Registered number: 5327434



CATLIN FINANCE (UK) LIMITED

ANNUAL REPORT YEAR ENDED 31 DECEMBER 2019

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COMPANY INFORMATION

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

DIRECTORS

Mark R. Cummings

Clynton J. Luttig

Craig Standen

COMPANY SECRETARY

Marie L. Rees

REGISTERED NUMBER

1. 05327434

REGISTERED OFFICE

20 Gracechurch Street

London

EC3V 0BG

INDEPENDENT AUDITORS

PricewaterhouseCoopers LLP

Chartered Accountants and Statutory Auditors

7 More London Riverside

London

SE1 2RT

DIRECTORS' REPORT YEAR ENDED 31 DECEMBER 2019

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

PRINCIPAL ACTIVITIES

The principal activity of Catlin Finance (UK) Limited ("the Company") is to act as a financing company. The Company is exposed to interest rate risk.

RESULTS AND DIVIDENDS

The results for the year and the state of the Company's position as at 31 December 2019 are shown in the financial statements. No interim dividend was paid and the directors do not propose to pay a final dividend (2018: £Nil).

DIRECTORS

Company directors who hold office at the date of this report are listed on page 1. Set out below are directors who were appointed during the financial year and up to the date of this report together with those who resigned since 1 January 2019:

Craig Standen	Appointed	17 December 2019
Mark R. Cummings	Appointed	18 May 2020
Juliet Phillips	Resigned	17 December 2019
Paul R. Bradbrook	Resigned	18 May 2020

COMPANY SECRETARY

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

INDEPENDENT AUDITORS

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

SIGNIFICANT EVENT

From December 2019 a Pandemic caused by COVID-19 virus has been spreading globally at an accelerated rate, resulting in various global economic impacts. Although the ultimate impact of the COVID-19 Pandemic spreading remains highly uncertain there have been no material impact on the Company as at 31 December 2019. The effects of the COVID-19 Pandemic could have a material adverse effect on the AXA XL division's and the Group's results, which cannot be estimated at this time. Although, it is in the early stages of assessment, the Company is monitoring potential impacts on its business including i) capital and solvency ii) liquidity iii) parental support and iv) the consequence from a macroeconomic condition and slowdown in the flow of people, goods and services. However, the Company has evaluated that these impacts will not affect its ability to remain a going concern.

DIRECTORS' REPORT (CONTINUED) YEAR ENDED 31 DECEMBER 2019

STATEMENT OF DIRECTORS' RESPONSIBILITIES

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

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

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

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

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

STATEMENT OF DISCLOSURE OF INFORMATION TO THE AUDITORS

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

- as far as each director is aware, there is no information relevant to the audit of the Company's financial statements for the year ended 31 December 2019 of which the auditors are unaware; and
- that each director has taken all the steps that ought to have been taken as a director in order to make him/ herself aware of any, relevant audit information and to establish that the Company's auditors are aware of that information.

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

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

Clynton J. Luttig

Director

31 July 2020

Independent auditors' report to the members of Catlin Finance (UK) Limited Report on the audit of the financial statements

Opinion

In our opinion, Catlin Finance (UK) Limited's financial statements:

- 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 (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual Report, which comprise: the statement of financial position as at 31 December 2019; the statement of profit or loss, the statement of changes in equity for the year then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

Basis for opinion

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

Independence

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

Conclusions relating to going concern

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

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the 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.

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.

Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If we identify an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report based on these responsibilities.

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

Based on the responsibilities described above and our work undertaken in the course of the audit, ISAs (UK) require us also to report certain opinions and matters as described below.

Independent auditors' report to the members of Catlin Finance (UK) Limited (Continued) Reporting on other information (Continued)

Directors' Report

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In our opinion, based on the work undertaken in the course of the audit, the information given in the Directors' Report for the year ended 31 December 2019 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

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

Responsibilities for the financial statements and the audit

Responsibilities of the directors for the financial statements

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

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditors' responsibilities for the audit of the financial statements

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

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 auditors' report.

Use of this report

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

Other required reporting

Companies Act 2006 exception reporting

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

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

We have no exceptions to report arising from this responsibility.

Entitlement to exemptions

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

Andrew Moore (Senior Statutory Auditor)

for and on behalf of PricewaterhouseCoopers LLP Chartered Accountants and Statutory Auditors

London 31 July 2020

STATEMENT OF PROFIT OR LOSS FOR THE YEAR ENDED 31 DECEMBER 2019

		2019	2018
	Note	£	£
Administrative (expense)/income	_	(10,183)	7,115
OPERATING (LOSS)/PROFIT	2	(10,183)	7,115
Interest receivable and similar income	4	22,918,659	26,701,203
Interest payable and similar expenses	5	(23,154,369)	(26,925,012)
LOSS BEFORE TAXATION	•	(245,893)	(216,694)
Tax on Loss	6	41,172	(6)
LOSS FOR THE FINANCIAL YEAR		(204,721)	(216,700)

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 DECEMBER 2019

	Called up share capital	Share premium account	Profit and loss account	Total Shareholder's funds
	£	£	£	3
Balance as at 1 January 2018	306	30,464,695	(5,339,401)	25,125,600
Loss for the financial year)		(216,700)	(216,700)
Balance as at 31 December 2018	306	30,464,695	(5,556,101)	24,908,900
) Loss for the financial year	- .	+ 1 .1 —	(204,721)	(204,721)
Balance as at 31 December 2019	306	30,464,695	(5,760,822)	24,704,179

STATEMENT OF FINANCIAL POSITION AS AT 31 DECEMBER 2019

	Note	2019 £	2018 £
FIXED ASSETS	Note		*
Investments	7	40,620,119	414,488,677
CURRENT ASSETS			
Debtors ;	8	45,346	38,810
Cash and cash equivalents		2,150,647	2,124,621
NET CURRENT ASSETS		2,195,993	2,163,431
TOTAL ASSETS		42,816,112	416,652,108
CREDITORS: amounts falling due after more than one year	9	(18,111,933)	(391,743,208)
NET ASSETS		24,704,179	24,908,900
CAPITAL AND RESERVES			
Called up share capital	10	306	306
Share premium account		30,464,695	30,464,695
Profit and loss account		(5,760,822)	(5,556,101)
TOTAL SHAREHOLDER'S FUNDS		24,704,179	24,908,900

The financial statements on pages 6 to 13 were approved by the Board of Directors and signed on its behalf by:

Clynton J. Luttig

Director 31 July 2020

NOTES TO THE FINANCIAL STATEMENTS YEAR ENDED 31 DECEMBER 2019

1 ACCOUNTING POLICIES

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1.1 Basis of preparation of financial statements

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

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

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

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

1.2 Exemption from preparing Cash Flow statement

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

1.3 Exemption from disclosing related party transactions

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

1.4 Interest

Interest income and charges are accrued up to the Statement of financial position date.

1.5 Investments

Investments held as fixed assets are shown at cost less provision for impairment.

1.6 Foreign currencies

The Company's financial statements are presented in pound sterling which is the same as its functional currency. Monetary assets and liabilities denominated in foreign currencies are translated into sterling at rates of exchange ruling at the balance sheet date. Non monetary assets and liabilities denominated in foreign currencies are translated into sterling at rates of exchange ruling at the time of the original transactions and are not re translated at each year end. Transactions in foreign currencies are translated into sterling at the previous month's closing rates as a proxy for the transactional rates. Exchange gains and losses are recognised in the Statement of profit or loss.

1.7 Inter company loans

The Inter Company loans payable and receivable are initially measured at fair value representing the transaction price and is subsequently measured at amortised cost using the effective interest method.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) YEAR ENDED 31 DECEMBER 2019

1 ACCOUNTING POLICIES (CONTINUED)

1.8 Cash and cash equivalents

Cash and cash equivalents consist of cash held at bank, cash in hand, deposits held at call with banks and other short term highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value. These investments have less than three months' maturity from the date of acquisition. Cash and cash equivalents are measured at fair value through the statement of profit or loss account.

1.9 Taxation

Taxation expense for the period comprises current and deferred tax recognised in the year. Tax is recognised in the statement of profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, tax is also recognised in other comprehensive income or directly in equity, respectively.

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

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 the financial statements. Deferred tax is recognised on all timing differences at the reporting date. 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 year end and that are expected to apply to the reversal of the timing difference.

2 OPERATING LOSS / (PROFIT)

The operating loss / (profit) is stated after charging / (crediting) the following:

) •	4	2019	2018
}		£	£
Foreign exchange loss / (gain)		4,289	(7,668)

The auditors' remuneration for the year of £4,520 (2018: £1,078) has been borne by another group company, XL Catlin Services SE.

3 STAFF COSTS

The Company has no employees (2018: none).

The Company incurred no staff costs during the year (2018: £nil).

The directors did not receive any emoluments in respect of their services to the Company (2018: £nil).

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) YEAR ENDED 31 DECEMBER 2019

4 INTEREST RECEIVABLE AND SIMILAR INCOME

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	2019	2018
	£	£
Interest receivable from group companies	22,918,659	26,701,203

Interest receivables consists of £22,917,086 (2018: £26,700,420) relating to the Eurobond loan of \$475 million (closed on 21 October 2019) made to Catlin (North American) holdings Limited.

5 INTEREST PAYABLE AND SIMILAR EXPENSES

	2019	2018
	£	£
Interest payable to group companies	23,154,369	26,925,012

Interest payable consists of £22,917,086 (2018: £26,700,420) relating to interest payable on the Eurobond loan notes of \$475 million (closed on 21 October 2019) issued to Catlin Insurance Company Limited, Bermuda (on 31 December 2019 Catlin Insurance Company Limited, Bermuda was liquidated and merged with XL Bermuda Limited, Bermuda) and £237,283 (2018: £224,592) on loan notes issued to Catlin Holdings (UK) Limited.

6 TAX ON LOSS

a) Tax (credit) / expense included in profit or loss

	2019	2018
	£	£
Adjustments in respect of prior periods	(41,172)	6
Total current tax (benefit) / charge	(41,172)	6

b) Reconciliation of tax (benefit) / charge

Tax assessed for the year is higher than (2018: same as) the standard rate of corporation tax in the UK for the year ended 31 December 2019 of 19% (2018: 19%). The differences are explained below:

	2019 £	2018 £
Loss on ordinary activities before tax	(245,893)	(216,694)
Loss multiplied by the standard rate of tax in the UK of 19% (2018: 19%)	(46,719)	(41,172)
Effects of:		
Deferred tax not recognised	46,719	41,172
Adjustments to tax charge in respect of prior years	(41,172)	6.
Tax (benefit) / charge for the year	(41,172)	6

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) YEAR ENDED 31 DECEMBER 2019

6 TAX ON LOSS (Continued)

c) Tax rate changes

The standard rate of UK corporation tax is 19% (2018: 19%). In the 2020 Spring Budget it was announced that the previously enacted rate reduction to 17%, which was scheduled to be effective from 1 April 2020, will no longer go ahead and will remain at 19%.

d) Deferred Tax

There are unused tax losses of £246,000 (2018: £217,000). The Company had no deferred tax provision at 31 December 2019 (2018: £nil)

7 INVESTMENTS

))	Investment in group undertaking £	Loan to group undertaking £	Total £
Carrying value			
At 1 January 2019	40,620,119	373,868,558	414,488,677
Loan settlement	.	(373,868,558)	(373,868,558)
At 31 December 2019	40,620,119		40,620,119

Investment in group undertaking

This represents 30,465 "A" Cumulative Preference Shares and 10,155 "B" Non-Cumulative Preference Shares in Catlin Insurance Company (UK) Holdings Limited, which has the same parent undertaking.

The directors confirm that the carrying value of the investments is supported by their underlying net assets.

Loan to group undertaking

This represents amounts owed by Catlin (North American) Holdings Limited, a fellow group undertaking. The loan arises from a US\$475,000,000 Eurobond issued to Catlin Insurance Company Limited, Bermuda (on 31 December 2019 Catlin Insurance Company Limited, Bermuda was liquidated and merged with XL Bermuda Limited, Bermuda) in June 2007 which was listed in the Cayman Islands stock exchange. The notes bear interest at 7.6% payable semi-annually in arrears and may be redeemed, in whole or in part, at the option of the issuer at any time after 10 years, subject to a maximum term of 49 years. On 21 October 2019 this loan was settled with interest.

8 DEBTORS

	2019	2018
	£	£
Amounts owed by group undertakings	4,174	4,174
Corporation tax recoverable	41,172	34,636
	45,346	38,810

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

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) YEAR ENDED 31 DECEMBER 2019

9 CREDITORS: Amounts falling due after more than one year

	2019	2018
	£	£
Loans from group undertakings	18,111,933	391,743,208

Loans from group undertakings consists of £nil (2018: £373,868,558) owed to Catlin Insurance Company Ltd, Bermuda (on 31 December 2019 Catlin Insurance Company Limited, Bermuda was liquidated and merged with XL Bermuda Limited, Bermuda) the Company's then immediate parent undertaking and £18,111,933 (2018: £17,874,650) owed to Catlin Holdings (UK) Limited, a fellow group undertaking.

10 CALLED UP SHARE CAPITAL

1	2019	2018
l	£	£
Allotted, called up and fully paid		
30,565 (2018: 30,565) Ordinary shares of £0.01 each	306	306

11 ULTIMATE PARENT UNDERTAKING AND CONTROLLING PARTY

The Company is a wholly-owned subsidiary of XL Bermuda Limited, a company registered in Bermuda. The Company's ultimate parent undertaking is AXA SA, a company registered in France.

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

12 POST BALANCE SHEET EVENTS

COVID-19 outbreak:

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Since December 2019, a significant number of cases associated with the Corona virus, now called COVID-19 by the World Health Organisation ("WHO"), have been reported worldwide. Initially reported in the province of Hubei in the People's Republic of China, it has spread across other countries, resulting in reported infections and deaths in numerous countries, including South Korea, Iran, Italy, Spain, France, the United Kingdom and the United States, and new cases and fatalities are reported daily. Furthermore, it is currently not possible to know or predict the extent to which the current levels of reported cases reflect the actual transmission of the virus within populations, and accordingly the scale of the pandemic may be significantly larger than what is presently recorded. The spread of COVID-19 has resulted globally in governmental authorities imposing quarantines and travel restrictions of varying scope; led to significant disruptions in the global travel and hospitality industries, and in global trade and supply chains more broadly; resulted in decreased economic activity and lowered estimates for future economic growth; created severe strains on local, national and supranational medical and health care systems and institutions; and caused global financial markets to experience significant volatility and the worst downturn since the 2008 financial crisis.

The Company is closely monitoring its exposure, including (i) the operational impact on its business, and (ii) the consequences of a deterioration in macroeconomic conditions or of a slowdown in the flow of people, goods and services.

This has been treated as a non-adjusting event as it was declared a pandemic after 31 December 2019, as such it has not been taken account of in the recognition and measurement of the Company's assets and liabilities at 31 December 2019.