

Aon Overseas Holdings Limited

Company registration number 08159690

Annual Report - 31 December 2018



Aon Overseas Holdings Limited

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31 December 2018

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Aon Overseas Holdings Limited
Corporate directory
31 December 2018

Directors	P Katsaouni-Dodd G Mugashu (appointed on 22 January 2019) A M Vickers (appointed on 22 January 2019) D G Ledger (resigned on 28 March 2018) C L Asher (resigned on 21 September 2018) J J Roberts (resigned on 4 October 2018) P A Hogwood (appointed on 22 January 2019 and resigned on 29 June 2019)
Company secretary	CoSec 2000 Limited
Registered office	The Aon Centre The Leadenhall Building 122 Leadenhall Street London, EC3V 4AN United Kingdom
Principal place of business	The Aon Centre The Leadenhall Building 122 Leadenhall Street London, EC3V 4AN United Kingdom
Auditor	Ernst & Young LLP 25 Churchill Place London, E14 5EY United Kingdom

Aon Overseas Holdings Limited
Strategic report
31 December 2018

The directors present their Strategic report of Aon Overseas Holdings Limited ("the Company") for the year ended 31 December 2018.

The Company is a company limited by shares, incorporated in the United Kingdom ("UK") under the UK Companies Act 2006 ("the Companies Act") and registered in England and Wales. The address of the registered office is given on the Corporate directory on page 2.

These financial statements are presented in United States Dollars ("US Dollars") because that is the currency of the primary economic environment in which the Company operates.

The Company reports under Financial Reporting Standard ("FRS") 101, and has adopted all of the new, revised or amended Accounting Standards and Interpretations issued by the Financial Reporting Council ("FRC") that are mandatory for the current reporting period.

These financial statements are separate financial statements. The Company is exempt from the preparation of consolidated financial statements under Section 400 of the Companies Act, because it is included in the consolidated financial statements of Aon plc ("the Group"). The Group financial statements are available to the public and can be obtained as set out in note 27.

Principal activities

The principal activity of the Company during the year was that of an intermediate holding company.

Review of operations

The Company made a profit for the financial year of \$80.7m (2017: \$220.5m). The Company's key financial and other performance indicators during the year were as follows

	2018 \$'000	2017 \$'000	Change \$'000	Change %
Revenue	2,060,302	135,600	1,924,702	1419%
Administration expenses	2,007,620	(44,358)	2,051,978	(4626%)
Interest receivable and similar income	93,506	198,950	(105,444)	(53%)
Interest payable and similar charges	(79,278)	(106,200)	26,922	(25%)
Other gains and losses	30,311	(34,859)	65,170	(187%)

Revenue

During the year the Company received dividends of \$2,060.3m from subsidiary undertakings.

Administrative expenses

The Company's administrative expenses increased by \$2,052.0m, when compared to the prior year. The increase was primarily driven by the impairment charge of \$1,992.6m (2017: Nil) and foreign exchange rates loss of \$19.4m (2017: gain of \$44.4m) offset by the impairment of receivables of \$4.5m (2017: \$Nil). Refer to note 14 for details of the investment impairment.

The interest receivable and similar income

The interest receivable and similar income for the period has decreased to \$93.5m (2017: \$199.0m) as the other receivables owed by Group undertakings decreased during the year to \$545.2m (2017: \$1,447.0m). Please refer to note 15 for more information.

The interest payable and similar charges

The interest payable and similar charges for the period have decreased to \$79.3m (2017: \$106.2m) as non-current borrowings decreased to \$1,169.4m (2017: \$1,795.9m). Please refer to note 19 for the movement in non-current borrowings.

Other gains and losses

This relates to the hedge ineffectiveness on the cash flow hedges. The movement year on year is due to fair value changes. Additionally, there was a prepayment fee received of \$58.6m offset by a loss on a debt extinguishment of \$60.0m.

	2018	2017
	\$'000	\$'000
Shareholder's funds	1,450,480	2,156,838
Net current assets	<u>1,013,908</u>	<u>982,304</u>

The Company's shareholder's funds decreased by \$706.4m due to dividends paid in the year totalling \$779.8m offset by the profit for the year of \$80.7m.

Net current assets have increased by \$31.6m due to an increase in trade and other receivables of \$14.6m, an increase in the cash balance \$19.0m, a decrease in income tax payable of \$6.3m offset by the increase in trade and other payables of \$8.7m.

On 9 March 2018 the Company's subsidiary Benton Finance Limited ("BFL") distributed its holding in fellow subsidiary Benton Finance (Ireland) Limited ("BFIL") to the Company.

On 21 March 2018, the Company agreed to settle accumulated interest of \$9.1m due by the Company to BFL under the terms of an interest bearing loan ("IBL") agreement dated 15 May 2015 between the two parties. On the same date, BFL then assigned and transferred the full benefit of all its rights, title and interest to the Company in relation to \$500.0m IBL receivable, owed by the Company to BFL, and in return for which the Company assumed in full, BFL's liability owed to BFIL, in respect of an amount equal to \$500.0m interest free loan payable to BFIL ("IFL Payable"), at its carrying amount of \$334.8m (as at the date of assignment) of the principal amount outstanding and owed by BFL to BFIL under the terms of a loan agreement dated 15 May 2015 between BFL and BFIL.

Under UK accounting treatment this resulted in a distribution in specie from BFL to the Company of the difference between the carrying amounts of the IFL Payable and IBL Receivable of \$165.2m. On 21 March 2018, BFL declared and paid a cash distribution of \$0.1m.

On 25 April 2018 the Company repaid \$200.0m due under its multi-currency loan facility from Randolph Finance Company Limited.

On 15 November 2018 the Company made a capital contribution to Aon Graña Peru Corredores de Seguros SA of \$4.2m.

On 28 December 2018, the Company received an early repayment of \$850.0m on \$1,500.0m due from Aon Corporation.

Principal risks and uncertainties

The risk factors set forth below reflect material risks associated with the business and contain forward-looking statements as discussed in the "Likely future developments" section below. Readers should consider them in addition to the other information contained in this report as our business, financial condition or results of operations could be adversely affected if any of these risks were to actually occur.

The following are material risks related to the Company's business specifically and the industries in which the Group operates generally that could adversely affect the Company's business, financial condition and results of operations and cause actual results to differ materially from those included in the forward-looking statements in this document and elsewhere.

Accounting estimates and assumptions

The Company is required to make estimates and assumptions that affect the reported amounts of assets and liabilities, and the disclosure of contingent assets and liabilities at the date of our financial statements. The Company periodically evaluates its estimates and assumptions including, but not limited to, those relating to recoverability of assets including investments in subsidiaries, intercompany receivables, and income taxes. The Company bases its estimates on historical experience and various assumptions that it believes to be reasonable based on specific circumstances. These assumptions and estimates involve the exercise of judgement and discretion, which may evolve over time in light of operational experience, regulatory direction, developments in accounting principles, and other factors. Actual results could differ from these estimates, or changes in assumptions, estimates, policies, or developments in the business may change the Company's initial estimates, which could materially affect the Statements of profit and loss and other comprehensive income, Statement of financial position, and Statement of changes in equity.

Ability to receive dividends from subsidiaries

The Company is an intermediate holding company and, therefore, a legal entity separate and distinct from its subsidiaries. As a holding company without significant operations of its own, its principal assets are the shares of capital stock of its subsidiaries. The Company's subsidiaries are subject to the regulatory requirements of the jurisdictions in which they operate or other restrictions that may limit the amounts that they can pay in dividends or other payments to the Company. No assurance can be given that there will not be further changes in law, regulatory actions, or other circumstances that could restrict the ability of subsidiaries to pay dividends or other payments.

Operational and External environmental risks

The economic and political conditions of the countries and regions in which the Company operates, including the UK's expected withdrawal from the European Union ("EU"), could have an adverse impact on the Company's business, financial condition, operating results, liquidity, and prospects for growth.

The Group's operations in countries undergoing political change or experiencing economic instability are subject to uncertainty and risks that could materially adversely affect the Group's business. These risks include, particularly in emerging markets, the possibility that the Group would be subject to undeveloped or evolving legal systems, unstable governments and economies, and potential governmental actions affecting the flow of goods, services, and currency.

The UK's expected withdrawal from the EU, ("Brexit"), has created uncertainty about the future relationship between the UK and the EU. As the UK and EU continue to negotiate the terms of the UK's withdrawal, there remains inevitable uncertainty on topics such as financial laws and regulations, tax and free trade agreements, immigration laws, and employment laws. The Company's publicly traded parent is incorporated in the UK and has significant operations and a substantial workforce therein and therefore enjoy certain benefits based on the UK's membership of the EU. The lack of clarity about Brexit and, whether, in the future UK laws and regulations are recognised in the EU, creates uncertainty for the Group as the eventual outcome of negotiations may affect its business and operations. The Group may be required to incur additional expense as it adapt to the political and regulatory environment post-Brexit. This may include legal entity structure changes, adjusting the way it engages with some of its EU and UK clients, or choosing to re-locate some of its staff. The Group is currently examining the various impacts to its business and operating models in an effort to develop solutions to address any of the potential outcomes of the negotiations, so its organisation can continue to provide its clients with the services and expertise they require. It also cannot be certain that regulators in other EU countries will grant it the permissions or licenses it seek to operate its business. The Group has and will continue to invest significant time and resources as it navigates the effects of Brexit, and the uncertainty related thereto, on its business and operations. A less orderly Brexit has the potential to adversely affect global economic conditions and the stability of global financial markets, which in turn could have a material adverse effect on the Company's business, financial condition, and results of operations.

Additionally, any development that has the effect of devaluing the Euro or British pound could meaningfully reduce the value of The Company's assets and reducing the usefulness of liquidity alternatives denominated in that currency such as its multi-currency U.S. credit facility. The Company also deposits some of its cash, including cash held in a fiduciary capacity, with certain European financial institutions. While the Company continuously monitors and manages exposures associated with those deposits, to the extent the uncertainty surrounding economic stability in Europe and the future viability of the euro suddenly and adversely impacts those financial institutions, some or all of those cash deposits could be at risk.

Non-current assets impairment charges

The company may be required to record future impairment charges relating to other non-current assets.

Non-current assets are reviewed for impairment when events or changes in circumstances indicate the carrying value may not be recoverable. Factors that may be considered in assessing whether other non-current assets may not be recoverable include a decline in our ultimate parent's share price or market capitalisation, reduced estimates of future cash flows and slower growth rates in our industry. Unforeseen circumstances may be experienced that adversely affect the value of other non-current assets. Future impairment charges relating to other non-current assets could materially impact the financial statements.

The measurement of impairment losses under IFRS 9 across relevant financial assets requires judgement, in particular, for the estimation of the amount and timing of future cash flows when determining impairment losses and the assessment of a significant increase in credit risk. These estimates are driven by the outcome of modelled ECL scenarios and the relevant inputs used.

Implementation of our corporate strategies

In connection with the implementation of the Group's corporate strategies, the Company faces risks associated with the acquisition or disposition of businesses, the entry into new lines of business, the integration of acquired businesses, and the growth and development of these businesses.

In pursuing the Group's corporate strategy, the Company may acquire other businesses or dispose of or exit businesses it currently owns. The success of this strategy is dependent upon the ability to identify appropriate acquisition and disposition targets, negotiate transactions on favourable terms, complete transactions and, in the case of acquisitions, successfully integrate them into the Company's existing businesses. If a proposed transaction is not consummated, the time and resources spent pursuing it could adversely result in missed opportunities to locate and acquire other businesses. If acquisitions are made, there can be no assurance that the Company will realise the anticipated benefits of such acquisitions, including, but not limited to, revenue growth, operational efficiencies, or expected synergies. If the Group's dispose of or otherwise exit certain businesses, there can be no assurance that it will not incur certain disposition related charges, or that it will be able to reduce overhead related to the divested assets.

Financial risk management

Objectives and policies

The Company's activities expose it to a variety of financial risks. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the Company.

The Company is exposed to financial risk through its financial assets and liabilities. The key financial risk is that the proceeds from financial assets are not sufficient to fund the obligations arising from liabilities as they fall due. The most important components of financial risk for the Company are currency risk, credit risk and liquidity/cash flow risk. The directors review operations and transactions on an ongoing basis to ensure that any such exposure is managed to minimise any potential risk arising.

Exposure to currency risk

The Company is exposed to foreign currency risk in respect of revenue as well as assets and liabilities denominated in currencies other than US Dollars. This risk is managed internally by Aon Treasury by actively monitoring the risk of foreign currency exposure.

Exposure to credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations, resulting in financial loss to the Company. The maximum exposure to credit risk at the reporting date to recognised financial assets is the carrying amount, net of any provisions for impairment of those assets, as disclosed in the Statement of financial position and notes to the financial statements.

The Company's and Aon Group's policies are aimed at minimising such losses. For debt instruments, the ECL is based on the portion of lifetime ECLs (LTECL) that would result from default events on a financial instrument that are possible within 12 months after the reporting period. However, when there has been a significant increase in credit risk since the origination or purchase of the assets, the allowance is based on the full LTECL.

Aon Overseas Holdings Limited
Strategic report
31 December 2018

The Company's principal financial assets are amounts owed by fellow Group undertakings. Details of the Company's receivables are disclosed in note 11.

With the exception of the cash pooling arrangements as detailed in note 25, the Company has no significant concentration of credit risk outside of the group, with exposure spread over a large number of counterparties and customers.

The Aon Group

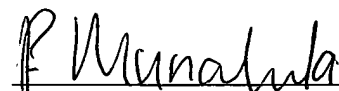
The Company is an indirect subsidiary of Aon plc, a company listed on the New York Stock Exchange which had net assets of circa. US \$4.2 billion (2017: \$4.6 billion) as disclosed in its audited financial statements for the year ended 31 December 2018 and had an S&P rating of A-/Stable. The Company benefits from Aon plc and certain fellow Group undertakings for services provided in a wide range of areas including Group credit facilities detailed in note 25 of the financial statements, Group capital injections, and other head office services. The Company continues to benefit from the Group's support and the directors expect this support to continue for the foreseeable future. Availability of this support provides additional mitigation to many of the Company's principal risks.

Likely future developments

It is not anticipated that there will be any material change in the activity of the Company in the foreseeable future.

This report is made in accordance with a resolution of directors.

For and on behalf of the Board of Directors



P Munalula, for and on behalf of Cosec 2000 Limited
Company Secretary

26 September 2019

Aon Overseas Holdings Limited
Directors' report
31 December 2018

The directors present their report, together with the financial statements of the Company for the year ended 31 December 2018.

Results

The results for the year and the Company's financial position at the end of the year are shown in the attached financial statements.

Political donations

No political donations were made during the year.

Dividends

Dividends paid during the financial year were as follows:

	2018 \$'000	2017 \$'000
Interim dividends totalling \$779.8m (\$19,494.03 per share) were declared and paid during the year ended 31 December 2018 to Aon Global Holdings Limited, the Company's parent.	<u>779,800</u>	<u>-</u>

Principal risks and uncertainties

Information on principal risks and uncertainties of the Company are disclosed in the Strategic report.

Financial risk management

Information on the Company's financial risk management are disclosed in the Strategic report.

Likely future developments

Information on likely future developments of the Company are disclosed in the Strategic report.

Events after the reporting period date

On 24 January 2019, the Company agreed to settle accrued interest of \$20.1m due to Benton Finance Limited ("BFL") under the terms of an interest bearing loan ("IBL") agreement dated 15 May 2015. On the same date, BFL then assigned and transferred the full benefit of all its rights, title and interest to the Company in relation to \$1,000.0m IBL receivable, owed by the Company to BFL. In return, the Company assumed in full, BFL's liability owed to Benton Finance Ireland Limited ("BFIL"), in respect of an amount equal to \$1,000.0m interest free loan payable to BFIL ("IFL Payable"), under the terms of a loan agreement dated 15 May 2015.

On the same day, the IFL receivable of \$1,000.0m was transferred to the Company by BFIL, resulting in derecognition of the liability and recognition of \$1,000.0m dividend in specie from BFIL.

On 26 July 2019 the Company reduced its capital by the cancellation of its entire share premium and credited it the distributable reserves.

No other matter or circumstance has arisen since 31 December 2018 that has significantly affected, or may significantly affect the Company's operations, the results of those operations, or the Company's state of affairs in future financial years.

Aon Overseas Holdings Limited
Directors' report
31 December 2018

Going concern

The directors have prepared a going concern assessment for Aon Overseas Holdings Limited for the financial period to September 2020 (reflecting a one-year projection from the date of the signing of the 2018 statutory accounts in September 2019).

The Company's business activities, together with the factors likely to affect its future development, its financial position, financial risk management objectives and its exposures to credit, liquidity and cash flow risk are described in the Strategic report.

The directors believe that the Company has adequate financial resources, and is well placed to manage the Company's business risks successfully despite the current uncertain economic outlook.

The Company is expected to continue to generate positive cash flows for the foreseeable future. The Company participates in the Group's centralised treasury arrangements and therefore its liquidity benefits from banking arrangements with its parent and fellow Group undertakings.

The directors of the Company are not aware of or have any reason to believe in regard to the Company's ultimate parent entity Aon plc, that a material uncertainty exists that may cast significant doubt about the ability of the Group to continue as a going concern or its ability to continue with the current banking arrangements.

After making enquiries, the directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the annual report and financial statements.

Disclosure of information to the auditor

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information, being information needed by the auditor in connection with preparing its report, of which the auditor is unaware. Having made enquiries of fellow directors and the Company's auditor, each director has taken all the steps that they are obliged to take as a director in order to make themselves aware of any relevant audit information and to establish that the auditor is aware of that information.

Auditor

Ernst & Young LLP are deemed to be reappointed as the Company's auditor in accordance with section 487 of the Companies Act.

Indemnity of directors

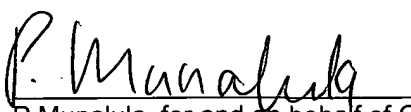
The Group has qualifying third party indemnity provisions in place for the benefit of its directors which were in place during the year and remain in force at the date of this report.

Directors

The current directors and all directors who served during the year and to the date of this report are shown on page 2.

This report is made in accordance with a resolution of directors.

For and on behalf of the Board of directors



P Munalula, for and on behalf of Cosec 2000 Limited
Company Secretary

26 September 2019

Aon Overseas Holdings Limited
Directors' responsibilities statement
31 December 2018

The directors are responsible for preparing the Strategic report, Directors' report and the financial statements in accordance with applicable UK 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 UK GAAP (United Kingdom Accounting Standards 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 of the profit or loss 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
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements.

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.

Opinion

We have audited the financial statements of Aon Overseas Holdings Limited for the year ended 31 December 2018 which comprise the Statement of profit or loss and other comprehensive income, the Statement of financial position, the Statement of changes in equity and the related notes 1 to 27, 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 101 "Reduced Disclosure Framework (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 2018 and of its profit 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 below. 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.

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which the 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.

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.

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.

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 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

Aon Overseas Holdings Limited
Independent auditor's report to the members of Aon Overseas Holdings Limited
31 December 2018

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

Use of our report

Aon Overseas Holdings Limited

Independent auditor's report to the members of Aon Overseas Holdings Limited

31 December 2018

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.

Ernst & Young LLP

Jonathan Bell (Senior statutory auditor)

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

London

Date: 26 September 2019

Aon Overseas Holdings Limited
Statement of profit or loss and other comprehensive income
For the year ended 31 December 2018

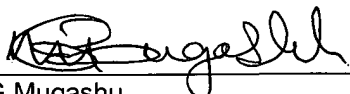
	Note	2018 \$'000	2017 \$'000
Revenue	3	2,060,302	135,600
Expenses			
Administrative expenses	4	<u>(2,007,620)</u>	<u>44,358</u>
Operating profit		52,682	179,958
Interest receivable and similar income	7	93,506	198,950
Interest payable and similar charges	8	(79,278)	(106,200)
Other gains and losses	9	<u>30,311</u>	<u>(34,859)</u>
Profit before income tax charge		97,221	237,849
Income tax charge	10	<u>(16,487)</u>	<u>(17,300)</u>
Profit after income tax charge for the year attributable to the owners of Aon Overseas Holdings Limited	23	80,734	220,549
Other comprehensive income for the year, net of tax		<u>-</u>	<u>-</u>
Total comprehensive income for the year attributable to the owners of Aon Overseas Holdings Limited		<u><u>80,734</u></u>	<u><u>220,549</u></u>

The above statement of profit or loss and other comprehensive income should be read in conjunction with the accompanying notes

Aon Overseas Holdings Limited
Statement of financial position
As at 31 December 2018

	Note	2018 \$'000	2017 \$'000
Assets			
Current assets			
Trade and other receivables	11	95,174	80,533
Cash and cash equivalents	12	946,677	927,636
Derivative financial instruments	13	333	-
Total current assets		<u>1,042,184</u>	<u>1,008,169</u>
Non-current assets			
Investments in subsidiaries	14	1,023,651	1,512,047
Other receivables	15	575,191	1,447,046
Deferred tax asset	16	7,126	11,352
Total non-current assets		<u>1,605,968</u>	<u>2,970,445</u>
Total assets		<u>2,648,152</u>	<u>3,978,614</u>
Liabilities			
Current liabilities			
Trade and other payables	17	16,744	8,008
Income tax payable	18	11,532	17,857
Total current liabilities		<u>28,276</u>	<u>25,865</u>
Non-current liabilities			
Borrowings	19	1,169,396	1,795,911
Total non-current liabilities		<u>1,169,396</u>	<u>1,795,911</u>
Total liabilities		<u>1,197,672</u>	<u>1,821,776</u>
Net assets		<u>1,450,480</u>	<u>2,156,838</u>
Equity			
Share capital	20	40	40
Share premium account	21	1,500,120	1,500,120
Capital contribution reserve	22	26,704	421,560
Retained profits	23	(76,384)	235,118
Total equity		<u>1,450,480</u>	<u>2,156,838</u>

The Company's registered number is 08159690.


G Mugashu
Director

26 September 2019

The above statement of financial position should be read in conjunction with the accompanying notes

Aon Overseas Holdings Limited
Statement of changes in equity
For the year ended 31 December 2018

	Share capital \$'000	Share premium \$'000	Capital contribution reserve \$'000	Retained profits \$'000	Total equity \$'000
Balance at 1 January 2017	40	1,500,120	421,560	14,569	1,936,289
Profit after income tax charge for the year	-	-	-	220,549	220,549
Other comprehensive income for the year, net of tax	-	-	-	-	-
Total comprehensive income for the year	-	-	-	220,549	220,549
Balance at 31 December 2017	40	1,500,120	421,560	235,118	2,156,838

	Share capital \$'000	Share premium \$'000	Capital contribution reserve \$'000	Retained profits \$'000	Total equity \$'000
Balance at 1 January 2018	40	1,500,120	421,560	235,118	2,156,838
Adjustment for change in accounting policy	-	-	-	(7,292)	(7,292)
Balance at 1 January 2018 - restated	40	1,500,120	421,560	227,826	2,149,546
Profit after income tax charge for the year	-	-	-	80,734	80,734
Other comprehensive income for the year, net of tax	-	-	-	-	-
Total comprehensive income for the year	-	-	-	80,734	80,734
<i>Transactions with shareholders in their capacity as owners:</i>					
Transfer of Capital Contribution	-	-	(394,856)	394,856	-
Dividends paid (note 24)	-	-	-	(779,800)	(779,800)
Balance at 31 December 2018	40	1,500,120	26,704	(76,384)	1,450,480

The above statement of changes in equity should be read in conjunction with the accompanying notes

1. Significant accounting policies

The significant accounting policies adopted in the preparation of the financial statements are set out below. These policies have been consistently applied to all the periods presented, unless otherwise stated.

Basis of preparation

The Company meets the definition of a qualifying entity under FRS 100 issued by the FRC. The financial statements have therefore been prepared in accordance with FRS 101 'Reduced Disclosure Framework' as issued by the FRC.

Amounts in the financial statements have been rounded off to the nearest thousand US Dollars, or in certain cases, the nearest US Dollar.

The financial statements have been prepared under the historical cost convention.

The preparation of the financial statements 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 2.

The financial statements have been prepared on a going concern basis. The directors have considered the appropriateness of the going concern basis in the Directors' report.

As permitted by FRS 101, the Company has taken advantage of all of the disclosure exemptions available under this standard where applicable to the Company except for those mentioned below. Where relevant, equivalent disclosures have been given in the Group financial statements. The Group financial statements are available to the public and can be obtained as set out in note 27.

The Company adopted the relevant presentation requirements of IAS 1 (Presentation of Financial Statements) formats for the Statement of financial position and the Statement of profit or loss and other comprehensive income in accordance with Schedule 1 to the Regulations, as amended by Statutory Instrument 2015/980, which permits a company a choice of adapted or statutory formats. The Company chose IAS 1 presentation format to be aligned with the Group financial statements.

Basis of consolidation

The Company has taken advantage of the exemption from preparation of consolidated financial statements under Section 400 of the Companies Act as its results are included in the Group financial statements.

Revenue

Revenue represents dividends received from subsidiary undertakings. Revenue is recognised when the right to receive payment is legally established.

Foreign currencies

The presentational currency is US Dollars, which is the currency of the primary economic environment in which the Company operates (its functional currency).

Transactions in currencies other than the Company's functional currency (foreign currencies) are recognised at the rates of exchange at the date of the transactions. At each reporting period date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rate ruling at the reporting period date. Non-monetary items remain at the rates of exchange at the date of the transaction.

Exchange gains or losses arising on the settlement of monetary items or on translating monetary items at rates different from those at which they were translated on initial recognition during the period or in previous financial statements are recognised in the Statement of profit or loss.

Interest receivable and similar income

Interest receivable and similar income is recognised as interest accrues using the effective interest method.

1. Significant accounting policies (continued)

Interest payable and similar charges

Interest payable and similar charges are recognised as interest accrues using the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial liability and allocating the interest expense over the relevant period using the effective interest rate, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial liability to the net carrying amount of the financial liability.

Taxation

Current tax

The Company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the reporting period date.

Deferred tax

Deferred tax is provided on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax base used in the computation of taxable profit, and is accounted for using the liability method. A deferred tax asset or liability arising from the initial recognition of an asset or liability in a transaction that is not a business combination and that at the time of the transaction, affects neither the accounting nor taxable profits, is not recognised. In addition, a deferred tax liability is not recognised on the initial recognition of goodwill.

Deferred tax assets are recognised only to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, carried forward tax credits or tax losses can be utilised.

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

Deferred tax is charged or credited to the Statement of other comprehensive income, for items that are charged or credited directly in the Statement of other comprehensive income.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority. Deferred tax is provided on temporary differences on investments in subsidiaries, associates or joint ventures, except where the timing of the reversal can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

Current and non-current classification

Assets and liabilities are presented in the Statement of financial position based on current and non-current classification.

An asset is classified as current when: it is either expected to be realised or intended to be sold or consumed in the Company's normal operating cycle; it is held primarily for the purpose of trading; it is expected to be realised within 12 months after the reporting period; or the asset is cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least 12 months after the reporting period. All other assets are classified as non-current.

A liability is classified as current when: it is either expected to be settled in the Company's normal operating cycle; it is held primarily for the purpose of trading; it is due to be settled within 12 months after the reporting period; or there is no unconditional right to defer the settlement of the liability for at least 12 months after the reporting period. All other liabilities are classified as non-current.

Deferred tax assets and liabilities are always classified as non-current.

Offsetting of financial assets and liabilities

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

1. Significant accounting policies (continued)

Cash and cash equivalents

Cash and cash equivalents include cash balances with financial institutions. Their estimated fair value approximates their carrying values.

Trade and other receivables

Trade receivables are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method, less any provision for impairment. Trade receivables are generally due for settlement within 30 days.

The Company's allowance for doubtful accounts with respect to receivables is based on a combination of factors, including the aging of balances, current and forward-looking information including macroeconomic factors, financial health of large customers, significant delinquent payments, and other qualitative and quantitative information, which are used to assess default. The Company measures the allowance for doubtful accounts at the amount equal to the lifetime expected credit loss including assessment of whether risk of collectability on receivables has increased significantly since initial recognition.

Other receivables are recognised at amortised cost, less any provision for impairment.

Other financial assets & financial liabilities

Other financial assets are initially measured at fair value. Transaction costs are included as part of the initial measurement, except for financial assets at fair value through profit or loss. They are subsequently measured at either amortised cost or fair value depending on their classification. Classification is determined based on the purpose of the acquisition and subsequent reclassification to other categories is restricted.

Other financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Company has transferred substantially all the risks and rewards of ownership.

Loans and other receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are carried at amortised cost using the effective interest rate method. Gains and losses are recognised in the Statement of profit or loss when the asset is derecognised or impaired.

Financial assets at fair value through profit or loss

A financial asset is measured at amortised cost only if both of the following conditions are met: (i) it is held within a business model whose objective is to hold assets in order to collect contractual cash flows; and (ii) the contractual terms of the financial asset represent contractual cash flows that are solely payments of principal and interest.

Where there has not been a significant increase in exposure to credit risk since initial recognition, a 12-month expected credit loss allowance is estimated. This represents a portion of the asset's lifetime expected credit losses that is attributable to a default event that is possible within the next 12 months. Where a financial asset has become credit impaired or where it is determined that credit risk has increased significantly, the loss allowance is based on the asset's lifetime expected credit losses. The amount of expected credit loss recognised is measured on the basis of the probability weighted present value of anticipated cash shortfalls over the life of the instrument discounted at the original effective interest rate.

For financial assets measured at fair value through other comprehensive income, the loss allowance is recognised within other comprehensive income. In all other cases, the loss allowance is recognised in profit or loss.

1. Significant accounting policies (continued)

Financial liabilities

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

Impairment of financial assets

The Company assesses at the end of each reporting period whether there is any objective evidence that a financial asset or group of financial assets is impaired. Objective evidence includes significant financial difficulty of the issuer or obligor; a breach of contract such as default or delinquency in payments; the lender granting to a borrower concessions due to economic or legal reasons that the lender would not otherwise do; it becomes probable that the borrower will enter bankruptcy or other financial reorganisation; the disappearance of an active market for the financial asset; or observable data indicating that there is a measurable decrease in estimated future cash flows.

The amount of the impairment allowance for loans and receivables carried at amortised cost is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the original effective interest rate. If there is a reversal of impairment, the reversal cannot exceed the amortised cost that would have been recognised had the impairment not been made and is reversed to profit or loss.

Fair value measurement

When an asset or liability, financial or non-financial, is measured at fair value for recognition or disclosure purposes, the fair value is based on the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date; and assumes that the transaction will take place either: in the principal market; or in the absence of a principal market, in the most advantageous market.

Fair value is measured using the assumptions that market participants would use when pricing the asset or liability, assuming they act in their economic best interests. For financial assets at fair value through profit or loss, fair value is determined using valuation techniques. In these techniques, fair values are estimated from observable data in respect of similar financial instruments, using models to estimate the present value of expected future cash flows or other valuation techniques, using inputs existing at the dates of the statement of financial position.

Assets and liabilities measured at fair value are classified into three levels, using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. Classifications are reviewed at each reporting date and transfers between levels are determined based on a reassessment of the lowest level of input that is significant to the fair value measurement.

For recurring and non-recurring fair value measurements, external valuers may be used when internal expertise is either not available or when the valuation is deemed to be significant. External valuers are selected based on market knowledge and reputation. Where there is a significant change in fair value of an asset or liability from one period to another, an analysis is undertaken, which includes a verification of the major inputs applied in the latest valuation and a comparison, where applicable, with external sources of data.

Investments in subsidiaries and associates

Investments in subsidiaries are accounted for at cost less, where appropriate, provisions for impairment. The carrying value of investments in group undertakings is reviewed for impairment if events or changes in circumstances indicate the carrying value may not be recoverable.

1. Significant accounting policies (continued)

Associates are entities over which the Company has significant influence but not control or joint control. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies. Investments in associates are accounted for at cost less, where appropriate, provisions for impairment.

Dividends received or receivable from subsidiaries and associates are recognised as income as and when they are received or receivable, and are recorded in other gains and losses within the Statement of profit or loss.

Trade and other payables

These amounts represent liabilities for goods and services provided to the Company prior to the end of the financial year and which remain unpaid at the reporting date. Due to their short-term nature they are measured at amortised cost and are not discounted. The amounts are unsecured and are usually paid within 60 days of recognition.

Borrowings

Loans and borrowings are initially recognised at the fair value of the consideration received, net of transaction costs. They are subsequently measured at amortised cost using the effective interest method.

Where there is an unconditional right to defer settlement of the liability for at least 12 months after the reporting date, the loans or borrowings are classified as non-current.

Issued capital

Ordinary shares are classified as equity.

Dividends

Dividends are recognised when declared and paid during the financial year and no longer at the discretion of the Company.

New or amended Accounting Standards and Interpretations adopted

The following Accounting Standards and Interpretations are most relevant to the Company:

IFRS 9 Financial Instruments

The Company has adopted IFRS 9 from 1 January 2018. The standard introduced new classification and measurement models for financial assets. A financial asset shall be measured at amortised cost if it is held within a business model whose objective is to hold assets in order to collect contractual cash flows which arise on specified dates and that are solely principal and interest. A debt investment shall be measured at fair value through other comprehensive income if it is held within a business model whose objective is to both hold assets in order to collect contractual cash flows which arise on specified dates that are solely principal and interest as well as selling the asset on the basis of its fair value. All other financial assets are classified and measured at fair value through profit or loss unless the entity makes an irrevocable election on initial recognition to present gains and losses on equity instruments (that are not held-for-trading or contingent consideration recognised in a business combination) in other comprehensive income ('OCI'). Despite these requirements, a financial asset may be irrevocably designated as measured at fair value through profit or loss to reduce the effect of, or eliminate, an accounting mismatch.

For financial liabilities designated at fair value through profit or loss, the standard requires the portion of the change in fair value that relates to the entity's own credit risk to be presented in OCI (unless it would create an accounting mismatch). New simpler hedge accounting requirements are intended to more closely align the accounting treatment with the risk management activities of the entity. New impairment requirements use an 'expected credit loss' ('ECL') model to recognise an allowance. Impairment is measured using a 12-month ECL method unless the credit risk on a financial instrument has increased significantly since initial recognition in which case the lifetime ECL method is adopted. For receivables, a simplified approach to measuring expected credit losses using a lifetime expected loss allowance is available.

The Company has adopted all of the new, revised or amending Accounting Standards and Interpretations issued by the Financial Reporting Council ('FRC') that are mandatory for the current reporting period.

1. Significant accounting policies (continued)

As a result of applying the modified retrospective method to adopt IFRS 9 Accounting Standard, the following adjustments were made to the Statement and Financial Position as of 1 January, 2018:

Restated Statement of Financial Position

	31 December 2017 \$'000 As Reported	(Date of initial application) \$'000 IFRS 9 Adjustment	1 January 2018 \$'000 As Adjusted
Assets			
Current assets			
Cash and cash equivalents	927,636	-	927,636
Trade and other receivables	80,533	-	80,533
Total current assets	<u>1,008,169</u>	<u>-</u>	<u>1,008,169</u>
Non-current assets			
Investments in subsidiaries	1,512,047	-	1,512,047
Other receivables	1,447,048	(7,291)	1,439,755
Deferred tax asset	11,352	-	11,352
Total non-current assets	<u>2,970,445</u>	<u>(7,291)</u>	<u>2,963,154</u>
Total assets	<u>3,978,614</u>	<u>(7,291)</u>	<u>3,971,323</u>
Liabilities			
Current liabilities			
Trade and other payables	8,008	-	8,008
Income tax	17,857	-	17,857
Total current liabilities	<u>25,865</u>	<u>-</u>	<u>25,865</u>
Non-current liabilities			
Borrowings	1,795,911	-	1,795,911
Total liabilities	<u>1,821,776</u>	<u>-</u>	<u>1,821,776</u>
Net assets	<u>2,156,838</u>	<u>(7,291)</u>	<u>2,149,547</u>
Equity			
Share capital	40	-	40
Share premium	1,500,120	-	1,500,120
Capital contribution reserve	421,560	-	421,560
Retained profits	235,118	(7,291)	227,827
Total equity	<u>2,156,838</u>	<u>(7,291)</u>	<u>2,149,547</u>

The adjustment refers to the recognition of ECL on other receivables.

1. Significant accounting policies (continued)

The following tables summarize the impact of adoption revised IFRS 9 Accounting Standard on the Company's Statement of Profit or Loss and Other Comprehensive Income and Statement of Financial Position for the year ended on 31 December, 2018:

Statement of profit or loss and other comprehensive income

	31 December 2018 \$'000	\$'000	31 December 2018 \$'000 Restated Balances Without Adoption of IFRS 9
	As Reported	IFRS 9 Adjustment	
Revenue	<u>2,060,302</u>	<u>-</u>	<u>2,060,302</u>
Expenses			
Administrative expenses	<u>(2,007,620)</u>	<u>(4,474)</u>	<u>(2,012,094)</u>
Operating profit	<u>52,682</u>	<u>(4,474)</u>	<u>48,208</u>
Interest receivable and similar income	93,506	-	93,506
Interest payable and similar income	(79,278)	-	(79,278)
Other gains and losses	30,311	-	30,311
Profit before income tax expense	<u>97,221</u>	<u>(4,474)</u>	<u>92,747</u>
Income tax charge	<u>(16,487)</u>	<u>-</u>	<u>(16,487)</u>
Profit after income tax expense for the year attributable to the owners of Benton Finance Limited	<u>80,734</u>	<u>(4,474)</u>	<u>76,260</u>
Other comprehensive income for the year, net of tax	<u>-</u>	<u>-</u>	<u>-</u>
Total comprehensive income for the year attributable to the owners of Benton Finance Limited	<u>80,734</u>	<u>(4,474)</u>	<u>76,260</u>

1. Significant accounting policies (continued)

Statement of Financial Position

	31 December 2018 \$'000	\$'000	31 December 2018 \$'000 Balances Without Adoption of IFRS 9
	As Reported	IFRS 9 Adjustment	
Assets			
Current assets			
Cash and cash equivalents	946,677	-	946,677
Trade and other receivables	95,174	-	95,174
Derivative financial instruments	333	-	333
Total current assets	1,042,184	-	1,042,184
Non-current assets			
Investments in subsidiaries	1,023,651	-	1,023,651
Other receivables	575,191	2,817	578,008
Deferred tax asset	7,126	-	7,126
Total non-current assets	1,605,968	2,817	1,608,785
Total assets	2,648,152	2,817	2,650,969
Liabilities			
Current liabilities			
Trade and other payables	16,744	-	16,744
Income tax payable	11,532	-	11,532
Total current liabilities	28,276	-	28,276
Non-current liabilities			
Borrowings	1,169,396	-	1,169,396
Total non-current liabilities	1,169,396	-	1,169,396
Total liabilities	1,197,672	-	1,197,672
Net assets	1,450,480	2,817	1,453,297
Equity			
Share capital	40	-	40
Share premium	1,500,120	-	1,500,120
Capital contribution reserve	311,136	-	311,136
Retained profits	(360,816)	2,817	(357,999)
Total equity	1,450,480	2,817	1,453,297

The adjustment refers to the ECL reversal in the reporting year.

2. Critical accounting judgements, estimates and assumptions

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts in the financial statements. Management continually evaluates its judgements and estimates in relation to assets, liabilities, contingent liabilities, revenue and expenses. Management bases its judgements, estimates and assumptions on historical experience and on other various factors, including expectations of future events, that management believes to be reasonable under the circumstances. The resulting accounting judgements and estimates will seldom equal the related actual results. The judgements, estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities (refer to the respective notes) within the next financial year are discussed below.

Impairment of non-financial assets

The Company assesses impairment of non-financial assets at each reporting date by evaluating conditions specific to the Company and to the particular asset that may lead to impairment. If an impairment trigger exists, the recoverable amount of the asset is determined. This involves fair value less costs of disposal or value-in-use calculations, which incorporate a number of key estimates and assumptions.

Recovery of deferred tax assets

Deferred tax assets are recognised for deductible temporary differences only if the Company considers it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that the related tax benefit will be realised. Unrecognised deferred tax assets are reassessed 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.

3. Revenue

	2018 \$'000	2017 \$'000
Dividends received from subsidiary undertakings	<u>2,060,302</u>	<u>135,600</u>

4. Administrative expenses

Operating profit is stated after charging items disclosed in administrative expenses as noted below:

	2018 \$'000	2017 \$'000
Net foreign exchange (gains)/ losses	19,421	(44,442)
Impairment charge on investments	1,992,649	-
Other administrative expenses	24	84
Impairment loss recognised on receivables	<u>(4,474)</u>	<u>-</u>
	<u>2,007,620</u>	<u>(44,358)</u>

Please refer to note 14 for details on the impairment charge on investments in 2018.

5. Directors' remuneration

	2018 \$'000	2017 \$'000
Directors' remuneration		
Aggregate remuneration in respect of qualifying services	647	1,236
Amounts received or receivable by directors under long term incentive schemes (other than shares and share options) in respect of qualifying services	195	603
Aggregate of company contributions paid in respect of money purchase schemes	46	76
Total	888	1,915

The aggregate emoluments in respect of qualifying services paid to directors or past directors as compensation for loss of office during the year was Nil (2017: Nil).

	2018	2017
The number of directors who:		
Received shares in respect of qualifying services under a long term incentive scheme	1	2
Are accruing benefits under money purchase schemes	4	4
	2018 \$'000	2017 \$'000
Remuneration of the highest paid director:		
Emoluments	285	1,428
Pension contributions	13	51
Total	298	1,479

The highest paid director did not receive shares under long-term incentive schemes in 2018.

The directors have chosen to present the total emoluments received for services as directors of the Company and services to other companies in the Group. Emoluments are paid by the director's employing company within the Group. The directors do not believe that it is practicable to apportion these amounts between their services as directors of the company and their services to other Group companies. Where appropriate remuneration costs are subsequently recharged under group reallocations to the Company.

6. Auditor's remuneration

During the financial period the following fees were paid or payable for services provided by Ernst & Young LLP and its associates, the auditor of the Company:

	2018 \$'000	2017 \$'000
Audit of the financial statements	6	6

The cost of the auditor's remuneration is borne by another Group company.

Aon Overseas Holdings Limited
Notes to the financial statements
31 December 2018

7. Interest receivable and similar income

	2018 \$'000	2017 \$'000
Bank interest receivable	15,086	1,646
Interest receivable from group undertakings	<u>78,420</u>	<u>197,304</u>
	<u>93,506</u>	<u>198,950</u>

8. Interest payable and similar charges

	2018 \$'000	2017 \$'000
Bank interest payable	1	11
Interest payable to group undertakings	13,444	17,314
Interest payable to subsidiary undertakings	<u>65,833</u>	<u>88,875</u>
	<u>79,278</u>	<u>106,200</u>

9. Other gains and losses

	2018 \$'000	2017 \$'000
Hedge ineffectiveness on the cash flow hedges	31,767	(34,859)
Other non operating income	58,585	-
Debt extinguishment loss	<u>(60,041)</u>	<u>-</u>
	<u>30,311</u>	<u>(34,859)</u>

Other non operating income relates to the penalty fee received due to prepayment of the loan notes receivables.

10. Income tax charge

	2018 \$'000	2017 \$'000
<i>Income tax charge</i>		
Current tax	12,245	17,857
Deferred tax - origination and reversal of temporary differences	4,940	935
Adjustment recognised for prior periods	22	(395)
Impact of change in tax rates	(720)	(1,097)
	<u>16,487</u>	<u>17,300</u>
Aggregate income tax charge		
<i>Numerical reconciliation of income tax charge and tax at the statutory rate</i>		
The tax charge in the Statement of Profit or Loss for the year is lower (2017: lower) than that calculated at the standard rate of corporation tax in the UK of 19% (2017: 19.25%). The differences are reconciled below:		
Profit before income tax charge	97,221	237,849
Tax at the statutory tax rate of 19% (2017: 19.25%)	18,472	45,786
Adjustment recognised for prior periods	22	(395)
Expenses not deductible for tax purposes	391,715	3,333
Transfer pricing adjustments	(1,545)	(4,223)
Other	-	(1)
Impact of change in tax rates	(720)	(1,097)
Income not taxable	(391,457)	(26,103)
	<u>16,487</u>	<u>17,300</u>
Income tax charge		

The headline rate of UK corporation tax is currently 19%. As at 31 December 2018, the UK government had enacted further reductions to the headline corporation tax rate to 17%. This rate is applicable from 1 April 2020.

Any temporary differences expected to reverse have been re-measured using the above rates.

	2018 \$'000	2017 \$'000
<i>Deferred tax in the income statement:</i>		
Utilisation of tax losses	4,940	935
Total deferred tax recognised in the income statement	<u>4,940</u>	<u>935</u>

11. Current assets - Trade and other receivables

	2018 \$'000	2017 \$'000
Prepayments and accrued income	773	330
Amounts owed by fellow Group undertakings	94,401	80,153
Amounts owed by subsidiary undertakings	-	50
	<u>95,174</u>	<u>80,533</u>

The amount owed by fellow Group undertakings and subsidiary undertakings are not interest bearing and are due to be received within the next 12 months.

12. Current assets - Cash and cash equivalents

	2018 \$'000	2017 \$'000
Cash and cash equivalents	946,677	927,636

13. Current assets - Derivative financial instruments

	2018 \$'000	2017 \$'000
Foreign exchange options	333	-

14. Non-current assets - Investments in subsidiaries

	2018 \$'000	2017 \$'000
Investments in subsidiaries	1,023,651	1,512,047

The direct subsidiary undertakings of the Company as at 31 December 2018 are detailed below:

Name	Address of registered office	Holding	Proportion held %
Aon Graña Peru Corredores de Seguros SA	Calle Dionisio Derteano 144, oficina 1001, San Isidro Lima, Peru	Ordinary Shares	99.99%
Aon Soluciones, S.A.C.	Calle Dionisio Derteano 144, oficina 1001, San Isidro Lima, Peru	Ordinary Shares	99.99%
Benton Finance Limited	The Aon Centre, The Leadenhall Building, 122 Leadenhall Street, London, EC3V 4AN, UK	Ordinary Shares	100.00%
PT Aon Hewitt (Indonesia)	Energy Building 25th Floor, SCBS Lot 11A, Jenderal Sudirman Kav 52-53, Jakarta, Indonesia	Ordinary Shares	99.00%
Benton Finance Ireland Limited	Metropolitan Building, James Joyce Street, Dublin 1, 662880, Ireland	Ordinary Shares	100.00%

Movements in investments

	2018 \$'000
Investment in subsidiaries	
Opening balance	1,512,047
Additions	1,504,253
Impairment	(1,992,649)
Total	1,023,651

14. Non-current assets - Investments in subsidiaries (continued)

On 9 March 2018, as part of a Group reorganisation, the Company's subsidiary, Benton Finance Limited ("BFL") distributed the entire issued share capital of Benton Finance Ireland Limited ("BFIL") to the Company in accordance with section 845 of the Companies Act. The amount of the distribution was the carrying value of the investment of \$1,500.1m.

As a result of this transaction, the Company's investment in BFL was impaired by \$983.5m.

At the end of the year, the Company made further impairments of its investments in both BFL and BFIL of \$509.1m and \$500.0m respectively to reflect the decrease in net assets of these entities. The decrease in net current assets in BFL was mainly due to a reclassification of the loan from long term to short term after the introduction of loan agreement clause relating to BFIL for total amount of \$1.0bn. The decrease of net assets of BFIL was due to the dividend paid of \$500.0m to the Company. Overall this resulted in total impairments of \$1,992.6m across all investments.

In addition to above, the Company made a capital contribution to Aon Graña Peru Corredores de Seguros SA of \$4.2m during the year.

15. Non-current assets - Other receivables

	2018	2017
	\$'000	\$'000
Amounts owed by fellow Group undertakings	578,008	1,447,046
Less: Allowance for expected credit losses	<u>(2,817)</u>	<u>-</u>
	<u>575,191</u>	<u>1,447,046</u>

The amount owed by fellow Group undertakings are interest bearing and are due to be received after the next 12 months. These comprise the following loan notes:

- \$150.0m of the \$1,500.0m issued by a fellow Group undertaking, Aon Corporation on 15 May 2015 with an interest rate of 6.125% and a maturity date of 15 May 2025 (the "Aon Corporation Loan Notes").
- €291.0m issued by a fellow Group undertaking, Aon Holdings France SNC, Inc on 27 June 2014 with an interest rate of 4.25% and a maturity date of 14 May 2021 under the terms of a loan agreement between the two parties.
- €86.0m issued to a fellow group undertaking, Aon Group Nederland BV with an interest rate of 2.95% with a maturity date of 14 May 2026.

On 28 December 2018, the Company received an early payment of the interest due on the Aon Corporation Loan Notes of \$850.0m.

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16. Non-current assets - Deferred tax asset

	2018 \$'000	2017 \$'000
<i>Deferred tax asset comprises of:</i>		
Unused tax losses	7,126	11,352
Deferred tax asset	<u>7,126</u>	<u>11,352</u>
<i>Movements:</i>		
Opening balance	11,352	17,144
Charged to profit or loss (note 10)	(4,940)	(935)
Impact of change in tax rates	719	109
Adjustment recognised for prior periods	<u>(5)</u>	<u>(4,966)</u>
Closing balance	<u>7,126</u>	<u>11,352</u>

The Company has \$40,745,000 (2017: \$66,774,000) of unused tax losses carried forward at 31 December 2018. The Directors consider that based on management's estimates, sufficient taxable profits will be generated in future years to recover these assets. These estimates are based on ongoing transactions and forecast performance.

17. Current liabilities - Trade and other payables

	2018 \$'000	2017 \$'000
Amounts owed to fellow Group undertakings	185	30
Amounts owed to subsidiary undertakings	16,129	7,548
Amounts owed to parent undertaking	<u>430</u>	<u>430</u>
	<u>16,744</u>	<u>8,008</u>

The amounts owed to fellow Group undertakings, amounts owed to subsidiary undertakings and amounts owed to parent undertaking are not interest bearing and are due to be received within the next 12 months.

18. Current liabilities - Income tax payable

	2018 \$'000	2017 \$'000
Corporation tax payable	4,232	-
Group relief payable	<u>7,300</u>	<u>17,857</u>
	<u>11,532</u>	<u>17,857</u>

19. Non-current liabilities - Borrowings

	2018 \$'000	2017 \$'000
Amounts owed to group undertakings	169,396	1,795,911
Amounts owed to subsidiary undertakings	<u>1,000,000</u>	<u>-</u>
	<u>1,169,396</u>	<u>1,795,911</u>

19. Non-current liabilities - Borrowings (continued)

The amount owed to subsidiary and group undertakings are interest bearing and are due to be received after the next 12 months.

Total secured liabilities

- \$1,000.0m outstanding on the \$1,500m loan due to its subsidiary, BFL under a loan agreement dated 15 May 2015 with an interest rate of 5.925% with a maturity date of 15 May 2025 (the "IBL").
- \$169.4m outstanding under the multi-currency revolving loan agreement provided by fellow Group undertaking, Randolph Finance Unlimited Company under the terms of a loan agreement dated 27 June 2014 (and later agreements) with an effective interest rate of 6.4% with a maturity date of 14 May 2021 under the terms of a multi-currency revolving loan agreement.

On 21 March 2018 the Company settled accrued interest to the value of \$500m of the loan to BFL discussed above.

On 25 April 2018 the Company early repaid \$200m of amounts drawn down on the Randolph multi-currency revolving loan agreement, with a carrying value of \$139.3m resulting in \$60.7m debt extinguishment loss.

20. Equity - Share capital

	2018 Shares	2017 Shares	2018 \$'000	2017 \$'000
Ordinary shares - fully paid	<u>40,002</u>	<u>40,002</u>	<u>40</u>	<u>40</u>

All shares are allotted, issued and fully paid. These shares comprise of 40,001 ordinary shares of \$1 and 1 ordinary share of £1.

21. Equity - Share premium account

	2018 \$'000	2017 \$'000
Share premium account	<u>1,500,120</u>	<u>1,500,120</u>

22. Equity - Capital contribution reserve

	2018 \$'000	2017 \$'000
Capital contribution reserve	<u>26,704</u>	<u>421,560</u>

The Company received several cash capital contribution totalling \$297.4m. In 2018 they were transferred to Retained Earnings in accordance with para 3.14(c) of ICAEW Technical release 02/17BL.

The Company amended the terms and conditions to its drawdown facilities with Randolph Finance Limited and removed the "on demand clause". Under IFRS9, below market interest rate loans are initially recognised at fair value and subsequently measured at amortised cost, and the difference was recognised as a capital contribution of \$124.2m. The Company transferred cumulative accreted interest to 31 December 2018 of \$97.5m.

23. Equity - Retained profits

	2018 \$'000	2017 \$'000
Retained profits at the beginning of the financial year	235,118	14,569
Adjustment for change in accounting policy	<u>(7,292)</u>	<u>-</u>
Retained profits at the beginning of the financial year - restated	227,826	14,569
Profit after income tax charge for the year	80,734	220,549
Dividends paid (note 24)	(779,800)	-
Transfer from other reserves	<u>394,856</u>	<u>-</u>
Retained profits/(accumulated losses) at the end of the financial year	<u><u>(76,384)</u></u>	<u><u>235,118</u></u>

24. Equity - Dividends paid

Dividends paid during the financial year were as follows:

	2018 \$'000	2017 \$'000
Interim dividends totalling \$779.8m (\$19,494.03 per share) were declared and paid during the year ended 31 December 2018 to Aon Global Holdings Limited, the Company's parent.	<u><u>779,800</u></u>	<u><u>-</u></u>

25. Guarantees

The Group maintains multi-currency cash pools with third-party banks in which various Aon entities participate. As part of the Group's global banking arrangements, individual Aon entities are permitted to overdraw on their individual accounts provided the overall balance does not fall below zero. Under the terms of the cash pool arrangements, participants, such as the Company whose cash at bank balances at 31 December 2018 include cash pool deposits of \$946.7m (2017: \$927.6m), can become liable for any insolvent borrower's debt (limited to the level of the depositor's own credit balances with individual third party banks) via the pledge and set-off clauses in the arrangements. In such circumstances, Aon plc is contractually bound to indemnify the depositor for the amount paid by them to third party banks under the pledge and set-off arrangement.

26. Events after the reporting period

On 24 January 2019, the Company agreed to settle accrued interest of \$20.1m due to Benton Finance Limited ('BFL') under the terms of an interest bearing loan ('IBL') agreement dated 15 May 2015. On the same date, BFL then assigned and transferred the full benefit of all its rights, title and interest to the Company in relation to \$1,000.0m IBL receivable, owed by the Company to BFL. In return, the Company assumed in full, BFL's liability owed to Benton Finance Ireland Limited ('BFIL'), in respect of an amount equal to \$1,000.0m interest free loan payable to BFIL ('IFL Payable'), under the terms of a loan agreement dated 15 May 2015.

On the same day, the IFL receivable of \$1,000.0m was transferred to the Company by BFIL, resulting in derecognition of the liability and recognition of \$1,000.0m dividend in specie from BFIL.

On 26 July 2019 the Company reduced its capital by the cancellation of its entire share premium and credited it the distributable reserves.

No other matter or circumstance has arisen since 31 December 2018 that has significantly affected, or may significantly affect the Company's operations, the results of those operations, or the Company's state of affairs in future financial years.

27. Controlling party

At the end of the reporting period date the Company's immediate parent undertaking was Aon Global Holdings Limited, a company incorporated in the UK and registered in England and Wales.

The ultimate parent undertaking and controlling party is Aon plc, a company incorporated in the UK and registered in England and Wales.

The parent undertaking of the Group which contains the Company, and for which Group financial statements are prepared, is Aon plc, a company incorporated in the UK and registered in England and Wales.

Copies of the Group financial statements of Aon plc are available from Companies House, Crown Way, Cardiff, CF14 3UZ and also from the Company Secretary, The Aon Centre, The Leadenhall Building, 122 Leadenhall Street, London, EC3V 4AN.