

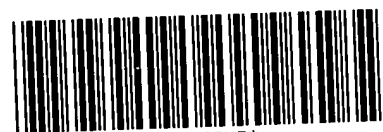
Registered number: 09595901

PREMINEN PRICE COMPARISON HOLDINGS LIMITED

Annual Report and Financial Statements

For the Year Ended 31 December 2020

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PREMINEN PRICE COMPARISON HOLDINGS LIMITED

Company Information

Directors J Gurtubay-Francia (resigned 30 April 2021)
E B Novoa
C Sanchez (resigned 30 April 2021)
G Santos (resigned 30 April 2021)

Company secretary D J Caunt (resigned 30 April 2021)

Registered number 09595901

Registered office The Cooperage
5 Cooper Row
London
SE1 2LH

Independent auditor Deloitte LLP
1 New Street Square
London
EC4A 3HQ

PREMINEN PRICE COMPARISON HOLDINGS LIMITED

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PREMINEN PRICE COMPARISON HOLDINGS LIMITED

Strategic Report For the Year Ended 31 December 2020

Introduction

Preminen Price Comparison Holdings Limited (the "Company") was incorporated on 18 May 2015 and has been established as a partnership between Admiral Group plc and Mapfre S.A., to explore the potential of price comparison overseas.

Business review

The Company is focussed on developing as a base from which to explore different geographical markets for price comparison, with the Mexican operation being established in 2017, and further operations in India and Bahrain in 2019. During the year, the Company announced the intention to cease the trading activities of the Indian operation. The Company has incurred administrative expenses of €2,282,683 in FY2020 (2019: €2,826,053), of which €500,000 relates to a further impairment charge of the investment in Turkey and €986,664 of impairment charge to the investment in India. Further detail can be found in note 11 to the financial statements. The Company's loss after tax for the year was €2,285,504, (2019: loss of €2,860,809) and the net asset position as at 31 December 2020 was €10,125,680 (2019: €7,411,184).

On 29 December 2020, Admiral Group ("Admiral") plc announced that it had agreed with ZPG Comparison Services Holdings UK Limited ("RVU") for RVU to purchase the Company as part of a deal including the Penguin Portals Group and Admiral's 50% share of the Company. MAPFRE sold its 50% holding in the Company as part of the transaction. The sale was completed on 30 April 2021.

2,500,000 Class A Ordinary shares and 2,500,000 Class B Ordinary shares were issued during the financial year ended 31 December 2020, with an aggregate nominal value of €5,000,000. The consideration received in respect of these shares was equal to the aggregate nominal value of €5,000,000.

Macroeconomic conditions - Withdrawal from the European Union ("EU")

The result of the UK's EU referendum in 2016 increased the level of macroeconomic uncertainty. The UK formally exited the EU on 31 January 2020, however the new trade deal between the UK and the EU came into effect on 31 December 2020. The longer-term effects on the Company of the UK's withdrawal are still being quantified however, the Directors believe that the Company's multi-country operations are not likely to have negative impacts resulting from the UK's withdrawal from the European Union.

COVID-19

COVID-19 has been considered further in the Director's Report. As the Company does not trade and has no employees, there has been no significant direct risk considered as a result of the pandemic, although there is an underlying risk in the impact on trading within the Company's subsidiaries.

PREMINEN PRICE COMPARISON HOLDINGS LIMITED

Strategic Report (continued) For the Year Ended 31 December 2020

Principle risks and uncertainties

The key risk is that developing new operations overseas could fail to produce sustainable, profitable long term businesses, which could result in the impairment of Investments in Subsidiaries. Management will continue to apply a conservative approach to expansion and seek to mitigate this risk.

The Company's activities expose it primarily to financial risk relating to credit risk and liquidity risk.

Credit risk:

Credit risk is defined by the Company as the risk of loss if another party fails to perform its obligations. The key exposure of the Company to credit risk is through bank deposits and amounts relating to intercompany receivables. To mitigate the risk over bank deposits, cash balances and deposits are placed only with highly rated credit institutions. Group policies prescribes business oversight and control in relation to the risk over intercompany receivables.

Liquidity risk:

Liquidity risk is the risk that the Company does not have sufficient, available financial resources to enable it to meet its obligations as they fall due or can only secure them at excessive cost.

The primary liquidity risk of the Company is the amounts owed to group undertakings, which have no fixed repayment terms. The group undertakings are not seeking recovery of the intercompany payables that are due.

Section 172(1) statement

The Directors of the Company, as those of all UK companies, must act in accordance with a set of general duties. These duties are detailed in section 172 of the UK Companies Act 2006. In summary, this sets out how directors of a company must act in the way they consider, in good faith, would be most likely to promote the success of the company for the benefit of its shareholders as a whole and, in doing so have regard (amongst other matters) to the likely consequences of any decisions in the long-term, and the interests of the company's employees, communities, stakeholders, external partners and the environment.

In order to identify the stakeholders that are of the most critical strategic importance to its operations, the Board has considered the key issues on its agenda which are discussed on a recurring basis. As the Company does not trade, the stakeholders are considered to be the subsidiaries of the Company and its shareholder.

This report was approved by the board on 20 December 2021 and signed on its behalf.


Elena Betés Novoa (Dec 20, 2021 13:40 GMT+1)

E B Novoa
Director

PREMINEN PRICE COMPARISON HOLDINGS LIMITED

Directors' Report For the Year Ended 31 December 2020

The Directors present their report and the financial statements for the year ended 31 December 2020.

Results and dividends

The loss for the year, after taxation, amounted to €2,285,504 (2019: loss of €2,860,809).

No dividend was paid in 2020 (2019: Nil). No dividend is proposed in respect of the 2020 financial year.

Directors

The Directors who served during the year, and to the date of signing, were:

J Gurtubay-Francia (resigned 30 April 2021)
E B Novoa
C Sanchez (resigned 30 April 2021)
G Santos (resigned 30 April 2021)

Future developments

The Company's plan for the coming year is to continue to support the development of the operations in Mexico and the Middle East, and to keep looking for further opportunities that may present themselves. The Company has begun the process of winding down the Indian operation.

Financial risk management

The Companies exposure to credit and liquidity risk, and its policies and procedures for mitigating these risks, are disclosed in the Strategic Report.

Going concern

The Directors have considered the appropriateness of the going concern basis of preparation in these financial statements, as set out in note 1.3. Given the result of this assessment, the Directors are satisfied that the going concern basis of preparation is appropriate.

Branches outside the United Kingdom

The Company has one branch outside of the United Kingdom: Preminen Price Comparison Holdings Sucursal en Espana.

Post balance sheet events

There have been no significant events affecting the Company since the year end that require recognition or disclosure in these financial statements except for the following:

On 29 December 2020, Admiral Group ("Admiral") plc announced that it had agreed with ZPG Comparison Services Holdings UK Limited ("RVU") for RVU to purchase the Company as part of a deal including the Penguin Portals Group and Admiral's 50% share of the Company. MAPFRE sold its 50% holding in the Company as part of the transaction. The sale was completed on 30 April 2021.

PREMINEN PRICE COMPARISON HOLDINGS LIMITED

Directors' Report (continued)
For the Year Ended 31 December 2020

Disclosure of information to auditor


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

- so far as the Director is aware, there is no relevant audit information of which the Company's auditor is unaware, and
- the Director has taken all the steps that ought to have been taken as a Director in order to be aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

Auditor

The auditor, Deloitte LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

This report was approved by the board on 20 December 2021 and signed on its behalf.


Elena Betés Novoa (Dec 20, 2021 13:40 GMT+1)

E B Novoa
Director

PREMINEN PRICE COMPARISON HOLDINGS LIMITED

**Directors' Responsibilities Statement
For the Year Ended 31 December 2020**

The Directors are responsible for preparing the Strategic Report, the Directors' 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 applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 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 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;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Directors are responsible for keeping 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 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.

PREMINEN PRICE COMPARISON HOLDINGS LIMITED

Independent Auditor's Report to the members of Preminen Price Comparison Holdings Limited

Report on the audit of the financial statements

Opinion

In our opinion the financial statements of Preminen Price Comparison Holdings Limited (the 'company'):

- give a true and fair view of the state of the company's affairs as at 31 December 2020 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, including Financial Reporting Standard 101 "Reduced Disclosure Framework"; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements which comprise:

- the Income Statement;
- the Statement of Financial Position;
- the Statement of Changes in Equity; and
- the related notes 1 to 20.

The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 101 "Reduced Disclosure Framework" (United Kingdom Generally Accepted Accounting Practice).

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report.

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

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

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 contained within the annual report. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

PREMINEN PRICE COMPARISON HOLDINGS LIMITED

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 course of 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 this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

Auditor's responsibilities for the audit of the financial statements

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

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

Extent to which the audit was considered capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below.

We considered the nature of the company's industry and its control environment, and reviewed the company's documentation of their policies and procedures relating to fraud and compliance with laws and regulations. We also enquired of management about their own identification and assessment of the risks of irregularities.

We obtained an understanding of the legal and regulatory framework that the company operates in, and identified the key laws and regulations that:

- had a direct effect on the determination of material amounts and disclosures in the financial statements. These included the UK Companies Act and relevant tax legislation; and
- do not have a direct effect on the financial statements but compliance with which may be fundamental to the company's ability to operate or to avoid a material penalty.

We discussed among the audit engagement team regarding the opportunities and incentives that may exist within the organisation for fraud and how and where fraud might occur in the financial statements.

In common with all audits under ISAs (UK), we are also required to perform specific procedures to respond to the risk of management override. In addressing the risk of fraud through management override of controls, we tested the appropriateness of journal entries and other adjustments; assessed whether the judgements made in making accounting estimates are indicative of a potential bias; and evaluated the business rationale of any significant transactions that are unusual or outside the normal course of business.

PREMINEN PRICE COMPARISON HOLDINGS LIMITED

In addition to the above, our procedures to respond to the risks identified included the following:

- reviewing financial statement disclosures by testing to supporting documentation to assess compliance with provisions of relevant laws and regulations described as having a direct effect on the financial statements;
- performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatement due to fraud;
- enquiring of management concerning actual and potential litigation and claims, and instances of non-compliance with laws and regulations; and
- reading minutes of meetings of those charged with governance.

Report on other legal and regulatory requirements

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the directors' report have been prepared in accordance with applicable legal requirements.

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified any material misstatements in the strategic report or the directors' report.

Matters on which we are required to report by exception

Under the Companies Act 2006 we are required to report in respect of the following matters if, in our opinion:

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

We have nothing to report in respect of these matters.

Use of our report

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.



Tom Noble (Senior statutory auditor)
For and on behalf of Deloitte LLP
Statutory Auditor
Bristol, United Kingdom
20 December 2021

PREMINEN PRICE COMPARISON HOLDINGS LIMITED

Income Statement
For the Year Ended 31 December 2020

	Note	2020 €	2019 €
Administrative expenses	5	(2,282,683)	(2,826,053)
Operating loss		(2,282,683)	(2,826,053)
Interest payable and similar expenses	7	(2,821)	(3,155)
Loss before tax		(2,285,504)	(2,829,208)
Tax on loss	8	-	(31,601)
Loss for the year being total comprehensive loss		(2,285,504)	(2,860,809)

There were no recognised gains and losses for 2020 or 2019 other than those included in the income statement.

The notes on pages 12 to 31 form part of these financial statements.


PREMINEN PRICE COMPARISON HOLDINGS LIMITED

Registered number: 09595901

**Statement of Financial Position
As at 31 December 2020**

	Note	2020 €	2019 €
Fixed assets			
Tangible assets	9	115,833	132,131
Investments	10	4,584,991	4,202,194
		<u>4,700,824</u>	<u>4,334,325</u>
Current assets			
Debtors	11	50,407	108,497
Cash at bank and in hand	12	6,518,465	4,814,309
		<u>6,568,872</u>	<u>4,922,806</u>
Creditors: amounts falling due within one year	13	(1,042,594)	(1,730,300)
Net current assets		<u>5,526,278</u>	<u>3,192,506</u>
Total assets less current liabilities		<u>10,227,102</u>	<u>7,526,831</u>
Creditors: amounts falling due after more than one year	14	(101,422)	(115,647)
		<u>10,125,680</u>	<u>7,411,184</u>
Net assets		<u><u>10,125,680</u></u>	<u><u>7,411,184</u></u>
Capital and reserves			
Called up share capital	16	20,000,000	15,000,000
Other reserves	17	9,660	9,660
Profit and loss account		(9,883,980)	(7,598,476)
		<u>10,125,680</u>	<u>7,411,184</u>

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 20 December 2021.


Elena Betés Novoa (Dec 20, 2021 14:19 GMT+1)

E B Novoa
Director

The notes on pages 12 to 31 form part of these financial statements.

PREMINEN PRICE COMPARISON HOLDINGS LIMITED

**Statement of Changes in Equity
For the Year Ended 31 December 2020**

	Called up share capital	Other reserves	Profit and loss account	Total equity
	€	€	€	€
At 1 January 2019	10,000,000	9,660	(4,737,667)	5,271,993
Comprehensive loss for the year				
Loss for the year		-	(2,860,809)	(2,860,809)
Other comprehensive income for the year	-	-	-	-
Total comprehensive loss for the year	-	-	(2,860,809)	(2,860,809)
Shares issued during the year	5,000,000	-	-	5,000,000
Total transactions with owners	5,000,000	-	-	5,000,000
At 1 January 2020	15,000,000	9,660	(7,598,476)	7,411,184
Comprehensive loss for the year				
Loss for the year	-	-	(2,285,504)	(2,285,504)
Other comprehensive income for the year	-	-	-	-
Total comprehensive loss for the year	-	-	(2,285,504)	(2,285,504)
Shares issued during the year	5,000,000	-	-	5,000,000
Total transactions with owners	5,000,000	-	-	5,000,000
At 31 December 2020	20,000,000	9,660	(9,883,980)	10,125,680

The notes on pages 12 to 31 form part of these financial statements.

PREMINEN PRICE COMPARISON HOLDINGS LIMITED

Notes to the Financial Statements For the Year Ended 31 December 2020

1. Accounting policies

1.1 Basis of preparation of financial statements

The financial statements of Preminen Price Comparison Holdings Limited for the year ended 31 December 2020 were authorised for issue by the Board of Directors on 20 December 2021 and the Statement of Financial Position was signed on the board's behalf by Elena Betes Novoa, a Director. Preminen Price Comparison Holdings Limited is a private limited company, limited by shares, incorporated and domiciled in the UK and registered in England and Wales.

These financial statements were prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework (FRS 101), using the historical cost convention.

In preparing these financial statements, the Company applies the recognition, measurement and disclosure requirements of International Financial Reporting Standards in accordance with international accounting standards in conformity with the requirements of the Companies Act 2006, but makes amendments where necessary in order to comply with Companies Act 2006 and has set out below where advantage of the FRS 101 disclosure exemptions has been taken.

The Company's ultimate parent undertaking as at 31 December 2020, Admiral Group plc includes the Company in its consolidated financial statements. The consolidated financial statements of Admiral Group plc are prepared in accordance with International Financial Reporting Standards and are available to the public and may be obtained from the Company Secretary at the registered office – Ty Admiral, DavidStreet, Cardiff, CF10 2EH.

Under the provisions of section 400 of the Companies Act 2006, the Company is exempt from preparing consolidated financial statements as it is included in the results of publicly available consolidated financial statements of the parent company. These financial statements present information about the Company as an individual undertaking and not about its group.

The presentational currency of the financial statements is Euro € which is the Company's functional currency.

PREMINEN PRICE COMPARISON HOLDINGS LIMITED

Notes to the Financial Statements For the Year Ended 31 December 2020

1. Accounting policies (continued)

1.2 Financial reporting standard 101 - reduced disclosure exemptions

The Company has taken advantage of the following disclosure exemptions under FRS 101:

- FRS 101.8 (d): the requirements of IFRS 7 Financial Instruments: Disclosures (where relevant disclosures are included in the Group's consolidated financial statements);
- FRS 101.8 (eA): the requirements of the second sentence of paragraph 110 and paragraphs 113(a), 114, 115, 118, 119(a) to (c), 120 to 127 and 129 of IFRS 15 Revenue from Contracts with Customers.
- FRS 101.8 (eB): the requirements of paragraph 52, the second sentence of paragraph 89, and paragraphs 90, 91 and 93 of IFRS 16 Leases. The requirements of paragraph 58 of IFRS 16, provided that the disclosure of details of indebtedness required by paragraph 61(1) of Schedule 1 to the Regulations is presented separately for lease liabilities and other liabilities, and in total.
- FRS 101.8 (f)(ii): the requirements of paragraph 73(e) of IAS 16 Property, Plant and Equipment.
- FRS 101.8 (g): the requirements of paragraphs 10(d), 10(f), 16, 38A, 38B, 38C, 38D, 40A, 40B, 40C, 40D, 111 and 134-136 of IAS 1 Presentation of Financial Statements to produce a cash flow statement, a third balance sheet, disclosure around capital management and to make an explicit and unreserved statement of compliance with IFRSs.
- FRS 101.8 (h): the requirements of IAS 7 Statements of Cash Flows.
- FRS 101.8 (i): the requirements of paragraphs 30 and 31 of IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors to include a list of new IFRSs that have been issued but that have yet to be applied.
- FRS 101.8 (j): the requirements of paragraphs 17 and 18A of IAS 24 Related Party Disclosures.
- FRS 101.8 (k): the requirements of IAS 24 Related Party Disclosures to disclose related party transactions entered into between two or more members of a group, provided that any subsidiary which is a party to the transaction is wholly owned by such a member.

The Company proposes to continue to adopt the reduced disclosure framework of FRS 101 in its next financial statements.

- The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements.

1.3 Going concern

The financial statements are prepared on a going concern basis which the Directors have considered and believe to be appropriate.

Although the Company has a retained deficit on the profit and loss account of €9,883,980 at 31 December 2020 (2019: €7,598,476), the Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. This expectation is based on the net current and non-current asset position of the Company and business plans. At 31 December 2020 the Company has a significant cash balance as a result of the capital injections which were received during the year. This balance is more than sufficient to support the expected net cash outflows over the next 12 months. The Company has no debt or other financial commitments.

The Directors have also considered the financial position of the parent company, ZPG Limited and its subsidiary companies (together 'the Group'). Should the Company also require, the Group will support the obligations and liabilities of the Company as and when they fall due in the twelve months following the date of signing.

PREMINEN PRICE COMPARISON HOLDINGS LIMITED

Notes to the Financial Statements For the Year Ended 31 December 2020

1. Accounting policies (continued)

1.4 Impact of new international reporting standards, amendments and interpretations

The Company has adopted the following IFRS and interpretations during the year, which have been issued and endorsed by the EU:

- Interest Rate Benchmark Reform (Amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16 Interest Rate Benchmark Reform - Phase 2)
- Amendments to IFRS 16 Covid-19 Related Rent Concessions
- Amendments to IFRS 3 Business Combinations
- Amendments to IAS 1 and IAS 8: Definition of Material
- Amendments to References to the Conceptual Framework in IFRS Standards.

The application of these amendments has not had a material impact on the Company's results, financial position and cashflows.

1.5 Revenue

Revenue comprises amounts chargeable to clients for advisory services, exclusive of Value Added Tax. Substantially all turnover is generated in Spain and relates to Spanish sales. No revenue was received during the period.

Performance obligations

The performance obligation is the provision of advisory services, at which point the obligation is met.

Revenue recognition

Revenue is recognised at a point in time, when the obligation is met, net of a provision for potential future cancellations or refunds.

Payment terms

Payment is due within 30 to 45 days, based on the terms of the contract in place.

PREMINEN PRICE COMPARISON HOLDINGS LIMITED

Notes to the Financial Statements For the Year Ended 31 December 2020

1. Accounting policies (continued)

1.6 Tangible fixed assets

Tangible fixed assets under the cost model are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

In line with IFRS 16 a right-of-use asset has been established in relation to the Company's lease arrangements.

The right-of-use asset is measured at cost, which comprises the following:

- the amount of the initial measurement of lease liability (see notes 1.10 and 15 to the financial statements)
- any lease payments made at or before the commencement date less any lease incentives received
- any initial direct costs, and
- restoration costs.

The right-of-use asset is subsequently depreciated over the shorter of the lease term and the asset's useful life on a straight-line basis.

The Company does not have any significant leases which qualify for the short-term leases or leases of low-value assets exemption.

Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, using the straight-line method.

The estimated useful lives range as follows:

Right-of-use assets	- 5 - 10 years, aligned to the lease agreements
Office equipment	- 4 years
Computer equipment	- 4 years

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in the Income Statement.

PREMINEN PRICE COMPARISON HOLDINGS LIMITED

Notes to the Financial Statements For the Year Ended 31 December 2020

1. Accounting policies (continued)

1.7 Investment in subsidiaries and associates

Investments in subsidiaries are measured at cost less accumulated impairment.

The requirements of IAS 36 are applied to determine whether it is necessary to recognise any impairment loss with respect to the Company's investments in subsidiaries and associates. When necessary, the entire carrying amount of the investment is tested for impairment in accordance with IAS 36 Impairment of Assets as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognised forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with IAS 36 to the extent that the recoverable amount of the investment subsequently increases.

Investments in associates are also measured at cost less accumulated impairment. In line with IAS 28, the Company is exempt from the use of equity accounting as it meets the criteria for exemption from preparing consolidated financial statements under IFRS 10 (4a). As such, there is no subsequent remeasurement of the carrying value.

1.8 Debtors

Classification

Debtors are measured at amortised cost and are made up of amounts owed by group undertakings.

Impairment

Where a provision is required for these receivables, it is calculated in line with the simplified method for trade receivables per IFRS 9, whereby lifetime expected credit losses are recognised irrespective of the credit risk. In this case, the provision is based on a combination of:

- (i) aged debtor analysis;
- (ii) historic experience of write-offs for each receivable;
- (iii) any specific indicators of credit deterioration observed; and
- (iv) management judgement.

The level of provision is immaterial.

The amortised cost carrying amount of receivables is a reasonable approximation for fair value. Short term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

1.9 Cash and cash equivalents

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

All cash and cash equivalents are measured at amortised cost. Due to the high liquidity and low risk of these assets, no provision is deemed to be required under IFRS 9 at the balance sheet date.

**Notes to the Financial Statements
For the Year Ended 31 December 2020**

1. Accounting policies (continued)

1.10 Creditors

Creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers.

Creditors are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

Lease liabilities

The Company holds various property leases, with rental contract typically for fixed periods of 5 to 10 years although these may have extension options. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The lease agreements do not impose any covenants, but leased assets may not be used as security for borrowing purposes.

Under IAS 17, all Company leases were classified as operating leases. Operating lease payments, including the effects of any lease incentives, were recognised in the income statement on a straight-line basis over the lease term.

Under IFRS 16, from 1 January 2019, for each lease a right-of-use asset and corresponding lease liability are recognised at the date at which the leased asset becomes available for use by the Company. The lease liability is initially measured at the present value of remaining lease payments, which include the following:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable;
- variable lease payments that are based on an index or a rate;
- payments of penalties for terminating the lease, if the lease term reflects the lessee exercising that option.

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be determined, the Company's incremental borrowing rate is used, being the rate that the Company would have to pay to borrow the funds necessary to obtain an asset of a similar value in a similar economic environment, with similar terms and conditions. Generally, the Company uses its incremental borrowing rate as the discount rate.

Subsequently, lease payments are allocated to the lease liability, split between repayments of principal and interest. A finance cost is charged to the profit and loss so as to produce a constant period rate of interest on the remaining balance of the lease liability.

PREMINEN PRICE COMPARISON HOLDINGS LIMITED

**Notes to the Financial Statements
For the Year Ended 31 December 2020**

1. Accounting policies (continued)

1.11 Taxation

The tax expense for the year comprises current tax. Tax is recognised in the Income Statement, except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively. In particular, where the estimated future tax deduction related to share based payments exceeds the cumulative remuneration expense, the excess of the associated current tax is recognised directly in equity.

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 income.

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 income.

PREMINEN PRICE COMPARISON HOLDINGS LIMITED

Notes to the Financial Statements For the Year Ended 31 December 2020

2. Judgment in applying accounting policies and key sources of estimation uncertainty

Critical accounting judgements

Critical accounting judgements are defined as those, apart from those involving estimations, that have the most significant effect on the amounts recognised in the financial statements.

In applying the accounting policies as described above, management has primarily applied judgement in the impairment testing of the Company's investment in subsidiary undertakings. Management has applied judgement in determining whether the carrying value of the investment or asset may be supported, and initially consider whether an indicator of impairment is present for each investment or asset.

If an indicator is present, management assesses whether the carrying value is supported by the recoverable amount, being the higher of the fair value less costs to sell, and the value in use, calculated as the the net present value of future cash-flows arising from the asset.

Key sources of estimation uncertainty

The preparation of financial statements requires the Company to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingencies and the reported amount of revenue and expenses during the year. The Company evaluates its estimates and assumptions on an ongoing basis. Such estimates and judgements are based upon historical experience and other factors it believes to be reasonable under the circumstances, which form the basis for making judgements about the carrying value of assets and liabilities that are not readily apparent from other sources.

Asset carrying values

Management performs an assessment at each balance sheet date of assets where risks of impairment has been identified. Key judgement areas include the carrying values of investments in subsidiary undertakings. The recovery of these assets is dependent on factors which include financial position of the entities and market factors. Where risk of impairment has been identified an impairment review has been performed. Please see Note 10 below.

3. Other income

No income was received during the year (2019: €nil).

PREMINEN PRICE COMPARISON HOLDINGS LIMITED

**Notes to the Financial Statements
For the Year Ended 31 December 2020**

4. Employees

Staff costs, including Directors' remuneration, were as follows:

	2020 €	2019 €
Wages and salaries	306,609	266,836
Social security costs	30,311	28,285
	<u>336,920</u>	<u>295,121</u>

No staff are directly employed by the Company. The staff costs disclosed above and in the Directors' remuneration note relate to recharges from fellow subsidiaries of Admiral Group plc for time spent working for the Company.

5. Administrative expenses

Administrative expenses for the year ended 30 December 2020 include €500,000 and €986,664 in relation to the impairment charge of the investments in Turkey and India respectively. Further detail is included in Note 11.

Audit fees of €8,000 (2019: €6,000) were payable in the year in relation to the audit of the financial statements. No fees were paid for non-audit services during the year (2019: €NIL).

6. Directors' remuneration

The Directors are remunerated by fellow subsidiaries of Admiral Group plc.

No remuneration is received by the Directors in respect of their roles as directors of the company. The allocated cost of the Directors' remuneration in relation to the carrying on of the affairs of the Company is as follows:

	2020 €	2019 €
Directors' emoluments	40,948	46,221
Directors' gains on long term incentive schemes	11,976	89,410
	<u>52,924</u>	<u>135,631</u>

PREMINEN PRICE COMPARISON HOLDINGS LIMITED

**Notes to the Financial Statements
For the Year Ended 31 December 2020**

7. Interest payable and similar expenses

	2020 €	2019 €
Interest payable on lease liabilities	(2,821)	(3,155)
	<u>(2,821)</u>	<u>(3,155)</u>

Interest payable on lease liabilities represents the unwinding of the discount on lease liabilities under IFRS 16 and does not result in a cash payment.

8. Taxation

	2020 €	2019 €
Foreign tax		
Foreign tax on income for the year	-	30,148
Foreign tax in respect of prior periods	-	1,453
Total current tax	<u>-</u>	<u>31,601</u>

Factors affecting tax charge for the year

The tax assessed for the year is higher than (2019 - *higher than*) the standard rate of corporation tax in the UK of 19.0% (2019 - 19.0%). The differences are explained below:

	2020 €	2019 €
Loss before tax	<u>(2,285,504)</u>	<u>(2,829,208)</u>
Loss multiplied by standard rate of corporation tax in the UK of 19.0% (2019 - 19.0%)	(434,246)	(537,550)
Effects of:		
Expenses not deductible for tax purposes	292,383	403,121
Unutilised tax losses carried forward	141,863	114,234
Higher rate taxes on overseas earnings	-	31,601
Adjustments to tax charge in respect of prior periods	-	20,195
Deferred tax assets not recognized	-	-
Total tax charge for the year	<u>-</u>	<u>31,601</u>

PREMINEN PRICE COMPARISON HOLDINGS LIMITED

**Notes to the Financial Statements
For the Year Ended 31 December 2020**

8. Taxation (continued)

Factors that may affect future tax charges

The average effective rate of tax for 2020 is 19.0% (2019: 19.0%). An increase to the main rate of corporation tax in the UK to 25% was announced in the 2021 Budget, and is expected to come into effect in 2023.

At 31 December 2020 the Company had unused tax losses amounting to €3.9m (2019: €2.1m), for which no deferred tax asset has been recognised.

9. Tangible fixed assets

	ROU Assets €	Office equipment €	Computer equipment €	Total €
Cost or valuation				
At 1 January 2020	142,574	5,723	5,425	153,722
At 31 December 2020	142,574	5,723	5,425	153,722
Depreciation				
At 1 January 2020	15,413	1,273	4,905	21,591
Charge for the year	15,414	370	514	16,298
At 31 December 2020	30,827	1,643	5,419	37,889
Net book value				
At 31 December 2020	111,747	4,080	6	115,833
At 31 December 2019	127,161	4,450	520	132,131

PREMINEN PRICE COMPARISON HOLDINGS LIMITED

	ROU Assets €	Office equipment €	Computer equipment €	Total €
Cost or valuation				
At 1 January 2019	-	5,723	5,425	11,148
Additions on transition to IFRS 16	142,574	-	-	142,574
At 31 December 2019	142,574	5,723	5,425	153,722
Depreciation				
At 1 January 2019	-	903	3,552	4,455
Charge for the year	15,413	370	1,353	17,136
At 31 December 2019	15,413	1,273	4,905	21,591
Net book value				
At 31 December 2019	127,161	4,450	520	132,131
At 31 December 2018	-	4,820	1,873	6,693

PREMINEN PRICE COMPARISON HOLDINGS LIMITED

Notes to the Financial Statements
For the Year Ended 31 December 2020

10. Investments

	Investments in subsidiary companies €	Investments in associates €	Total €
Cost or valuation			
At 1 January 2020	4,166,965	35,229	4,202,194
Additions	1,900,000	-	1,900,000
Disposals	(30,000)	(539)	(30,539)
At 31 December 2020	6,036,965	34,690	6,071,655
Impairment			
Impairment charge	1,486,664	-	1,486,664
At 31 December 2020	1,486,664	-	1,486,664
Net book value			
At 31 December 2020	4,550,301	34,690	4,584,991
At 31 December 2019	4,166,965	35,229	4,202,194

PREMINEN PRICE COMPARISON HOLDINGS LIMITED

	Investments in subsidiary companies €	Investments in associates €	Total €
Cost or valuation			
At 1 January 2019	3,450,001	-	3,450,001
Additions	2,786,964	35,229	2,822,193
At 31 December 2019	6,236,965	35,229	6,272,194
Impairment			
Impairment charge	2,070,000	-	2,070,000
At 31 December 2019	2,070,000	-	2,070,000
Net book value			
At 31 December 2019	4,166,965	35,229	4,202,194
At 31 December 2018	3,450,001	-	3,450,001

PREMINEN PRICE COMPARISON HOLDINGS LIMITED

Notes to the Financial Statements For the Year Ended 31 December 2020

10. Investments (continued)

The investments balance reflects shares and capital contributions made by the Company. The additions to investments in subsidiary companies during the year relate to a further investment of €500,000 in Preminen Online Fiyat Karsilastirma Hizmetleri Anonim Sirketi, a €800,000 investment in Preminen Mexico Sociedad Anonima de Capital Variable, and €600,000 in Preminen Price Comparison India Private Limited.

The movement in investments in associates during the year relates to the true up of the value of shares that were agreed to be purchased in Preminen MENA Price Comparison W.L.L in 2019 and the actual cash paid in 2020.

On 27 August 2020, the Company sold its investment in its Turkish operation, with the investment written down to its disposal value of €30,000 in the 2019 financial statements. This fair value included the €500,000 investment in the Turkish operation made in January 2020. Consequently, the investment made in January 2020 has been impaired. As the carrying amount of the investment is equal to the disposal value, there was no gain/loss on disposal.

The requirements of IAS 36 are applied to determine whether it is necessary to recognise any impairment loss with respect to the Company's investments in subsidiaries. Any impairment loss recognised forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with IAS 36 to the extent that the recoverable amount of the investment subsequently increases. Determining whether the carrying value of investments are impaired requires an estimation of the recoverable value of the relevant asset.

In late 2020, the decision was taken to cease trading in the Indian operation and begin the process of winding down. In line with IAS 36, the wind down of the business is considered to be an indicator of impairment, and as such the recoverable value of the investment has been assessed. As there are no future cash inflows, the recoverable amount is taken as fair value less costs to sell. Due to the low level of the net assets in the entity with further costs expected to be incurred in closing down the business, the value of the investment has been impaired to €nil.

Subsidiary undertakings

The following were subsidiary undertakings of the Company:

Name	Registered office	Class of shares	Holding
Preminen Dragon Price Comparison Limited	Ty Admiral, David Street, Cardiff, CF10 2EH	Ordinary	100%
Preminen Mexico Sociedad Anonima de Capital Variable	Varsovia, 36, 5th floor, office 501, Colonia Juárez, Cuauhtemoc, Ciudad de Mexico	Ordinary	96%
Preminen Price Comparison India Private Limited	F-2902, Ireo Grand Arch, Sector 58, Gurugram, HARYANA, Gurgaon, Haryana, India, 122011	Ordinary	100%

PREMINEN PRICE COMPARISON HOLDINGS LIMITED

Notes to the Financial Statements
For the Year Ended 31 December 2020

11. Debtors

	2020 €	2019 €
Amounts owed by group undertakings	47,585	105,675
Prepayments and accrued income	2,822	2,822
	<u>50,407</u>	<u>108,497</u>

The Company has assessed the recoverability of amounts owed by group undertakings. The above total is net of a provision of €500,000, which provides against the receivable balance from Preminen Dragon. Preminen Dragon is in the process of being wound down and as such the provision reduces the receivable to the expected recoverable amount. Amounts owed by group undertakings are repayable on demand.

Based on the low level of historic write-offs with remaining entities and management expectation of future profitability and repayment of amounts owing, no further provision against this balance is deemed to be required.

12. Cash and cash equivalents

	2020 €	2019 €
Cash at bank and in hand	6,518,465	4,814,309
	<u>6,518,465</u>	<u>4,814,309</u>

13. Creditors: Amounts falling due within one year

	2020 €	2019 €
Trade creditors	5,182	4,179
Amounts owed to group undertakings	905,521	1,561,396
Corporation tax	58,149	58,149
Other taxation and social security	53,883	52,000
Lease liabilities (note 15)	14,225	13,713
Other creditors	5,634	40,863
	<u>1,042,594</u>	<u>1,730,300</u>

Amounts owed to group undertakings are repayable on demand.

PREMINEN PRICE COMPARISON HOLDINGS LIMITED

**Notes to the Financial Statements
For the Year Ended 31 December 2020**

14. Creditors: Amounts falling due after more than one year

	2020 €	2019 €
Lease liabilities (note 15)	101,422	115,647
	<u>101,422</u>	<u>115,647</u>

15. Lease liabilities

Information presented in this note is in accordance with IFRS 16.

The Company holds various property under leasing arrangements that are now recognised as right of use assets and lease liabilities. A maturity analysis of lease liabilities based on contractual undiscounted cashflows is set out below:

	2020 €	2019 €
Within 1 year	16,699	16,533
Between 2 and 5 years	68,481	67,803
Over 5 years	39,752	57,129
	<u>124,932</u>	<u>141,465</u>
At the end of the year	124,932	141,465

Payments made in relation to leases accounted for under IFRS 16 in the year totalled € 16,533.

Amounts recognised in the statement of financial position are as follows:

	2020 €
Current	14,225
Non-current	101,422
	<u>115,647</u>
Total	115,647

PREMINEN PRICE COMPARISON HOLDINGS LIMITED

Notes to the Financial Statements
For the Year Ended 31 December 2020

16. Share capital

	2020 €	2019 €
Authorised, allotted, called up and fully paid		
10,000,000 (2018: 7,500,000) A Ordinary shares of €1.00 each	10,000,000	7,500,000
10,000,000 (2018: 7,500,000) B Ordinary shares of €1.00 each	10,000,000	7,500,000
	<u>20,000,000</u>	<u>15,000,000</u>

2,500,000 Class A Ordinary shares and 2,500,000 Class B Ordinary shares were issued during 2020, with an aggregate nominal value of €5,000,000. The consideration received in respect of these shares was equal to the aggregate nominal value of €5,000,000.

17. Other reserves

Other reserves relate to deferred tax credits on share schemes with contributions in the year totalling €NIL (2019: €NIL).

PREMINEN PRICE COMPARISON HOLDINGS LIMITED

**Notes to the Financial Statements
For the Year Ended 31 December 2020**

18. Related party transactions

Related party transactions were made on terms equivalent to those that prevail in an arm's length transaction.

	Transaction value 2020 €	Balance at 31 Dec 2020 due from / (to) related party €	Transaction value 2019 €	Balance at 31 Dec 2019 due from / (to) related party €
EUI Limited (fellow subsidiary)	(170,293)	(734,048)	(274,066)	(563,755)
Comparaseguros Correduria de Seguros, S.L., Sociedad Unipersonal	957,187	(17,234)	(93,357)	(974,421)
Preminen Dragon Price Comparison Limited (subsidiary undertaking)	-	530,000	2,900,000	530,000
Preminen Mexico Sociedad Anonima de Capital Variable (subsidiary undertaking)	(1,365)	20,232	21,576	21,597
Penguin Portals Limited (fellow subsidiary)	(144,628)	(167,848)	(23,220)	(23,220)
Preminen Online Fiyat Karsilastirma Hizmetleri Anonim (subsidiary undertaking)	(36,494)	-	36,494	36,494
Preminen Price Comparison India Private Limited (subsidiary undertaking)	-	17,585	17,585	17,585

Transactions with EUI Limited relate to intercompany recharges from various Admiral Group plc entities for management support and travel costs.

Transactions with Comparaseguros Correduria de Seguros, S.L., Sociedad Unipersonal relate to office rental and administration expenses incurred by the Company.

The transaction with Preminen Dragon Price Comparison Limited relates to settlement of the intercompany balance.

Transactions with Preminen Mexico Sociedad Anonima de Capital Variable relate to funding of development costs of the operation.

Transactions with Penguin Portals Limited relate to recharges for travel and salary costs incurred by Penguin.

Transactions with Preminen Online Fiyat Karsilastirma Hizmetleri Anonim relate to recharges for administration expenses incurred by the Company.

Transactions with Preminen Price Comparison India Private Limited relate to recharges for expenses incurred by the Company.

19. Controlling party

As at 31 December 2020, the shares of the Company are owned 50:50 between Admiral Group plc and Mapfre S.A., with the controlling party considered to be Admiral Group plc, a company registered in England and Wales. The results of the Company for the year are included in the consolidated accounts of Admiral Group plc which is the ultimate parent company of the Company. Copies of the consolidated Admiral Group plc financial statements can be obtained from the Company Secretary at the registered office - Ty Admiral, David Street, Cardiff, CF10 2EH.

PREMINEN PRICE COMPARISON HOLDINGS LIMITED

**Notes to the Financial Statements
For the Year Ended 31 December 2020**

20. Post balance sheet events

There have been no significant events affecting the Company since the year end that require recognition or disclosure in these financial statements except for the following:

On 29 December 2020, Admiral Group ("Admiral") plc announced that it had agreed with ZPG Comparison Services Holdings UK Limited ("RVU") for RVU to purchase the Company as part of a deal including the PenguinPortals Group and Admiral's 50% share of the Company. MAPFRE sold its 50% holding in the Company as part of the transaction. The sale was completed on 30 April 2021.