

Registration number: 08183121

URIS Topco Limited

Annual Report and Unaudited Financial Statements
for the Year Ended 31 December 2021

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URIS Topco Limited

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URIS Topco Limited

Company Information

Directors

D J Coles

D Cougill

N G Kirk

J G Sutton

Company secretary

Ardonagh Corporate Secretary Limited

Registered office

Quay Point
Lakeside Boulevard
Doncaster
South Yorkshire
DN4 5PL
United Kingdom

URIS Topco Limited

Strategic Report for the Year Ended 31 December 2021

The directors present their strategic report for the year ended 31 December 2021 for URIS Topco Limited ("the Company"). The Strategic Report provides a review of the business for the financial year and describes how the directors manage risks. The report outlines the performance of the Company during the financial year and its position at the end of the year. The report discusses the developments that have affected the Company and the main trends and factors that could affect its future. Following significant new equity investment as disclosed in note 16, the Company is now part of a new holding company structure. Prior to this and as at 31 December 2021, the Company was part of The Ardonagh Group Limited ("the Group").

Principal activities and business review

The principal activity of the Company is that of an intermediate holding company.

The results for the Company show turnover of £Nil (2020: £Nil) and profit before tax of £15.9m (2020: loss of £2.4m) for the year. At 31 December 2021 the Company had net liabilities of £29.8m (2020: £33.5m). The going concern note (part of accounting policies) on page 10 sets out the reasons why the directors believe that the preparation of the financial statements on a basis other than going concern is appropriate.

Outlook

URIS Topco Limited is an intermediate holding company. On 1 December 2021, the Company sold its subsidiary investment in URIS Group Limited to Geo Specialty Group Holdings Limited, a company under common control. As a result, it is the directors' intention to liquidate the Company once the appropriate due diligence has been completed as part of a planned legal entity rationalisation programme.

Key performance indicators

The directors of Ardonagh manage the Group's operations on a segmental basis. For this reason, the Company's directors believe that a detailed analysis for the Company is not necessary or appropriate for an understanding of the development, performance or position of the business. The development, performance and position of the Group which includes this Company is discussed in the Group's annual report.

The key performance indicator for this Company is the carrying value of its subsidiaries, as these are the main assets of the Company. The performance of the subsidiary undertakings will determine whether an impairment to the carrying value is required and this is tested on a regular basis. Total impairment charges for the current year were £8.7m (2020: £Nil).

Principal risks and uncertainties

A principal risk of this holding Company is the trading performance of its subsidiaries. Trading performance in the subsidiaries could create the need for impairment leading to a reduction in net assets and distributable reserves of the Company. The subsidiaries set performance targets for the year ahead and performance is reviewed regularly against these targets. Reasons for under performance are monitored and mitigating actions are taken. The investment is reviewed for impairment to ensure the appropriate carrying value in the holding company's accounts.

URIS Topco Limited

Strategic Report for the Year Ended 31 December 2021 (continued)

The principal risks and their mitigation are as follows:


Financial risk

The Company and Group have demonstrated their operational and financial resilience to shock conditions in its response to the Covid-19 pandemic. Management does not expect increased global political tensions (including related to the Ukrainian conflict, which we are monitoring and will respond to appropriately), nor any potential lingering impacts of Covid-19 following lockdown restrictions being removed in the UK, to have a significant effect on the Group.

The Group has sufficient liquidity to withstand a period of potential poor trading resulting from a sustained economic decline, although this has not materialised to date and the Group would respond to income declines by seeking cost savings. The Group had available liquidity of £683.3m at 30 June 2022 and closely monitors available liquidity on an ongoing basis.

Insurance broking is a resilient and defensive market, which has historically had limited impact from past economic or capital market downturns. Ardonagh is highly diversified and not materially exposed to a single carrier, customer or market sector.

Approved by the Board on 19/09/2022 and signed on its behalf by:


Jon Sutton (Sep 20, 2022 13:06 GMT+1)
.....
J G Sutton
Director

URIS Topco Limited

Directors' Report for the Year Ended 31 December 2021

The directors present their annual report and the unaudited financial statements for the year ended 31 December 2021.

Directors of the Company

The directors, who held office during the year and up to the date of signing, were as follows:

D J Coles

D Cougill

S W Hough (resigned 27 January 2022)

N G Kirk

The following director was appointed after the year end:

J G Sutton (appointed 27 January 2022)

Dividends

The directors do not recommend a final dividend payment to be made in respect of the financial year ended 31 December 2021 (2020: £Nil).

Financial risk management objectives and policies

Details of financial risk management objectives and policies can be found in the Strategic Report within the 'Principal risks and uncertainties' section on page 2.

Future developments

Details of future developments can be found in the Strategic Report within the 'Outlook' section on page 2.

Political donations

The Company has not made any political donations during the year (2020: £Nil).

Subsequent events

Details of subsequent events can be found in the Notes to the financial statements within the 'Subsequent events' section on page 21.


Going concern

The Company's business activities, together with the factors likely to affect its future development are described in the Strategic Report on page 2. The Company disposed of its subsidiary investment in URIS Group Limited on 1 December 2021 and as a result, it is the directors' intention to liquidate the Company. Thus they have adopted a basis other than going concern in preparing the annual financial statements. Further details of this assessment can be found in note 2 to these financial statements.

Directors' indemnities

All directors of the Company and fellow Group companies benefit from qualifying third-party indemnity provisions, subject to the conditions set out in the Companies Act 2006, which were in place during the financial year and at the date of this report.

Approved by the Board on 19/09/2022 and signed on its behalf by:


Jon Sutton (Sep 20, 2022 13:06 GMT+1)
J G Sutton
Director

URIS Topco Limited

Statement of Directors' Responsibilities

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), including FRS 101 "Reduced Disclosure Framework".

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

- select suitable accounting policies and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and to 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 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.

URIS Topco Limited

Statement of Comprehensive Income for the Year Ended 31 December 2021

	Note	2021 £ 000	2020 £ 000
Salaries and associated costs	6	-	12
Administrative expenses		<u>(279)</u>	<u>(11)</u>
Operating (loss)/profit		(279)	1
Gain on disposal of subsidiary	9	18,841	-
Impairment of investments	9	8,740	-
Finance income	5	9,758	1,307
Finance costs	5	<u>(3,654)</u>	<u>(3,664)</u>
Profit/(loss) before tax		15,926	(2,356)
Tax charge	8	<u>(154)</u>	<u>(257)</u>
Profit/(loss) for the year		<u>15,772</u>	<u>(2,613)</u>

The above results arise from discontinued operations. There are no items of other comprehensive income in the current or prior financial year.

URIS Topco Limited

(Registration number: 08183121)

Statement of Financial Position as at 31 December 2021


	Note	2021 £ 000	2020 £ 000
Non-current assets			
Investment in subsidiary	9	-	34,721
Loans to related parties	10	-	13,300
Deferred tax assets	8	9	-
		<u>9</u>	<u>48,021</u>
Current assets			
Cash and cash equivalents		6	6
Trade and other receivables	10	52,947	304
Current tax assets		147	310
		<u>53,100</u>	<u>620</u>
Current liabilities			
Trade and other payables	11	(12,906)	(15,863)
Borrowings	12	(69,976)	-
Net current liabilities		<u>(29,782)</u>	<u>(15,243)</u>
Total assets less current liabilities		<u>(29,773)</u>	<u>32,778</u>
Non-current liabilities			
Borrowings	12	-	(66,323)
Net liabilities		<u>(29,773)</u>	<u>(33,545)</u>
Capital and reserves			
Share capital	13	2	2
Capital redemption reserve		3,686	3,686
Retained losses		(33,461)	(37,233)
Total equity		<u>(29,773)</u>	<u>(33,545)</u>

For the financial year ending 31 December 2021 the Company was entitled to exemption from audit under section 479A of the Companies Act 2006 relating to subsidiary companies.

Directors' responsibilities:

- The members have not required the Company to obtain an audit of its accounts for the year in question in accordance with section 476; and
- The directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts.

Approved by the Board on 19/09/2022 and signed on its behalf by:


 J G Sutton
 Director

The notes on pages 9 to 21 form an integral part of these financial statements.
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URIS Topco Limited

Statement of Changes in Equity for the Year Ended 31 December 2021

	Share capital £ 000	Capital redemption reserve £ 000	Retained losses £ 000	Total £ 000
At 1 January 2021	2	3,686	(37,233)	(33,545)
Profit for the year	-	-	15,772	15,772
Capital contribution	-	-	(12,000)	(12,000)
At 31 December 2021	<u>2</u>	<u>3,686</u>	<u>(33,461)</u>	<u>(29,773)</u>

During the year ended 31 December 2021, the Company entered an agreement to waive £12.0m of debt owed by an indirect subsidiary, composed of loan capital and interest.

	Share capital £ 000	Capital redemption reserve £ 000	Retained losses £ 000	Total £ 000
At 1 January 2020	2	3,686	(34,620)	(30,932)
Loss for the year	-	-	(2,613)	(2,613)
At 31 December 2020	<u>2</u>	<u>3,686</u>	<u>(37,233)</u>	<u>(33,545)</u>

The capital redemption reserve arose in 2017 in relation to the acquisition of URIS Topco Limited and its subsidiaries by the Ardonagh Group.

URIS Topco Limited

Notes to the Unaudited Financial Statements for the Year Ended 31 December 2021

1 General information

The Company is a private company limited by share capital, that is incorporated and registered in England, United Kingdom. The details of the Company's registered office address can be found on page 1. The principal activity of the Company is disclosed on page 2 within the 'Strategic Report' section.

These financial statements for the year ended 31 December 2021 were authorised for issue by the Board on 19/09/2022..... and the Statement of Financial Position was signed on the board's behalf by J G Sutton.

2 Accounting policies

Summary of significant accounting policies and key accounting estimates

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

Basis of preparation

These financial statements were prepared in accordance with Financial Reporting Standard 101 'Reduced Disclosure Framework'.

The financial statements are presented in GBP sterling (£), which is also the Company's functional currency.

The financial statements have been prepared on a historical cost basis, as modified to use a different measurement basis where necessary to comply with FRS 101.

As a wholly owned subsidiary of The Ardonagh Group Limited for the year ended 31 December 2021, the Company has taken advantage of the exemption under section 400 of the Companies Act 2006 not to prepare group accounts, and its results are included in the consolidated accounts of its ultimate parent.

Application of new and revised International Financial Reporting Standards ("IFRS")

None of the other standards, interpretations and amendments effective for the first time from 1 January 2021 have had a material effect on the financial statements.

URIS Topco Limited

Notes to the Unaudited Financial Statements for the Year Ended 31 December 2021 (continued)

2 Accounting policies (continued)

Summary of disclosure exemptions

In preparing these financial statements, the Company applies the recognition, measurement and disclosure requirements of International Financial Reporting Standards as adopted by the UK ("Adopted IFRSs"), but makes amendments where necessary in order to comply with the Companies Act 2006 and has set out below where advantage of the FRS 101 disclosure exemptions has been taken.

In these financial statements, the Company has taken advantage of the following disclosure exemptions under FRS 101 where relevant:

- the requirements of IFRS 7 Financial Instruments: Disclosures and of paragraphs 91-99 of IFRS 13 Fair Value Measurement;
- the requirements in paragraph 10(d) and 111 of IAS 1 Presentation of Financial Statements to prepare a Cash flow statement and the requirements in IAS 7 Statement of Cash Flows regarding the same;
- the requirements of paragraphs 10(f), 16, 38A, 38B, 38C, 38D, 40A, 40B, 40C, 40D, 111 and 134 to 136 of IAS 1 Presentation of Financial Statements;
- the requirements of paragraphs 30 and 31 in IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors regarding disclosure of new IFRS standards not yet effective at the reporting date and their potential impact;
- the requirements in paragraphs 17 and 18A of IAS 24 Related Party Disclosures and the requirements in IAS 24 to disclose related party transactions entered into between two or more members of the Group, provided that any subsidiary which is party to the transaction is wholly owned by such a member; and
- the requirements of paragraphs 130(f)(ii) -(iii), 134(d) - 134(f) and 135(c) - 135(e) of IAS 36 Impairment of Assets in respect of disclosure of valuation techniques, assumptions on which projections used in the impairment review are based and sensitivity analysis.

Equivalent disclosures are included in the Group's consolidated financial statements, as required by FRS 101 where exemptions have been applied.

Judgements made by the directors in the application of these accounting policies that have a significant effect on the financial statements, and estimates with a significant risk of material adjustment in the next year, are discussed in the Critical accounting judgements and key sources of estimation uncertainty disclosure on page 14.

Going concern

It is the directors' intention to wind up the Company. Consequently, the financial statements have been prepared on a basis other than going concern. At 31 December 2021 the Company had net liabilities of £29.8m (2020: £33.5m) and net current liabilities of £29.8m (2020: £15.2m). The net liabilities include amounts receivable from related parties of £43.8m (2020: £0.0m), and amounts due to related parties of £12.8m (2020: £15.8m). The Company reported a profit before tax of £15.9m (2020: loss before tax of £2.4m).

The book values of the Company's assets and liabilities are deemed to be a reasonable approximation of fair value. As such no adjustments to balances are required with the Company being reported on a basis other than going concern.

URIS Topco Limited

Notes to the Unaudited Financial Statements for the Year Ended 31 December 2021 (continued)

2 Accounting policies (continued)

Investment in subsidiary

A subsidiary is an entity over which the Company has control. The Company controls an investee when it is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Investments in subsidiaries are accounted for at cost less, where appropriate, impairment.

Impairment of investment

The carrying amount of the Company's assets are reviewed for impairment when events or changes in circumstances indicate that the carrying amount of the investment may not be recoverable. If any such indication exists, the asset's recoverable amount is estimated. An impairment loss is recognised whenever the carrying amount of an asset or its cash-generating unit exceeds its recoverable amount. Impairment losses are recognised in the Statement of Comprehensive Income.

Calculation of recoverable amount

An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows.

Financial instruments

Recognition and initial measurement

Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the financial instrument, and they are measured initially at fair value. Transaction costs arising on the issue of a financial asset or financial liability are accounted for as follows:

- Transaction costs are added to or deducted from the fair value of the financial asset or financial liability if they are directly attributable to the acquisition of the financial asset or financial liability, respectively, and if the financial asset is measured at fair value through other comprehensive income or if the financial asset or financial liability, respectively, is measured at amortised cost.
- Transaction costs are recognised immediately in profit or loss if they are directly attributable to the issue of a financial asset or financial liability at fair value through profit or loss, or if they are not directly attributable to the issue of a financial asset or financial liability.

Derecognition

Financial assets

Financial assets are derecognised when the contractual rights to the cash flows from the financial asset expire, or the Group transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred.

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss. On derecognition of an investment in an equity instrument which the Group has elected on initial recognition to measure at fair value through other comprehensive income, the cumulative gain or loss previously accumulated in equity is not reclassified to profit or loss but is included in retained earnings.

URIS Topco Limited

Notes to the Unaudited Financial Statements for the Year Ended 31 December 2021 (continued)

2 Accounting policies (continued)

Financial liabilities

A financial liability is derecognised when it is extinguished, discharged, cancelled or expires. The difference between the carrying value of the financial liability and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss. Where 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 a derecognition of the original liability and the recognition of a new liability.

Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the Statement of Financial Position when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

Classification and subsequent measurement of financial assets

Financial instruments are classified at inception into one of the following categories, which then determine the subsequent measurement methodology:-

- Amortised cost;
- Fair value through other comprehensive income (FVTOCI); or
- Fair value through the profit or loss (FVTPL).

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on their classification.

Financial assets classified as amortised cost

Financial assets that meet the following conditions are classified and subsequently measured at amortised cost:

- the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

The amortised cost of a financial asset is the amount at which the financial asset is measured at initial recognition minus the principal repayments, plus the cumulative amortisation using the effective interest method of any difference between that initial amount and the maturity amount, adjusted for any loss allowance.

The Company's financial assets measured at amortised cost include trade and other receivables and advances to related parties.

Reclassifications

Financial assets are not reclassified subsequent to their initial recognition. They would only be reclassified if the Company were to change its business model for managing its financial assets, in which case the affected financial assets would be reclassified following that change.

Impairment of financial assets

Impairment of the Company's financial assets is assessed on a forward-looking basis, applying the expected credit loss (ECL) model. The Company recognises Lifetime ECL for trade and other receivables.

URIS Topco Limited

Notes to the Unaudited Financial Statements for the Year Ended 31 December 2021 (continued)

2 Accounting policies (continued)

Classification and subsequent measurement of financial liabilities

All financial liabilities, other than those classified as financial liabilities at FVTPL, are measured at amortised cost using the effective interest rate method.

The Company's financial liabilities include borrowings, and trade and other payables.

Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the Statement of Financial Position date. Borrowings are recognised initially at fair value, net of transactions costs incurred. They are subsequently measured at amortised cost using the effective interest rate method.

Trade payables are initially recognised at fair value and are subsequently measured at amortised cost.

Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

Taxation

The tax expense for the period comprises current and deferred tax. Tax is recognised in profit or loss, except that a change attributable to an item of income or expense recognised as other comprehensive income is also recognised directly in other comprehensive income.

Current tax

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date in the countries where the company operates and generates taxable income.

Deferred tax

Deferred income tax is recognised on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements and on unused tax losses or tax credits in the company. Deferred income tax is determined using tax rates and laws that have been enacted or substantively enacted by the reporting date.

The carrying amount of deferred tax assets are reviewed at each reporting date and a valuation allowance is set up against deferred tax assets so that the net carrying amount equals the highest amount that is more likely than not to be recovered based on current or future taxable profit.

Finance income and costs policy

The Company's finance income and finance costs include:

- interest income;
- dividend income; and
- interest expense.

Interest income and expense are recognised using the effective interest method for debt instruments classified as amortised cost.

URIS Topco Limited

Notes to the Unaudited Financial Statements for the Year Ended 31 December 2021 (continued)

3 Critical accounting judgements and key sources of estimation uncertainty

Estimates and judgements used in preparing the financial statements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable. The resulting accounting estimates will, by definition, seldom equal the related actual results.

There are no estimates or areas of judgement made in the preparation of the financial statements that have a significant effect on the carrying amounts of assets and liabilities for the year ended 31 December 2021.

4 Operating (loss)/profit

For the year ended 31 December 2021, the Company has taken the exemption under s479 of the Companies Act 2006 from the requirement to obtain an audit of their separate financial statements. The guarantee of the outstanding liabilities as at 31 December 2021 has been provided by Ardonagh Midco 2 plc, a fellow Group company. As a result, no audit fee has been incurred (2020: £4k). In 2020, the audit fee for the audit of this Company was paid by other Group entities for which no recharge was made.

5 Finance income and finance costs

	2021 £ 000	2020 £ 000
Finance income		
Interest from related parties	868	1,307
Dividend income	<u>8,890</u>	<u>-</u>
	9,758	1,307
Finance costs		
Interest on preference shares	<u>(3,654)</u>	<u>(3,664)</u>
Net finance income/(costs)	<u>6,104</u>	<u>(2,357)</u>

Finance income represents the annual interest accruing on the loan to RDG Midas Holdings (NI) Limited, (note 10) and £8.9m of internal dividends received from a subsidiary of the Company, Uris Central Administration Limited.

URIS Topco Limited

Notes to the Unaudited Financial Statements for the Year Ended 31 December 2021 (continued)

6 Staff costs

The aggregate staff costs (including directors' remuneration) were as follows:

	2021 £ 000	2020 £ 000
Wages and salaries	-	(2)
Share-based payment	-	(10)
	<u>-</u>	<u>(12)</u>

The Company had no employees in the current or prior period. All administration is performed by employees of the group, for which no recharge is made to the Company.

7 Directors' remuneration

The emoluments of all directors are paid by other Group companies, which make no recharge to the Company. These directors are directors of The Ardonagh Group Limited and/or other fellow subsidiaries. Their total emoluments are included in the consolidated financial statements of The Ardonagh Group Limited for the year ended 31 December 2021.

8 Income tax

The Company's tax charge is the sum of the total current and deferred tax expense.

	2021 £ 000	2020 £ 000
Current taxation		
UK corporation tax	165	250
UK corporation tax adjustment to prior periods	(2)	6
Total current taxation	<u>163</u>	<u>256</u>
Deferred taxation		
Arising from origination and reversal of temporary differences	(9)	-
Adjustments in respect of prior periods	-	1
Effect of tax rate change on opening balance	-	-
Total deferred taxation	<u>(9)</u>	<u>1</u>
Tax charge in the Statement of Comprehensive Income	<u>154</u>	<u>257</u>

URIS Topco Limited

Notes to the Unaudited Financial Statements for the Year Ended 31 December 2021 (continued)

8 Income tax (continued)

The following table reconciles the tax charge calculated at the UK statutory rate on the Company's profit before tax with the actual tax charge for the year.

	2021 £ 000	2020 £ 000
Profit/(loss) before tax	15,926	(2,356)
Corporation tax at standard rate of 19% (2020: 19%)	3,026	(447)
Adjustments to tax charge in respect of previous periods - current tax	(2)	6
Adjustments to tax charge in respect of previous periods - deferred tax	-	1
Exempt ABGH distributions	(995)	696
Expenses not deductible for tax purposes	(1,866)	-
Movement in deferred tax not recognised	(7)	1
Remeasurement of deferred tax for changes in tax rates	(2)	-
Total tax charge	154	257

Deferred tax

In the March 2021 Budget, it was announced that the UK Corporation Tax Rate will rise from its current rate of 19% to 25% with effect from April 2023. UK deferred tax balances as at 31 December 2021 are measured at the rate that the respective assets and liabilities will reverse.

Deferred tax assets and liabilities are recognised on the balance sheet as follows:

	Asset £ 000
2021	
Accelerated tax depreciation	9
	Asset
2020	£000
Accelerated tax depreciation	-

Deferred tax movement during the year:

	At 1 January 2021 £ 000	Recognised in income £ 000	At 31 December 2021 £ 000
Accelerated tax depreciation	-	9	9

URIS Topco Limited

Notes to the Unaudited Financial Statements for the Year Ended 31 December 2021 (continued)

8 Income tax (continued)

	At At 1 January 2020 £ 000	31 December 2020 £ 000
Accelerated tax depreciation	<u>-</u>	<u>-</u>

The Company did not recognise deferred tax assets as follows. These deferred tax assets have not been recognised in these accounts as it is not expected that the Group's future profitability will be sufficient to utilise them.

	2021 £ 000	2020 £ 000
Accelerated tax depreciation	<u>-</u>	<u>6</u>
Unrecognised deferred tax assets	<u>-</u>	<u>6</u>

URIS Topco Limited

Notes to the Unaudited Financial Statements for the Year Ended 31 December 2021 (continued)

9 Investment in subsidiaries

	£ 000
Cost or valuation	
At 1 January 2021	34,721
Disposals	<u>(25,981)</u>
At 31 December 2021	<u>8,740</u>
Provision for impairment	
At 1 January 2021	-
Impairment charge	<u>8,740</u>
At 31 December 2021	<u>8,740</u>
Carrying amount	
At 31 December 2021	<u>-</u>
At 31 December 2020	<u>34,721</u>

During the year ended 31 December 2021, the Company disposed of its direct interest in URIS Group Limited resulting in a gain on disposal of £18.8m.

Details of the subsidiaries as at 31 December 2021 are as follows.

Name of subsidiary	Principal activity	Country of incorporation and Principal place of business	Share class	Company interest in ordinary share capital and voting rights held	
				2021	2020
URIS Central Administration Limited	Holding company	England	Ordinary	100%	100%

The registered office of the subsidiary is Quay Point, Lakeside Boulevard, Doncaster, DN4 5PL.

URIS Topco Limited

Notes to the Unaudited Financial Statements for the Year Ended 31 December 2021 (continued)

10 Trade and other receivables

	2021	2020
	£ 000	£ 000
Non-current trade and other receivables		
Loans to related parties	<u>-</u>	<u>13,300</u>
	2021	2020
	£ 000	£ 000
Current trade and other receivables		
Receivables from other Group companies	43,770	10
Deferred consideration receivable	-	279
Other receivables	26	15
Loans to related parties	<u>9,151</u>	<u>-</u>
	<u>52,947</u>	<u>304</u>

Loans to related parties refers to three separate loan agreements for £0.6m, £0.5m and £8.1m which accrue interest at 10%, 5% and 10% respectively. The loans have been advanced to RDG Midas Holdings (NI) Limited, a company under common control. The loans are unsecured and have a termination date of June 2022.

The directors believe that the intercompany receivables are recoverable. The balances are unsecured, interest free and repayable on demand.

11 Trade and other payables

	2021	2020
	£ 000	£ 000
Current trade and other payables		
Amounts due to other Group companies	12,834	15,791
Social security and other taxes	<u>72</u>	<u>72</u>
	<u>12,906</u>	<u>15,863</u>

Amounts due to other Group companies are unsecured, interest free and payable on demand.

URIS Topco Limited

Notes to the Unaudited Financial Statements for the Year Ended 31 December 2021 (continued)

12 Borrowings

	2021 £ 000	2020 £ 000
Non-current loans and borrowings		
Redeemable preference shares	-	66,323
	<u> </u>	<u> </u>
	2021 £ 000	2020 £ 000
Current loans and borrowings		
Redeemable preference shares	69,976	-
	<u> </u>	<u> </u>

Secured loan and other borrowings consist of cumulative, redeemable preference shares issued to Nevada Investments 3 Limited. These shares carry a cumulative dividend of 10% interest per annum. The balance has been classified as current in the year following the directors' decision to place the Company into run-off.

13 Share capital

Allotted, called up and fully paid shares

	2021		2020	
	No.	£	No.	£
A Ordinary shares of £0.00 each	8,750	9	8,750	9
B Ordinary shares of £1.50 each	625	938	625	938
C Ordinary shares of £1.50 each	625	938	625	938
	<u>10,000</u>	<u>1,884</u>	<u>10,000</u>	<u>1,884</u>

The ordinary shares have attached to them full voting, dividend and capital distribution (including on winding up) rights; they do not confer any rights of redemption.

14 Related party transactions

During the year the Company entered into transactions, in the ordinary course of business, with a number of related parties. The Company has taken the exemption under FRS 101 not to disclose transactions with fellow wholly owned subsidiaries or key management personnel.

URIS Topco Limited

Notes to the Unaudited Financial Statements for the Year Ended 31 December 2021 (continued)

15 Parent and ultimate parent undertaking

The Group's majority shareholder and ultimate controlling party at 31 December 2021 is HPS Investment Partners LLC. The immediate parent company is Nevada Investments 3 Limited and the ultimate parent company is Tara Topco Limited, (note 16). The largest group that prepares group financial statements at 31 December 2021 that consolidate the Company is The Ardonagh Group Limited (incorporated in Jersey, registered office address 3rd Floor, 44 Esplanade, St Helier, Jersey, JE4 9WG). The parent company of the smallest group that prepares group financial statements at 31 December 2021 that consolidate the Company is Ardonagh Midco 2 plc (incorporated in Great Britain, registered office address 2 Minster Court, London, EC3R 7PD). Financial statements for The Ardonagh Group Limited and Ardonagh Midco 2 plc are available on request from:

2 Minster Court
Mincing Lane
London
EC3R 7PD

16 Subsequent events

Following the satisfaction of closing conditions on 31 May 2022, Ardonagh has obtained a significant new equity investment into the Group led by existing long-term shareholders MDP and HPS, alongside new co-investors through accounts managed by MDP and HPS. Under the terms of the transaction, funds affiliated with MDP have increased their shareholding in the Group, and HPS has reinvested in the Group. Co-investors, including a wholly owned subsidiary of Abu Dhabi Investment Authority and several other large global institutions, have also acquired more than USD1 billion equity through accounts managed by MDP and HPS as part of the transaction, which gives an enterprise valuation for Ardonagh of USD7.5 billion.

The new equity investment has resulted in The Ardonagh Group Limited merging into a newly created company Tara Topco Limited ('Tara') on 31 May 2022 following which the Ardonagh Group activities became overseen by a newly created subsidiary of Tara from 1 June 2022, Ardonagh Group Holdings Limited.