

# **GLOBESURE LIMITED**

**(Registered No.: 06140160)**

## **FINANCIAL STATEMENTS**

**28 FEBRUARY 2009**

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## **GLOBESURE LIMITED**

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**DIRECTORS, OFFICERS AND ADVISERS**

**DIRECTORS**

F M Murphy  
R S Wilkinson

**SECRETARY**

C Carpenter

**REGISTERED NUMBER**

06140160

**REGISTERED OFFICE**

Murray House  
Murray Road  
Orpington  
Kent  
BR5 3QY

**AUDITORS**

Mazars LLP  
Registered Auditors  
Tower Bridge House  
St Katharine's Way  
London  
E1W 1DD

**BANKERS**

National Westminster Bank PLC

**DIRECTORS' REPORT FOR THE YEAR ENDED 28 FEBRUARY 2009**

The directors present their report and audited financial statements for the year ended 28 February 2009.

**1 PRINCIPAL ACTIVITIES AND REVIEW OF BUSINESS**

The principal activity of the company was that of insurance broking.

On 18 December 2008 the company transferred its business to Thompson Heath & Bond Limited.

**2 RESULT AND DIVIDEND**

The net result for the year, after taxation, amounted to a loss of £939,194 (2008: loss of £719,048).

The directors do not recommend the payment of a dividend.

**3 KEY PERFORMANCE INDICATORS**

The Board reviews both financial and operational performance indicators.

The main financial indicators are:

i) Turnover amounted to £318,407, which exceeded last year by £41,881 (15%).

ii) Operating loss for the period was £939,194, which the directors consider is acceptable given the stage of development of the business.

**4 REGULATION OF THE COMPANY**

The company was regulated by the Financial Services Authority, as an appointed representative of Thompson Heath & Bond Limited until the 19 December 2008. Thompson Heath and Bond Limited is a wholly owned subsidiary of THB Group plc.

**5 BOARD OF DIRECTORS**

The directors set out below have held office during the whole of the period from 1 March 2008 to the date of this report unless otherwise stated:

S D Carr (resigned 26 June 2009)

C D Kingaby (resigned 26 June 2009)

F M Murphy (appointed 22 December 2008)

A E Plumb (resigned 18 March 2008)

R S Wilkinson (appointed 22 December 2008)

No director holding office at 28 February 2009 had any direct interest in the shares of the company.

**6 RISKS AND UNCERTAINTIES**

The company is exposed to the insurance cycle, particularly in regard to premium rates for professional indemnity and other financial risks. This affects the value of commissions earned. Financial risks faced by the business are described below.

**DIRECTORS' REPORT (continued)****7 FINANCIAL INSTRUMENTS**

The company's exposure to price, credit, liquidity and cashflow risks is deemed material to the assessment of the assets, liabilities, financial position and profit and loss of the company.

**8 STATEMENT OF DIRECTORS' RESPONSIBILITIES**

Company law requires the directors to prepare financial statements for each financial period which 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 those financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- 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 proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the financial statements comply with the Companies Act 1985. The directors are responsible for ensuring that the directors' report and other information included in the financial statements is prepared in accordance with company law in the United Kingdom. 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.

**9 STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS**

In so far as the directors are aware:

- there is no relevant audit information of which the company's auditors are unaware; and
- the directors have taken all steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditors are aware of that information.

**10 AUDITORS**

Mazars LLP was appointed as the independent auditor to the company during the period. Mazars LLP have indicated their willingness to continue in office and a resolution concerning their reappointment will be proposed at the Annual General Meeting.

By order of the Board



C Carpenter  
Company Secretary  
Murray House  
Murray Road  
Orpington  
Kent  
BR5 3QY

27 January 2010

**PROFIT AND LOSS ACCOUNT**  
**For the year ended 28 February 2009**

		<b>Year ended 28 February 2009</b>	<b>Period from 6 March 2007 to 29 February 2008</b>
	<b>Notes</b>	<b>£</b>	<b>£</b>
<b>TURNOVER</b>			
Insurance broking income	2	318,407	276,526
Operating charges	3	<u>(1,257,601)</u>	<u>(995,574)</u>
<b>LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION</b>		<b>(939,194)</b>	<b>(719,048)</b>
Taxation on loss on ordinary activities	7	<u>-</u>	<u>-</u>
<b>LOSS FOR THE PERIOD</b>	9	<b><u>(939,194)</u></b>	<b><u>(719,048)</u></b>

The company's turnover and expenses all relate to discontinued operations.

The company has no recognised gains or losses other than the loss for the period which has been calculated on the historical cost basis.

The accompanying accounting policies and notes form an integral part of these financial statements.

## BALANCE SHEET at 28 February 2009

	Notes	2009 £	2008 £
CURRENT ASSETS			
Debtors	5	497,737	179,329
Cash at bank and in hand		105	105
		<u>497,842</u>	<u>179,434</u>
CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR	6	(2,156,083)	(898,481)
NET LIABILITIES		<u>(1,658,241)</u>	<u>(719,047)</u>
CAPITAL AND RESERVES			
Called up share capital	8	1	1
Profit and loss account	9	<u>(1,658,242)</u>	<u>(719,048)</u>
SHAREHOLDER'S FUNDS	9	<u>(1,658,241)</u>	<u>(719,047)</u>

The financial statements were approved and authorised for issue by the Board of Directors on 27 January 2010 and signed on its behalf by:



R S Wilkinson - Director

The accompanying accounting policies and notes form an integral part of these financial statements.

**NOTES TO THE FINANCIAL STATEMENTS**  
**For the year ended 28 February 2009****1 ACCOUNTING POLICIES****(a) Basis of preparation**

The company was incorporated on 6 March 2007 and the comparative accounting period is from this date to 29 February 2008.

The financial statements have been prepared on a going concern basis under the historical cost convention and in accordance with applicable United Kingdom Accounting Standards.

The directors have concluded, based on the confirmation received from THB Group plc of its ongoing support of the company and its parent company, Globesure Holdings Limited, that the company is a going concern.

The principal accounting policies of the company are set out below.

**(b) Turnover**

Turnover comprises net retained earnings from brokerage and fees.

Credit is taken for brokerage and fees when the insured is charged with the relevant premium irrespective of the inception date or the period of the policy. Alterations in brokerage arising from premium adjustments are taken into account as and when such adjustments are made.

**(c) Interest and investment income**

Interest is credited on the basis of amounts receivable for the period.

**(d) Foreign currency translation**

Differences on exchange arising on foreign currency trading translations are dealt with in the profit and loss account.

**(e) Taxation**

The charge for taxation is based on the profit for the period, at current rates of tax, and takes into account deferred taxation on all timing differences between the treatment of certain items for financial statement purposes and their treatment for corporation tax purposes.

Deferred taxation is recognised on all timing differences where the transactions or events that give the group an obligation to pay more tax in the future, or a right to pay less tax in the future, have occurred by the balance sheet date. Deferred tax assets are recognised where it is more likely than not that they will be recovered. Deferred tax is measured using rates of tax that have been enacted or substantively enacted by the balance date. Deferred tax assets and liabilities are not discounted.



**NOTES TO THE FINANCIAL STATEMENTS (Continued)**  
**For the year ended 28 February 2009**

**2 TURNOVER AND PROFIT BEFORE TAXATION**

Turnover comprises net retained brokerage; turnover and profit before taxation were derived from the activity of insurance broking.

Turnover was received from activities in the following geographical areas:

	<b>Year ended 28 February 2009</b>	<b>Period from 6 March 2007 to 29 February 2008</b>
	<b>£</b>	<b>£</b>
United Kingdom	4,645	19,809
United States of America	205	51,505
Other countries	313,557	205,212
	<u>318,407</u>	<u>276,526</u>

**3 OPERATING CHARGES**

	<b>Year ended 28 February 2009</b>	<b>Period from 6 March 2007 to 29 February 2008</b>
	<b>£</b>	<b>£</b>
Management charges from parent company	1,257,601	995,574
	<u>1,257,601</u>	<u>995,574</u>

Emoluments of the directors (see note 4) and the remuneration of the auditors were paid by the parent company and form part of the management charge from that company. The audit fee for the period was £3,400 which includes a fee of £1,400 in respect of the audit of the opening balance sheet at 29 February 2008 (2008: £Nil).

Fees paid to the company's auditor, Mazars LLP for services other than the statutory audit of the company are not disclosed in the company's accounts, since the consolidated accounts of the company's parent, THB Group plc, are required to disclose non-audit fees on a consolidated basis.

Apart from the directors the company had no employees for the year ended 28 February 2009 (2008: Nil).

**NOTES TO THE FINANCIAL STATEMENTS (Continued)**  
**For the year ended 28 February 2009**

**4 DIRECTORS**

	<b>Year ended 28 February 2009 £</b>	<b>Period from 6 March 2007 to 29 February 2008 £</b>
Remuneration for management services	421,961	439,900
Contributions to money purchase pension schemes	43,500	28,800
	<u>465,461</u>	<u>468,700</u>
Total emoluments	<u>465,461</u>	<u>468,700</u>

The emoluments of the directors including pension contributions, which were all paid by Globesure Holdings Limited until 18 December 2008 and by THB Group plc thereafter, exclude amounts where the directors do not perform any day to day activities for the company.

During the period, 4 directors (2008: 3) accrued benefits under money purchase pension schemes.

The emoluments of directors disclosed above include the following amounts paid to the highest paid director:

	<b>Year ended 28 February 2009 £</b>	<b>Period from 6 March 2007 to 29 February 2008 £</b>
Remuneration for management services	176,667	146,633
Contributions to money purchase pension schemes	18,000	12,000
	<u>194,667</u>	<u>158,633</u>

**5 DEBTORS**

	<b>2009 £</b>	<b>2008 £</b>
Amounts due from THB Group plc	497,737	179,329
All amounts fall due within one year.		

**6 CREDITORS: Amounts falling due within one year**

	<b>2009 £</b>	<b>2008 £</b>
Amount owed to parent company	2,156,083	898,481

THB Group plc provides funds to Globesure Holdings Limited under a loan facility to support the operations of Globesure Limited. The facility is repayable on demand, with interest payable at the Royal Bank of Scotland base rate plus a margin of 4%. Both Globesure Holdings Limited and THB Group plc have confirmed their ongoing support for the company.

**NOTES TO THE FINANCIAL STATEMENTS (Continued)**  
**For the year ended 28 February 2009**

**7 DEFERRED TAXATION**

There is no deferred tax recognised in the financial statements. The potential deferred tax asset at 28 February 2009 is £464,308 (2008: £206,956), which relates to trading losses since incorporation.

Following the transfer of the company's trade to Thompson Heath & Bond Limited, the tax losses may be used against future trading profits of the same trade, but no asset has been recognised for the tax losses as there is insufficient evidence that the asset will be recoverable.

**8 SHARE CAPITAL**

	2009 £	2008 £
Authorised ordinary shares of £1 each:	100	100
Issued ordinary shares of £1 each, nil paid:	1	1

**9 PROFIT AND LOSS ACCOUNT**

	2009 £	2008 £
Balance at 1 March 2008	(719,048)	-
Loss for the year	(939,194)	(719,048)
Balance at 28 February 2009	(1,658,242)	(719,048)

Reconciliation of movement in shareholder's funds:

	2009 £	2008 £
Opening shareholder's funds	(719,047)	1
Loss for the year	(939,194)	(719,048)
Closing shareholder's funds	(1,658,241)	(719,047)

**10 CASH FLOW STATEMENT**

The company, being a subsidiary undertaking where 90% or more of the voting rights are controlled within the group whose consolidated financial statements are publicly available, is exempt from the requirement to draw up a cash flow statement in accordance with FRS 1.

**NOTES TO THE FINANCIAL STATEMENTS (Continued)**  
**For the year ended 28 February 2009**

**11 CAPITAL COMMITMENTS**

The company had no capital commitments at 28 February 2009 (2008: Nil).

**12 CONTINGENT LIABILITIES**

The company had no contingent liabilities at 28 February 2009 (2008: Nil).

**13 RELATED PARTY TRANSACTIONS**

As a wholly-owned subsidiary of THB Group plc, the company is exempt from the requirements of FRS 8 to disclose transactions with other members of the group headed by THB Group plc

The company was an appointed representative of Thompson Heath & Bond Limited, which is a wholly owned subsidiary of THB Group plc, until 19 December 2008. Under the terms of the agreement, the company paid 10% of its brokerage to Thompson Heath & Bond Limited, which amounted to £35,379 for the period (2008: £30,725).

**14 ULTIMATE PARENT COMPANY**

The parent company is Globesure Holdings Limited, which acquired the entire share capital of the company on 23 March 2007.

The ultimate parent company is THB Group plc.

The largest and smallest group of undertakings for which group financial statements have been drawn up is that headed by THB Group plc. Copies of the group financial statements are available on request and can be obtained from Murray House, Murray Road, Orpington, Kent, BR5 3QY.

## REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBER OF GLOBESURE LIMITED

We have audited the financial statements of Globesure Limited for the year ended 28 February 2009 which comprise the profit and loss account, the balance sheet and related notes. These financial statements have been prepared under the accounting policies set out therein.

This report is made solely to the company's member in accordance with Section 235 of the Companies Act 1985. Our audit work has been undertaken so that we might state to the company's member those matters we are required to state to it in an auditors' 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 member, for our audit work, for this report, or for the opinions we have formed.

### Respective responsibilities of directors and auditors

As described in the Statement of Directors' Responsibilities the company's directors are responsible for the preparation of the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland).

We report to you our opinion as to whether the financial statements give a true and fair view, whether the financial statements are properly prepared in accordance with the Companies Act 1985 and whether the information given in the directors' report is consistent with the financial statements. We also report to you if, in our opinion, the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and transactions with the company is not disclosed.

We read the directors' report, and consider the implications for our report if we become aware of any apparent misstatement.

### Basis of opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud and other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

### Opinion

In our opinion:

- the financial statements give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the company's affairs as at 28 February 2009 and of its loss for the year then ended;
- the financial statements have been properly prepared in accordance with the Companies Act 1985; and
- the information given in the directors' report is consistent with the financial statements.

*Mazars LLP*

**MAZARS LLP**  
CHARTERED ACCOUNTANTS  
AND REGISTERED AUDITORS  
TOWER BRIDGE HOUSE  
ST KATHARINE'S WAY  
LONDON E1W 1DD

*January 27, 2010*