongoing basis. The companies are forecast to remain profitable during this time.

GOING CONCERN

Despite having net current liabilities at the reporting date, following work undertaken and enquiries made, the directors believe that the Company is well placed to manage the risks facing it and are satisfied that the Company, with the support of fellow group companies, has adequate resources for at least 12 months from the date of these financial statements. In reaching their view on the preparation of the Company's financial statements on a going concern basis, the directors have considered the letter of support provided by Ardonagh Midco 3 Plc.

Accordingly, they continue to adopt the going concern basis in preparing the annual report and financial statements (see note 4b).

DIRECTORS

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

C D Ball	
J Deakin	(resigned 30 December 2019)
I J Donaldson	(appointed 31 December 2019)
S S Kennedy	(resigned 30 December 2019)

DIRECTORS' QUALIFYING THIRD PARTY INDEMNITY PROVISIONS

Insurance has been purchased to indemnify the Company's directors against liability in respect of proceedings brought by third parties, against them in their capacity as a director, subject to the conditions set out in the Companies Act 2006. Such qualifying third party indemnity provision was in place during the financial year and remained in force as at the date of approving the report of the directors.

STATEMENT OF DIRECTORS' RESPONSIBILITIES

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland". Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and 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 judgments and accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

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

Directors' confirmations

In the case of each director in office at the date the Directors' Report is approved:

- so far as the director is aware, there is no relevant audit information of which the company's auditors are unaware; and
- they have taken all the steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information.

INDEPENDENT AUDITORS

The auditors, Deloitte LLP, have indicated their willingness to continue in office, and are deemed to be reappointed under section 487(2) of the Companies Act 2006.

The Directors' Report was approved by Order of the Board

C D Ball
Director
10 September 2020

Independent auditors' report to the members of Swinton Holdings Limited

Report on the audit of the financial statements

Opinion
In our opinion the financial statements of Swinton (Holdings) Limited (the 'company'):

- give a true and fair view of the state of the company's affairs as at 31 December 2019 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland"; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements which comprise:

- the statement of comprehensive income;
- the statement of financial position;
- the statement of changes in equity; and
- the related notes 1 to 19.

The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).

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 Financial Reporting Council's (the 'FRC's') Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern
We are required by ISAs (UK) to report in respect of the following matters where:

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

We have nothing to report in respect of these matters.

Other information
The directors are responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

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

We have nothing to report in respect of these matters.

Responsibilities of directors
As explained more fully in the directors' responsibilities statement, 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.

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

Report on other legal and regulatory requirements

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 the directors' report have been prepared in accordance with applicable legal requirements.

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 any material misstatements in the strategic report or the directors' report.

Matters on which we are required to report by exception
Under the Companies Act 2006 we are required to report in respect of the following matters 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.

We have nothing to report in respect of these matters.

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.

David Heaton

David Heaton (Senior statutory auditor)
For and on behalf of Deloitte LLP
Statutory Auditor
Manchester
10 September 2020

	Note	2019 £'000	2018 £'000
Interest receivable from subsidiary undertaking		184	170
Interest payable to subsidiary undertaking		(1,252)	(1,314)
LOSS BEFORE TAXATION		(1,068)	(1,144)
Tax on loss	7	203	-
LOSS FOR THE FINANCIAL YEAR		(865)	(1,144)

All results relate to continuing operations.

	Note	2019 £'000	2018 £'000
FIXED ASSETS			
Investments	8	199,178	199,178
		199,178	199,178
CURRENT ASSETS			
Debtors	9	10,804	10,419
		10,804	10,419
CREDITORS: Amounts falling due within one year	10	(84,059)	(82,809)
NET CURRENT LIABILITIES		(73,255)	(72,390)
NET ASSETS		125,923	126,788
CAPITAL AND RESERVES			
Called up share capital	12	23,059	23,059
Other reserves	13	105,252	105,252
Retained losses		(2,388)	(1,523)
TOTAL EQUITY		125,923	126,788

The notes on pages 11 to 19 are an integral part of these financial statements.

The financial statements on pages 8 to 19 were approved by the Board of Directors on 10 September 2020 and signed on their behalf by:

C D Ball - Director
Company Number: : 01741892

	Called up share capital	Other reserves (note 13)	Retained earnings	Total equity
	£'000	£'000	£'000	£'000
Balances as at 1 January 2018	23,059	105,252	(379)	127,932
Loss for the financial year	-	-	(1,144)	(1,144)
Total comprehensive losses for the year	-	-	(1,144)	(1,144)
Balance as at 31 December 2018	23,059	105,252	(1,523)	126,788

	Called up share capital	Other reserves (note 13)	Retained earnings	Total equity
	£'000	£'000	£'000	£'000
Balances as at 1 January 2019	23,059	105,252	(1,523)	126,788
Loss for the financial year	-	-	(865)	(865)
Total comprehensive losses for the year	-	-	(865)	(865)
Balance as at 31 December 2019	23,059	105,252	(2,388)	125,923

1) GENERAL INFORMATION

The company is a private company limited by shares and is incorporated in England. The address of its registered office is Embankment West Tower, 101 Cathedral Approach, Salford, M3 7FB.

2) STATEMENT OF COMPLIANCE

The financial statements of Swinton (Holdings) Limited have been prepared in compliance with United Kingdom Accounting Standards, including the Financial Reporting Standard 102, "The Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland" ("FRS 102"), 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 to all the years presented, unless otherwise stated.

4) STATEMENT OF ACCOUNTING POLICIES

A summary of the principal accounting policies, which have been applied consistently throughout the year, is set out below:

a) Basis of Preparation

These financial statements are prepared on a going concern basis, under the historical cost convention.

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 5.

The directors have considered the guidance of the UK Financial Reporting Council and events relating to the spread of coronavirus (Covid-19) and have treated this as a non-adjusting subsequent event in these financial statements, see note 17.

b) Going concern

As shown in account note 31, the Company is a member of a group ("the Group") of which The Ardonagh Group Limited ("TAGL") is the ultimate parent company and the highest level at which results are consolidated.

The financial statements of the Company set out on pages 8 to 19 have been prepared on a going concern basis. At 31 December 2019, the Company had net assets of £125.9m (31 December 2018: £126.8m) . The Company, as expected, has net current liabilities at the reporting date.

As further described in post balance sheet events note (note 17), on 14th July 2020, the Group issued new borrowings, which it used to repay its existing borrowings and to fund acquisitions. The Directors' going concern assessment takes into account these new financing arrangements and latest forecasts for the enlarged group.

The Directors consider the going concern basis to be appropriate following their assessment of the Company's financial position and its ability to meet its obligations as and when they fall due. In making the going concern assessment the Directors have taken into account the following:

- The current capital structure and liquidity of the Company and the Group, as well as the assessment that the Group continues to be a going concern.

4) STATEMENT OF ACCOUNTING POLICIES (CONTINUED

b) Going concern (continued)

- The Group manages its cash and funding requirements on a Group-wide basis.
- The source of funding of the Group includes £1.975 billion of debt in the form of $500m (£400m) of Senior Unsecured Notes and £1.575 billion of private borrowings with maturity dates of 6.5 years and 6 years respectively. The guarantor obligations are joint and several obligations of all of the guarantors and this means that when there is a requirement to repay the borrowed funds, the lender may also call upon the guarantors as a whole, as well as each of them severally, to do so.
- The principal risks facing the Company and the Group, including the potential financial and operational impacts of covid-19, and its systems of risk management and internal control.
- The Group has assessed that it has sufficient liquidity to withstand a period of potential poor trading resulting from a sustained impact of Covid-19. The Group had available liquidity of £181.7m at 31 December 2019 and closely monitors available liquidity on an ongoing basis.
- The Group is largely insulated from currency FX volatility.
- The Group has access to a Revolving Credit Facility ("the Group's RCF"). The Group's RCF facility capacity is £191.5m that is undrawn.

Key stress scenarios that TAGL considered as part of its 2019 Going Concern assessment include cumulative stresses to the Group's base plan of a net reduction in cashflow of over £100m in 2020 and further reductions in 2021. TAGL's 2019 Going Concern stress testing indicated that revenues would need to decline by up to 30% compared to base case in the 7 quarters from Q2 2020, offset by certain discretionary cost cuts and headcount reductions but assuming that the cost base does not reduce at the same speed as revenue to reach the Group's liquidity limits. The Directors of TAGL considered these stress conditions to be a remote scenario.

Further details can be found in the 2019 Annual Report and Financial Statements of The Ardonagh Group Ltd, which is published on its website.

The Directors of the Company have also considered the wider operational consequences and ramifications of the Covid-19 pandemic. Business Continuity Plans are in place across the Company's offices, with measures to manage employee absences, access to other offices, the efficiency and stability of the Company's infrastructure and the ability for home working for a significant portion of the employee base. Leadership teams and working groups led by senior managers are in place to support operational resilience and are taking common-sense precautions with a view to ensuring the wellbeing of colleagues. We continue to review this approach on a daily basis in line with latest global developments and government guidance.

Insurance broking is a resilient and defensive market, which has historically had limited impact from past economic or capital market downturns.

Following the assessment of the Company's ability to meet its obligations as and when they fall due and the Group's financial position and liquidity, including the potential financial implications of the Covid-19 pandemic included in Group stress tests, and the wider operational consequences and ramifications of the pandemic, the Directors are not aware of any material uncertainties that cast significant doubt on the Company's ability to continue as a going concern.

c) Exemptions for qualifying entities under FRS 102

FRS 102 allows a qualifying entity certain disclosure exemptions, subject to certain conditions, which have been complied with.

The Company has taken advantage of the following exemption:

i) From preparing a statement of cash flows on the basis that it is a qualifying entity and its ultimate parent company, The Ardonagh Group Limited, includes the company's cash flows in its own consolidated financial statements.

5) STATEMENT OF ACCOUNTING POLICIES (CONTINUED)

d) Taxation

The charge for current tax is based on the results for the period after making allowance for non-assessable or disallowable items. It is calculated using rates of tax that have been enacted at the balance sheet date.

Deferred tax arises from timing differences that are differences between taxable profits and total comprehensive income as stated in the financial statements. These timing differences arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in financial statements.

Deferred tax is recognised on all timing differences at the reporting date except for certain exceptions. Unrelieved tax losses and other deferred tax assets are only recognised when it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

Deferred tax is measured using tax rates and laws that have been enacted or substantively enacted by the period end and that are expected to apply to the reversal of the timing difference. Deferred tax relating to investment properties is measured using the tax rates and allowances that apply to the sale of the asset.

e) Investments

Investments are valued at cost less any provision for impairment.

f) Financial instruments

The company has chosen to adopt the Sections 11 and 12 of FRS 102 in respect of financial instruments.

i) Financial assets

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

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

If there is a decrease in the impairment loss arising from an event occurring after the impairment was recognised the impairment is reversed. The reversal is such that the current carrying amount does not exceed what the carrying amount would have been had the impairment not previously been recognised. The impairment reversal is recognised in profit or loss.

Financial assets are derecognised when (a) the contractual rights to the cash flows from the asset expire or are settled, or (b) substantially all the risks and rewards of the ownership of the asset are transferred to another party or (c) control of the asset has been transferred to another party who has the practical ability to unilaterally sell the asset to an unrelated third party without imposing additional restrictions.

ii) Financial liabilities

Basic financial liabilities, including trade and other payables, bank loans and loans from fellow group companies 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.

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

4) STATEMENT OF ACCOUNTING POLICIES (CONTINUED)

g) Share capital

Ordinary shares are included in equity. Other instruments are classified as liabilities if they contain an obligation to transfer economic benefits and if not they are included in shareholders' funds. The finance cost recognised in the statement of comprehensive income in respect of capital instruments other than equity shares is allocated to periods over the term of the instrument at a constant rate on the carrying amount.

h) Distributions to equity holders

Dividends and other distributions to 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.

i) Related party transactions

The Company discloses transactions with related parties which are not wholly owned with the same group. It does not disclose transactions with members of the same group that are wholly owned.

5) 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.

a) No critical judgements are made in applying the entity's accounting policies.

b) Critical accounting estimates and assumptions

i) Impairment of investments

The Company considers whether investments are impaired. Where an indication of impairment is identified, the estimation of recoverable value requires estimation of the recoverable value of the cash generating units. This requires key estimations of future cash flows and appropriate discount rates.

6) DIRECTORS AND EMPLOYEE INFORMATION

The directors did not receive any remuneration in respect of their services to the Company during the year (2018: £Nil).

The Company had no employees in the year (2018: Nil).

7) TAX ON LOSS

(a) Tax credit included in profit or loss

	2019 £'000	2018 £'000
Current tax:		
UK corporation tax at 19% (2018: 19%)	(203)	-
Total current tax (see note 7(b))	(203)	-

(b) Reconciliation of tax credit for the year:

	2019 £'000	2018 £'000
Loss before taxation	(1,068)	(1,142)
Loss before taxation multiplied by standard tax rate in the UK of 19% (2018: 19%)	(203)	(217)
- Losses to be transferred from Group companies	-	217
Total tax credit for the year	(203)	-

(c) Factors affecting current and future tax charges

Finance Bill 2016 enacted provisions to reduce the main rate of UK corporation tax to 17% from 1 April 2020. However, in the March 2020 Budget it was announced that the reduction in the UK rate to 17% will now not occur and the Corporation Tax Rate will be held at 19%.

8) INVESTMENTS

Investments in subsidiary undertakings at cost:	£'000	£'000
At 1 January 2019 and 31 December 2019	199,178	199,178

The directors believe that the carrying value of the investments is supported by their underlying net assets and net present value of expected future cashflows.

Details of subsidiary undertakings at 31 December 2019 are shown in note 18.

9) DEBTORS

	2019 £'000	2018 £'000
Amounts owed by subsidiary undertakings	10,602	10,419
Amounts owed by a parent undertaking	202	-
	10,804	10,419

Amounts owed by subsidiary and parent undertakings are unsecured, have no fixed date of repayment and are repayable on demand. Interest is charged on the amounts owed by subsidiary undertakings. The amounts owed by a parent undertaking are interest free.

10) CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2019 £'000	2018 £'000
Amounts due to subsidiary undertaking	84,059	82,809

Amounts due to group undertaking are unsecured, have no fixed date of repayment and are repayable on demand. Interest is charged on the amounts due.

11) FINANCIAL INSTRUMENTS

The Company has the following financial instruments:

	2019 £'000	2018 £'000
Financial assets measured at amortised cost:		
- Amounts owed by subsidiary undertakings	10,602	10,419
- Amounts owed by a parent undertaking	202	-
	10,804	10,419
Financial liabilities measured at amortised cost:		
- Amounts due to parent undertaking	(84,059)	(82,809)
	(84,059)	(82,809)

12) CALLED UP SHARE CAPITAL

	2019 £'000	2018 £'000
Allotted, and fully paid		
Ordinary shares of £1 each	23,059	23,059

13) OTHER RESERVES

	Capital contribution reserve £'000	Special reserve £'000	Total £'000
At 1 January and 31 December 2019	30,613	74,639	105,252

The capital contribution reserve arose from capital contributions received from a former parent undertaking in relation to the acquisition of shares in connection with past share schemes. In respect of the special reserve, £12.1m arose when an application was made to the courts to transfer a share premium reserve to a special reserve . The remainder arose as a result of a non-distributable dividend received from a subsidiary undertaking.

14) RELATED PARTY TRANSACTIONS

The company is exempt from disclosing related party transactions with other Group companies that are wholly owned within the Group. There are no other related party transactions to disclose.

15) DIVIDENDS

	2019 £'000	2018 £'000
Equity dividends paid on ordinary shares of £1 each:		
Dividend of £Nil (2018: £Nil) per share	-	-

16) CONTINGENT LIABILITIES

The Company had no contingent liabilities at the reporting date.

17) POST BALANCE SHEET EVENTS

The Directors have considered the guidance of the UK Financial Reporting Council and events relating to the spread of coronavirus (Covid-19) and have treated this as a non-adjusting subsequent event in these financial statements.

On 14 July 2020, the Ardonagh Group issued new borrowings, which it used to repay its existing borrowings and to fund acquisitions. The existing borrowings included the existing senior secured notes and the revolving credit facility, the repayment of which released the Group from the associated security. The new borrowings include $500m senior unsecured notes, a senior secured term loan facility of £1,575m comprising £1,412.8m denominated in pound sterling and €180m denominated in euro and a £191.5m revolving credit facility that is not drawn at the date of this report. The Group completed the purchase of the entire issued share capital of Nevada 5 Topco Limited (an indirect parent of Arachas Topco Limited) on 14 July 2020, for a consideration of €135,781,781.51 cash. The Group also completed the purchase of the entire issued share capital of Nevada 4 Midco 1 Limited (the parent of Bravo Investment Holdings Limited) on 14 July 2020, for a consideration of £39,794,109.14 cash. The new borrowings will also be used to fund the acquisition of Bennetts Motorcycling Services Limited.

18) DETAILS OF SUBSIDIARY COMPANIES

Details of principal subsidiary undertakings, which are registered in England and Wales, are:

Name	**Principal Activity**	**Group interest in ordinary share capital %**
Swinton Group Limited	Insurance intermediary	100.0
Swinton Properties Limited	Property management	100.0
EIBL Management Limited	Dormant	*100.0
EIBL Limited	Dormant	*100.0
Rockford Group Limited	Dormant	100.0
Rockford Insurance Brokers Limited	Dormant	*100.0
Fairfield Insurance Services Limited	Dormant	100.0
Andinsure Limited	Dormant	100.0
Its4me Limited	Dormant	100.0
Colonnade Insurance Brokers	Dormant	*100.0
Walmsleys Insurance Brokers Limited	Dormant	100.0

* Indirect ownership

The registered office of the subsidiary undertakings is Embankment West Tower, 101 Cathedral Approach, Salford, M3 7FB.

19) ULTIMATE PARENT COMPANY & CONTROLLING PARTY

The Company's ultimate controlling party at 31 December 2019 is HPS Investment Partners LLC. The parent company of the largest group that prepares group financial statements at 31 December 2019 that consolidate the Company is The Ardonagh Group Limited (incorporated in Jersey, registered office address 3rd Floor, 44 Esplanade, St Helier, Jersey, JE4 9WG).

The parent company of the smallest group that prepares group financial statements at 31 December 2019 that consolidate the Company is Ardonagh Midco 3 plc (Incorporated in Great Britain, registered office address 1 Minster Court, London, EC3R 7AA). Financial statements for The Ardonagh Group Limited and Ardonagh Midco 3 plc are available on request from:

2 Minster Court
Mincing Lane
London
EC3R 7AA