

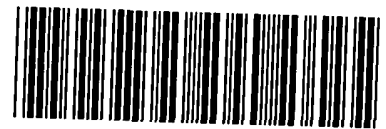
Registration number: 10738036

# Nevada Investment Holdings 6 Limited

Unaudited Financial Statements

for the Year Ended 31 December 2021

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## **Nevada Investment Holdings 6 Limited**

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## **Nevada Investment Holdings 6 Limited**

### **Company Information**

<b>Directors</b>	D C Ross D Cougill
<b>Company secretary</b>	Ardonagh Corporate Secretary Limited
<b>Registered office</b>	2 Minster Court Mincing Lane London United Kingdom EC3R 7PD

## **Nevada Investment Holdings 6 Limited**

### **Strategic Report for the Year Ended 31 December 2021**

The directors present their strategic report for the year ended 31 December 2021 for Nevada Investment Holdings 6 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. The Company is part of The Ardonagh Group Limited ("the Group").

#### **Principal activities and business review**

The principal activity of the Company is that of a non-trading holding company, as such the Company does not generate any turnover.

The results for the Company show turnover of £Nil (2020: £Nil) and profit before tax of £Nil (2020: £Nil) for the year. At 31 December 2021 the Company had net assets of £359.8m (2020: £349.9m). 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 going concern basis is appropriate.

#### **Outlook**

The directors do not expect there to be any changes in the nature of the business in 2022.

The unprecedented nature of the Covid-19 pandemic and the interruption to business operations creates uncertainties for most companies. However, insurance broking is a resilient and defensive market and the Ardonagh Group is highly diversified, mitigating the impact felt by the Company and Group. Further consideration of the impact of Covid-19 can be found in the Principal risks and uncertainties section on page 2 and the 'Going concern' disclosure in note 2.

#### **Key performance indicators**

The directors of the Group manage 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 the Company is the carrying value of its subsidiary, as this is the main asset of the Company. The performance of the subsidiary will determine whether an impairment to the carrying value is required and this is tested on a regular basis.

There were no impairment charges for the current financial year (2020: £Nil).

#### **Principal risks and uncertainties**

A principal risk of this holding Company is the trading performance of its subsidiary. Trading performance in the subsidiary could create the need for impairment leading to a reduction in net asset and distributable reserves of the Company. The subsidiary sets 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 financial statements.

## **Nevada Investment Holdings 6 Limited**

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

The principal risks and their mitigation are as follows:

#### *Financial risk*

There is the risk of an adverse impact on business value or earnings capacity as well as the risk of inadequate cash flows to meet financial obligations. These risks are mitigated by proactive management of the business plan, by regular monitoring of cash flows against risk appetite and by a focus on debt collection.

The Company and Group have demonstrated their resilience from an economic shock and operational and financial resilience in response to the ongoing Covid-19 pandemic. The Company and Group have 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 £767.1m at 31 December 2021 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 May 2022 and signed on its behalf by:



.....  
D Cougill  
Director

## **Nevada Investment Holdings 6 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 C Ross

D Cougill

#### **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.

#### **Political donations**

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

#### **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 directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for a period of at least twelve months from the date of approval of the financial statements. Thus they continue to adopt the going concern basis of accounting 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, in place during the financial year and at the date of this report.

#### **Subsequent events**

Details of subsequent events can be found in the notes to the financial statements within the 'Subsequent events' note on page 16.

Approved by the board on 19 May 2022 ..... and signed on its behalf by:



D Cougill  
Director

## **Nevada Investment Holdings 6 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 disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

## **Nevada Investment Holdings 6 Limited**

### **Statement of Comprehensive Income for the Year Ended 31 December 2021**

	<b>2021</b>	<b>2020</b>
	<b>£</b>	<b>£</b>
<b>Commission and fees</b>	<u>-</u>	<u>-</u>
<b>Operating profit</b>	<u>-</u>	<u>-</u>
<b>Profit before tax</b>	<u>-</u>	<u>-</u>
<b>Net profit for the year</b>	<u><u>-</u></u>	<u><u>-</u></u>

During the year and the preceding financial period the Company did not trade and received no income and incurred no expenditure. Consequently, during these periods the Company made neither a profit nor a loss. No results were derived from discontinued operations.



# Nevada Investment Holdings 6 Limited

(Registration number: 10738036)

## Statement of Financial Position as at 31 December 2021

	Note	2021 £	2020 £
<b>Non-current assets</b>			
Investment in subsidiary	7	359,777,240	349,922,228
<b>Current assets</b>			
Trade and other receivables	8	22,280,701	-
<b>Current liabilities</b>			
Trade and other payables	9	(22,280,701)	-
<b>Net current assets</b>		-	-
<b>Total assets less current liabilities</b>		359,777,240	349,922,228
<b>Net assets</b>		359,777,240	349,922,228
<b>Capital and reserves</b>			
Share capital	10	349,915,353	349,915,353
Capital contribution		9,861,887	6,875
<b>Total equity</b>		359,777,240	349,922,228

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 May 2022 and signed on its behalf by:



D Cougill  
Director

## Nevada Investment Holdings 6 Limited

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

	Share capital £	Capital contribution £	Total £
At 1 January 2021	349,915,353	6,875	349,922,228
Net result for the year	-	-	-
Capital contribution from parent	-	9,855,012	9,855,012
At 31 December 2021	<u>349,915,353</u>	<u>9,861,887</u>	<u>359,777,240</u>

On 13 May 2021, a deed of release was entered into between Group companies under common control which released an indirect subsidiary from a £9.9m intercompany loan and the recognition of a £9.9m capital contribution and corresponding increase to investments in subsidiaries in the Company.

	Share capital £	Capital contribution £	Total £
At 1 January 2020	257,000,478	6,875	257,007,353
Net result for the year	-	-	-
New share capital subscribed	92,914,875	-	92,914,875
At 31 December 2020	<u>349,915,353</u>	<u>6,875</u>	<u>349,922,228</u>

## **Nevada Investment Holdings 6 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 incorporated in England and domiciled in the United Kingdom. The address of the registered office can be found on page 1. The principal activity of the Company is disclosed on page 2 within the 'Strategic Report'.

The financial statements for the year ended 31 December 2021 were authorised for issue by the board on ..... and the Statement of Financial Position was signed on the board's behalf by D Cougill.

#### **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 FRS 101 'Reduced Disclosure Framework'.

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

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. There are no new standards, amendments to standards or interpretations which are effective in 2021 or not yet effective and that are expected to materially impact the Company's financial statements.

##### **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.

- 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;

## **Nevada Investment Holdings 6 Limited**

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

#### **2 Accounting policies (continued)**

- 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 12.

#### **Going concern**

As shown in account note 12, the Company is a member of a group ("the Group") of which The Ardonagh Group Limited ("TAGL") is the ultimate parent company and the highest level at which results are consolidated.

The financial statements of the Company have been prepared on a going concern basis. At 31 December 2021 the Company had net assets of £359.8m (2020: £349.9m) and net current assets of £Nil (2020: £Nil). The net current assets include amounts receivable from related parties of £22.3m (2020: £Nil), and amounts due to related parties of £22.3m (2020: £Nil). The Company reported a result before tax £Nil (2020: £Nil).

The Directors consider the going concern basis to be appropriate following their assessment of the Company's financial position and its ability to meet its obligations as and when they fall due. In making the going concern assessment the Directors have taken into account the following:

- The Group's capital structure, operations and liquidity following the 14 July 2020 issuance of new borrowings; £343.0m received for the 350,000 preference shares issued on 3 September 2021; and the additional 19 August 2021 Capex, Acquisition and Re-organisation facility (CAR upside) of circa £565.2m agreed with the lenders of the Group's privately placed term loan facility due 2026, of which £164.3m remains undrawn at the date of this report. These are reflected in the adjusted base case and stressed cash flow forecasts over the calendar years 2022 and 2023.
- The impact on the base case cashflow forecasts arising from material acquisitions since the finalisation of the Group's base case budget.
- The principal risks facing the Group, including global political tensions (including related to the Ukrainian conflict) and potential lingering financial impacts of Covid-19 following lockdown restrictions being removed in the UK, and its systems of risk management and internal control.
- Actual trading and cashflows that arose in the two months ended February 2022, with continued positive financial results.

## **Nevada Investment Holdings 6 Limited**

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

#### **2 Accounting policies (continued)**

Key assumptions that the Directors have made in preparing the base case cash flow forecasts are that:

- Following the 14 July 2020 issuance of new borrowings, which the Group used to repay its existing borrowings and to fund acquisitions: (a) the Group will continue to benefit from a £191.5m Revolving Credit Facility that is not drawn at the date of this report, and (b) payment-in-kind interest options are utilised.
- Client retention and renewal rates continue to be robust, despite the current economic uncertainty, as the 2021 trading performance continues to demonstrate resilience across the Group.

Key stress scenarios that the Directors have considered include cumulative stresses to the base plan as a result of:

- Shortfalls in base case projected income throughout 2022 and 2023.
- Deterioration in base case cash conversion rates over and above the shortfalls in income.
- Mitigating actions within management control including delayed capital expenditure, a reduction in discretionary spend and some reduction in employee headcount and remuneration.

The Directors have also modelled reverse stress scenarios, including assessing those that result in a default on our term debt facilities that would require a technical repayment obligation and those that would exhaust available liquidity. The stresses needed for these outcomes to happen significantly exceed the key stress scenarios above and the Directors consider such conditions to be a remote possibility. Other mitigations which may be possible in the stress scenarios but have not been included in the analysis include seeking shareholder support, securitising premium receivables and further incremental and more prolonged cost reductions.

The Directors continue to consider the wider operational consequences and ramifications of global political tensions (including related to the Ukrainian conflict) and residual impacts from the Covid-19 pandemic. In particular:

- The Group has demonstrated the efficiency and stability of the Group's infrastructure and the ability for home working for a significant portion of its employee base.
- Insurance broking is a resilient and defensive market, which has historically had limited impact from past economic or capital market downturns. The Group is highly diversified and not materially exposed to a single carrier, customer or market sector.
- Although Covid-19 developments remain fluid, the stress testing demonstrates the Group's financial resilience and operating flexibility.

Following the assessment of the Company's ability to meet its obligations as and when they fall due and the Group's financial position and liquidity, including the further potential financial implications of the Covid-19 pandemic included in Group stress tests, and the wider operational consequences and ramifications of the pandemic, the Directors are not aware of any material uncertainties that cast significant doubt on the Company's ability to continue as a going concern.

## **Nevada Investment Holdings 6 Limited**

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

#### **2 Accounting policies (continued)**

##### **Financial assets**

Financial assets are initially measured at fair value plus directly attributable transaction costs. The Company's financial assets include trade and other receivables. Trade and other receivables represent amounts due from related parties. They are initially measured at fair value and subsequently measured at amortised cost less expected credit losses.

The Company assesses, on a forward-looking basis, the expected credit losses (ECL) associated with its financial assets carried at amortised cost. The Company recognises a loss allowance for such losses at each reporting date and recognises lifetime ECL for trade and other receivables.

##### **Financial liabilities**

Financial liabilities are initially measured at fair value plus directly attributable transaction costs. The Company's financial liabilities are trade and other payables.

Trade and other payables represent amounts due to related parties. They are initially recognised at fair value and are subsequently measured at amortised cost.

##### **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.

##### **Share capital**

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

#### **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 were no key sources of estimation uncertainty or critical judgements that have had a significant impact on the carrying amounts of assets and liabilities in the financial year.

## **Nevada Investment Holdings 6 Limited**

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

#### **4 Operating result**

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: £Nil).

#### **5 Staff costs**

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

#### **6 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.

## Nevada Investment Holdings 6 Limited

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

#### 7 Investment in subsidiary

Subsidiary	£
<b>Cost or valuation</b>	
At 1 January 2021	349,922,228
Additions	<u>9,855,012</u>
At 31 December 2021	<u>359,777,240</u>
<b>Provision for impairment</b>	
At 1 January 2021	<u>-</u>
At 31 December 2021	<u>-</u>
<b>Carrying amount</b>	
At 31 December 2021	<u>359,777,240</u>
At 31 December 2020	<u>349,922,228</u>

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	Company interest in ordinary share capital and voting rights held	
			2021	2020
Nevada Investment Holdings 7 Limited (and subsidiaries)	Holding company	2 Minster Court, Mincing Lane, London, EC3R 7PD England and Wales	100%	100%

#### 8 Trade and other receivables

	2021 £	2020 £
<b>Current trade and other receivables</b>		
Receivables from other Group companies	<u>22,280,701</u>	<u>-</u>

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



## Nevada Investment Holdings 6 Limited

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

#### 9 Trade and other payables

	2021 £	2020 £
<b>Current trade and other payables</b>		
Amounts due to other Group companies	<u>22,280,701</u>	<u>-</u>

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

#### 10 Share capital

##### Allotted, called up and fully paid shares

	2021 No.	£	2020 No.	£
Ordinary shares of £0.01 each	<u>34,991,535,289</u>	<u>349,915,353</u>	<u>34,991,535,289</u>	<u>349,915,353</u>

The ordinary shareholders are entitled to receive notice of an annual general meeting, receive a copy of any proposed written resolution and to speak or vote at any general meeting of the Company. They are entitled to receive dividends and capital distribution (including on winding up) but do not carry redemption rights.

#### 11 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.

## **Nevada Investment Holdings 6 Limited**

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

#### **12 Parent and ultimate parent undertaking**

The immediate parent company of the Company is Nevada Investment Holdings 5 Limited and the ultimate parent company is The Ardonagh Group Limited.

The Group's majority shareholder and ultimate controlling party at 31 December 2021 is HPS Investment Partners LLC. The parent company of 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, Mincing Lane, London, EC3R 7PD). Financial statements for The Ardonagh Group Limited and Ardonagh Midco2 plc are available on request from:

2 Minster Court  
Mincing Lane  
London  
EC3R 7PD

#### **13 Subsequent events**

The Company performed a review of events subsequent to the balance sheet date through to the date the financial statements were issued and determined that there were no such events requiring recognition or disclosure in the financial statements.