

# Ageas (UK) Limited

Annual Report  
For the year ended 31 December 2023

Company Registration Number: 01093301

# Ageas (UK) Limited

Company registration number: 01093301

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# Ageas (UK) Limited

Company registration number: 01093301

## Directors and Advisers

### Directors

Gregor Ball (resigned 31 March 2023)  
Antonio Cano  
Hans De Cuyper  
Bart De Smet  
Jeremy Haynes  
Richard Jackson  
Malcolm McCaig  
Anthony Middle  
Nerissa Naidu (appointed 31 March 2023)  
Alison Platt  
Jonathan Price  
Tara Waite

### Secretary

Claire Marsh

### Head Office and Registered Address

Ageas House  
Hampshire Corporate Park  
Templars Way  
Eastleigh  
Hampshire  
SO53 3YA

### Registered Number

01093301  
Registered in England and Wales

### Independent Auditors

BDO LLP  
55 Baker Street  
London  
W1U 7EU

### Bankers

HSBC  
62-76 Park Street  
London  
SE1 9DZ

# Ageas (UK) Limited

Company registration number: 01093301

## Strategic Report

### Business review

#### Principal activities

Ageas (UK) Limited ('the Company') acts as a holding company for its subsidiaries, whose principal activities are the underwriting and broking of general insurance business.

Full details of the Company's results are contained in the financial statements on pages 14 to 37.

#### Business model

The Company is incorporated and registered in England and Wales and is a wholly owned subsidiary of Ageas Insurance International NV, which is incorporated in the Netherlands and headquartered in Belgium.

The Company's results are consolidated into the Financial Statements of ageas SA/NV, the ultimate holding company, which is incorporated in Belgium.

The main operating entities of the Company during the year were:

1. Ageas Insurance Limited ('AIL'), an insurance underwriter providing non-life products across personal lines, which are distributed through Ageas Retail Limited, external brokers, aggregators and partnerships.
2. Ageas Retail Limited ('ARL'), a broker of home and motor insurance, which operates a number of brands, including Ageas Direct and RIAS.
3. Ageas Services (UK) Limited ('ASL'), a service company managing claims related services including First Notification of Loss for customers of the Company's operating subsidiaries. This also enables Ageas policyholders to access the legal services to which they are entitled in the event of a claim through Ageas Law LLP, a partnership with NewLaw solicitors.

Together the Company, AIL, ARL and ASL are described throughout the Annual report as Ageas UK.

During 2023 the Ageas UK Executive continued to execute the three-year strategy set by the Ageas UK Boards in 2021. Regular updates as to the progress of the strategy are reported to and considered by the Ageas UK Boards quarterly. The strategic purpose of the Company is aligned to that of the Ageas UK Group, which is to Understand People + Simplify Insurance.

The Company does not prepare consolidated financial statements as these are prepared by the ultimate group parent. In the Company's financial statements, income and expenditure are in respect of financing activities relating to its subsidiaries, dividends receivable from subsidiaries and administrative expenses.

#### Key Performance Indicators and financial performance

The Board considers that the key indicators that will communicate the financial performance and strength of the Company to its members are:

- Income from shares in group undertakings;
- Finance costs;
- Administrative expenses;
- (Loss)/profit before taxation; and
- Shareholders' equity.

# Ageas (UK) Limited

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## Strategic Report (continued)

### Income from shares in group undertakings

	2023 £'000	2022 £'000	Change %
Income from shares in group undertakings	-	88,800	(100.0)

Dividends are receivable from the Company's subsidiaries. The Company's policy is to use these dividends to fund its activities and to enable dividends to be paid to the Company's parent undertaking.

No dividends were received during the year (2022: £88,800,000).

### Finance costs

	2023 £'000	2022 £'000	Change %
Finance costs	84	84	0.0

Finance costs incurred relate to non-utilisation charges on the undrawn portion of the loan facility with Ageas Insurance Limited.

### Administrative expenses

	2023 £'000	2022 £'000	Change %
Administrative expenses	2,813	2,006	40.2

The Company incurs expenses in relation to its activity as a holding company and in relation to services supplied to subsidiaries. The level of these expenses directly influences its profit or loss for the year. The subsidiaries are recharged for the services provided to them by the Company.

### (Loss)/profit before taxation

	2023 £'000	2022 £'000	Change %
(Loss)/profit before taxation	(2,383)	86,838	(102.7)

The decrease is primarily due to no dividends being received during the year and an increase in administrative expenses.

### Shareholders' equity

	2023 £'000	2022 £'000	Change %
Shareholders' equity	592,273	594,096	(0.3)

Shareholders' equity decreased by £1,823,000 (2022: decrease of £1,589,000) to £592,273,000 due to a decrease in retained earnings.

# Ageas (UK) Limited

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## Strategic Report (continued)

### Year end position

#### Assets

Total assets decreased by £2,385,000 during the year (2022: decrease of £1,579,000) mainly due to a decrease in cash and cash equivalents of £2,408,000.

#### Liabilities

Total liabilities decreased by £562,000 in 2023 (2022: increase of £10,000), due to a decrease in other payables of £562,000.

### Section 172(1) statement

The Ageas (UK) directors have always been aware of and attentive to all of their duties and responsibilities, including those as set out under section 172 of the Companies Act 2006, when setting and embedding Ageas UK's culture and values in line with its purpose to 'Understand People + Simplify Insurance'. The Ageas UK Boards (including the Board of Ageas (UK) Limited) recognise that the long-term success of the Company is only possible through engagement with, and having regard to, the interests of key stakeholders, which for Ageas UK includes customers, employees, shareholders, suppliers, the community, environment, and regulators.

The Ageas (UK) Boards' role is to perpetuate the long term, sustainable success of the Ageas UK business; providing strategic leadership within a framework of prudent and effective controls, setting the strategy, ensuring the direction and performance of the business is aligned to Ageas Group objectives, and that obligations to all stakeholders are understood and met. A range of mechanisms have been established to support directors in the discharge of their duties, and for each matter which comes before the Boards, stakeholders who may be affected and their interests are carefully considered as part of the decision-making process. Further detail has been incorporated within the Stakeholder Engagement statements set out in this report and in the Directors' Report on pages 8 to 10.

### Non-Financial and Sustainability Information Statement

Following the implementation of The Companies (Strategic Report) (Climate-Related Financial Disclosures) Regulations 2022, which amended sections 414C, 414CA and 414CB of the Companies Act 2006, Ageas (UK) Limited is required to provide additional disclosures regarding climate change related risks and opportunities, the following disclosures have been included for the first time.

The following section outlines the key non-financial matters of the Company.

#### *Climate Related Risks and Opportunities*

Due to Ageas (UK) Limited being the holding company of the Ageas UK group of companies, the climate related risks and opportunities set out in this report are the risks and opportunities identified that arise and impact the operating subsidiaries, and primarily Ageas Insurance Limited ('AIL').

# Ageas (UK) Limited

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## Strategic Report (continued)

### *Climate Related Risks and Opportunities (continued)*

The Ageas UK Boards (which includes the Board of Ageas (UK) Limited) are responsible for perpetuating the long term, sustainable success of the Ageas UK companies, and has ultimate oversight of climate change related risks and opportunities. In addition to considering the impact of Ageas UK companies on the environment, the Ageas UK Boards also consider the impact of climate change on the business, specifically within the context of Ageas UK strategy and risk management, including supporting policies. The Ageas UK Boards are supported by a number of committees including the Ageas UK Board Risk Committee, Investment Committee, Reinsurance Committee and Remuneration Committee.

In February 2022, the Ageas UK 2022-2024 Environmental, Social and Governance ('ESG') strategy and supporting targets were approved by the Ageas UK Boards, which sought to ensure ESG considerations are integral to the way the business is operated, including by ensuring we have robust governance measures in place, deliver the best possible service and products for Ageas customers, reduce the impact of the operations of the business on the environment and supports employees and communities. The Ageas UK Boards oversee implementation of the ESG strategy on a quarterly basis by tracking progress against an ESG scorecard. In addition, the Ageas UK Boards, supported by the Board Risk Committee, set risk appetite in respect of climate related risks, approving the All Own Risk and Solvency Assessment ('ORSA') report, which includes the consideration of climate related risks, alongside the forward looking risk and capital assessment of the Ageas UK strategy and plans, together with supporting stress and scenario analysis.

Senior Management from across the Ageas UK business have different ESG related responsibilities, whereby the Ageas UK Boards have allocated responsibility for managing climate change financial risks to the Chief Underwriting Officer who, throughout 2023, reported on ESG related matters to the Ageas UK Boards on a quarterly basis. To support him with the discharge of responsibilities he attended the People & ESG Forum, which oversees and supports the implementation of the ESG Strategy set by the Ageas UK Boards, together with an ESG Working Group established to co-ordinate ESG activities across the business. In addition, the Ageas UK Chief Financial Officer, supported by the Ageas UK Investment Committee, is responsible for investments, which includes responsible investment and climate change considerations.

The Ageas UK Boards are supported by the Risk Function, whereby assessment of climate related risks and opportunities have been integrated into the overall approach to risk management, with the output reported to Executive and Board Risk committees and incorporated within the All ORSA report. The Risk Function also supports the production of an Emerging Trends report that is provided to the Board Risk Committee bi-annually, providing the latest view of the matters that could impact the business on a 0-3 year; 3-5 year; more than 5-year basis, and the changing environmental landscape and the impact on the business incorporated. During 2023, the Ageas UK Board Risk Committee also received focussed sessions on Weather & Climate risks and also on Investments, where further details of the approach taken to ensure ESG investment targets are met were provided.

As a General Insurance group, Ageas UK has limited involvement in activities that give rise to substantial direct emissions, with the bigger potential climate change impact being through the delivery of general insurance products, and by seeking to introduce products that encourage environmentally responsible actions by Ageas UK customers. From a risk perspective, the general adoption of annual insurance policies means Ageas UK is able to adjust portfolios in response to climate changes. The primary insurance impacts are therefore expected to be:

- Physical Risks – risks arising from the physical effects of climate change; and
- Transition Risks – risks arising from a transition to a low-carbon economy.

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## Strategic Report (continued)

### *Climate Related Risks and Opportunities (continued)*

The primary physical risk to AIL arises from higher than expected losses because of climate driven changes in the frequency and/or severity of weather events. In addition, a high prevalence of future physical risk has the potential to adversely impact on reinsurance market capacity, affecting the availability and/or pricing of reinsurance.

The primary transition risks to AIL arise through strategic risk, as the transition could lead to a fall in demand for traditional motor insurance products and services; and investment risk, with the transition leading to volatile asset values, credit rating, and default activity.

The ongoing execution of Ageas UK's wider ESG strategy serves as the over-riding mitigation to climate risk. The importance of understanding and managing climate impacts is recognised and therefore climate risk considerations have been incorporated into our decision-making, for example by actively seeking to innovate Ageas products to support a climate-resilient future and a commitment to growing profitably through ethical and responsible investments that support a sustainable future.

We recognise that with the risks posed by climate change, there are also significant opportunities that could ultimately impact the future success of the business, examples of which include:

- The introduction of initiatives to improve sustainability, strengthen resilience and reduce reoccurrence (e.g., through supporting the Build Back Better initiative, a 'repair over replace' philosophy, and an award-winning green parts programme).
- The potential to develop new products and grow our existing product offering which supports the transition to a low carbon economy by incentivising climate-positive behavioural change (e.g. use of electric/hybrid vehicles, pay-per-mile and telematics).
- Increasing exposure to a wider range of 'positive impact investments' which support the transition (e.g. sustainable infrastructure equity and certified real estate funds with a high Global Real Estate Sustainability Benchmark (GRESB) rating).

In recognition of the importance of understanding and managing climate impacts, AIL has undertaken stress and scenario analysis to help better understand the impacts of climate change on AIL assets and liabilities over an extended time horizon. The scenario analysis undertaken has involved considering various climate pathways based on a different range of global mean temperature increases over the 21st century, resulting in a varying degree of physical and transition risk, and the outcomes shared with the Ageas UK Board Risk Committee and the Ageas UK Boards.

Due to the status of Ageas (UK) Limited as the holding company of the Ageas UK group of companies, it is not considered that the climate-related risks and opportunities identified will significantly impact the value of the Company's investment in each of the subsidiaries to a greater extent than they would affect the subsidiaries individually.

It is not considered that climate related physical or transitional risks will pose a material threat to AIL's solvency and therefore, the Directors do not consider that it is necessary for an understanding of the Company's business to include here a description of the actual or potential impacts on the business model and strategy, or their resilience, under different climate related scenarios, or the targets or key performance indicators used.

# Ageas (UK) Limited

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## Strategic Report (continued)

### *Employees*

For an overview of employee numbers and how the Company engages with its employees, see the Report of the Directors on page 8.

### *Human rights*

The respect for human rights, as described in the Universal Declaration of Human Rights of the United Nations of 1948, is a condition for maintaining a sustainable society. The Company applies the relevant human rights principles in relationships with employees and suppliers and acknowledges responsibility for promoting the application of human rights whenever the Company, as a private enterprise, is in a position to make a meaningful contribution to this cause.

### *Social matters*

The Company instils a culture which is inclusive and supports diversity, which is essential to the long-term success of the business and better enables the Company to respond to customer and wider stakeholder needs. This is reflected in the Company's diversity and inclusion strategy and policy, which applies to the Company as a whole. Further details are given in the Report of the Directors on page 9.

### *Anti-corruption and anti-bribery*

The Company's reputation as a market leading insurer is important to the directors and is maintained and enhanced by proper business conduct. The Company operates a policy of zero-tolerance to any form of bribery or corruption whether through direct or indirect contact with third parties. The appropriate policy defines this stance in accordance with the Bribery Act 2010 and Financial Conduct Authority ('FCA') requirements in order to avoid any acceptance or offering of bribes or sales inducements.

The Company has procedures in place to ensure ongoing compliance with the policies referenced above. Adherence to the policies and applicable legislation and guidance is monitored by Ageas UK's Compliance department.

## **Principal risks and uncertainties**

The Company has identified the following principal risks and uncertainties:

- credit,
- liquidity,
- operational,
- capital management, and
- market.

A review of these principal risks and uncertainties and the way in which they are managed is detailed in note 3 to the financial statements.

This report was approved by the Board of Directors on 3 May 2024 and signed on behalf of the board by:



Jonathan Price  
Chief Financial Officer

# Ageas (UK) Limited

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## Directors' Report

The directors submit their report, together with the audited financial statements for the year ended 31 December 2023.

### Results

The results of the Company are contained in the financial statements on pages 14 to 37. The loss after tax for the year was £1,823,000 (2022: profit of £87,211,000).

### Business review

The business review is set out in the Strategic Report on pages 2 to 5.

### Risk management

The risk management objectives are set out in note 2 to the financial statements.

### Dividends

No dividends were paid during the year (2022: £88,800,000).

### Directors

The Members of the Board are shown on page 1. All directors served throughout the year and to the date of this report with the exception of those highlighted on page 1.

### Employees

No staff were employed by the Company during the year (2022: none).

### Political donations

No political donations were made during the year (2022: £nil).

### Charitable donations

No charitable donations were made during the year (2022: £nil).

### Opportunity and risk

The principal risks and uncertainties are set out in the Strategic Report on pages 2 to 5.

### Stakeholder Engagement Statements

#### Ageas UK Shareholder, ageas SA/NV

Given ageas SA/NV's 100% ownership of the Company, the promotion of the long-term success of Ageas UK, including the development of a clear UK purpose and strategy, is fully aligned to and supportive of ageas SA/NV's strategy, Impact 24 (available to view at [www.ageas.com](http://www.ageas.com)). During 2023, ageas SA/NV was represented on the Ageas UK Boards by Ageas Group Executive and Non-Executive Directors.

# Ageas (UK) Limited

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## Directors' Report (continued)

### Customers, Brokers and Partners and Suppliers

Customers are at the heart of how Ageas UK's business is conducted, supported by its purpose which is set by the Boards and articulated with the Ageas UK Strategy. During the year the Ageas UK Boards, supported by the Board appointed Consumer Duty Champion (an INED), focussed on ensuring the FCA's Consumer Duty was properly embedded across the business and approved an assessment that confirmed the Company to be delivering good outcomes for customers.

Ageas UK maintained the Institute of Customer Service 'Service Mark' accreditation in 2023 having continued to uphold customer satisfaction scores above the all-sector average. As part of Ageas UK's ongoing relationship with the Institute of Customer Service, the Ageas UK CEO spoke at an All-party Parliamentary Group for customer service, discussing the role of customer service in retail finance, and how organisations like Ageas UK were supporting positive customer outcomes.

To support oversight, quarterly customer reporting continued to be provided to the Ageas UK Boards, and Board Members have participated in a customer immersion programme throughout the year, which has provided them the opportunity to experience first-hand the experience of Ageas UK customers. Output from the sessions, together with customer metrics and feedback had been incorporated into Board discussions that ultimately shaped Ageas UK strategy. Several initiatives were implemented throughout 2023 to improve the customer experience and to ensure customers continued to receive good outcomes. The Board received regular updates on actions being undertaken by a Weather Taskforce, established by the business to proactively support Ageas customers before, during and after severe weather events, including enhanced customer communications and digital capabilities. A new Ageas Care programme was also launched during 2023 that aimed to strengthen existing practices and processes for vulnerable customers who may require additional, tailored support when managing their insurance. The Ageas UK Boards also oversaw the deployment of the customer digital transformation programme, increasing online functionality, making it easier for Ageas customers to manage their insurance policies as they choose.

Ageas UK's relationships with brokers and intermediaries are fundamental to its distribution, because over 80% of business is conducted through this channel. A focus of the Ageas UK strategy continues to be to grow personal lines business via brokers and, throughout 2023, the Ageas UK Boards were provided with details of the new arrangements established in support of the strategy. To support broker engagement and to understand their experiences working with Ageas, a feedback tool 'Your Platform' has been provided to them, and the high-level results shared with the Ageas UK Boards.

Ageas UK uses a wide variety of suppliers. Like most large businesses, it engages with suppliers to support the provision of core business activities (e.g. IT), the supply of commodities or maintenance service contracts. As an insurer we also engage with suppliers of goods and repair services when customers' property has been lost or damaged, and medical and assistance services when customers have suffered accident or injury. Ageas UK is committed to high standards of business conduct and has policies and procedures in place to define the way in which Ageas wants to do business and the standards of conduct required. During 2023, suppliers were asked to complete a questionnaire which sought to understand whether their environmental, societal and governance standards were aligned to those of Ageas UK.

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## Directors' Report (continued)

### Employee engagement

Attracting, developing, retaining and engaging our people is central to our success as a business, enabling Ageas UK to achieve its strategy by building 'Podium People'. Throughout 2023 the Ageas UK Boards have overseen a number of activities that have sought to: develop a strong people culture, drive engagement, commitment and strong leadership; create a positive working environment in which people have the tools and resources to give their best; grow and attract strong technical skills and capabilities; and improve efficiency and effectiveness.

The Ageas UK Boards receive a quarterly 'People and Property' report from the HR Director that provides a summary of the key developments and activities; and they are kept apprised of the feedback from employees via 'Peakon' the digital employee engagement tool which enabled the business to monitor employee sentiment on a real time basis and respond accordingly. A focus session on People strategy was provided to the Ageas UK Boards, providing an opportunity to understand in greater depth the actions being taken to respond to a more challenging external labour market and to improve employee experience. In response to employee feedback and market analysis, in 2023 the Ageas UK Boards oversaw the implementation of an enhanced employee reward proposition, with the aim of strengthening the employee proposition and to support employees through the cost-of-living crisis.

Board directors have participated in a number of employee events throughout the year, including leadership events, employee townhalls, strategic briefings and attendance at the Employee Forum, with the direct engagement providing them with vital insight into the culture of the Company. The Employee Forum has continued to perform an important role supporting the engagement of employees, attended by the Ageas UK CEO and HR Director, it provides an opportunity for employees to raise questions and concerns directly with Board directors and facilitates the escalation and cascade of key messages, from and to the Executive team and the Ageas UK Boards. In addition, the Chair of the Remuneration Committee, an INED, is invited to attend the Employee Forum, and to meet the Chair of the Forum, an employee, without the Executive present, in order to enhance further engagement between the Ageas UK Boards and employees.

To reinforce a strong people culture, Ageas UK continues to provide employees with timely and regular communications issued via a digital platform 'Viva Engage', whilst an online 'People Hub' provides online learning and development tools. Health and wellbeing of our people has continued to be a priority throughout 2023, with campaigns focussing on financial, physical, and mental wellbeing. The Ageas UK Boards have also received details of the actions being taken to invest in the talent and skills across the business, specifically through the building of technical excellence, supporting career mobility and the deployment of apprenticeships in key business areas. Employee engagement scores remained positive throughout 2023, with Ageas UK certified as a Top Employer by the Top Employer Institute for the second year and rated a 5\* employer by the Insurance Post following a voluntary survey of industry wide employees.

Ageas UK has established and promotes a culture where employees have the confidence and ability to raise their concerns. The Ageas UK Boards approved a 'Speak Up' policy and process, providing clear principles and guidance on the action to take in the event of bullying, harassment, or victimisation or in the event of a financial crime such as Internal Fraud, Money Laundering or if Data Theft was identified. Ageas Directors and managers have a responsibility to ensure that mechanisms are in place to encourage such concerns to be raised and any wrongdoing dealt with. The Chair of the Audit Committee has responsibility for the maintenance of the independence, autonomy and effectiveness of Ageas UK whistleblowing policies and procedures; he reported to the Ageas UK Boards and Audit Committee in 2023 stating his view that the systems and controls in place were satisfactory.

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## Directors' Report (continued)

### Diversity and inclusion

The Company is committed to a culture which is inclusive and supports diversity, helping Ageas achieve the combined purpose to Understand People + Simplify Insurance. Recruitment, promotion, career development, selection for training and all other aspects of people management are regularly reviewed and monitored to ensure they are free from discrimination, including all protected characteristics as set out in the Equality Act 2010. The Ageas UK Boards have set the policies and standards within which the Company will operate, and the Boards' approach to diversity and inclusion is monitored regularly.

An inclusion steering group known as 'Momentum', chaired by the Ageas UK CEO, has been established comprising senior representatives from each area of the business who are held accountable for progress against the diversity targets. During 2023, the Ageas UK Boards received regular updates on progress to deliver the inclusion plan which included: meeting the Women in Finance target of 40% women in senior management, receiving Disability Confident Leader status; and undertaking a deep dive review to understand the experiences of ethnic minority applicants and employees with a view to improving overall representation.

The gender pay gap report is provided to the Ageas UK Boards annually, together with progress against agreed targets. Since 2021, Ageas UK has published data on ethnicity, disability and LGBTQIA+ pay gaps, as well as the gender pay gap.

Ageas UK policies and standards are aligned to legislation relating to discrimination in employment, including the employment of people with disabilities. Ageas UK has continued to focus on raising awareness of autism in partnership with GAIN, an organisation working across the insurance industry, and has run several educational sessions for employees. Employees with disabilities are treated fairly and can compete on equal terms for career progression, an applicant with a disability who meets the minimum criteria is guaranteed an interview. Ageas UK is committed to continuing the employment of, and for arranging training for, employees who have become disabled while employed by Ageas.

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## Directors' Report (continued)

### Community and Environment

Details on the identification, process and governance arrangements of the Company in relation to ESG oversight, specifically climate-related risks and opportunities, have been included within the Non-Financial and Sustainability Information Statement of the Strategic Report from page 2. In terms of the wider society, the Ageas UK Boards receive quarterly updates on progress against the ESG strategy and associated targets, together with updates on the environmental and community initiatives undertaken by the Company, such as the green parts initiative to make the repair of vehicles more sustainable. This award-winning initiative reduced plastic and metal waste, giving a second life to car parts that would have otherwise been scrapped, whilst alleviating supply chain challenges. Ageas UK also continued to support the 'Build Back Better' scheme, designed to help those most at risk from flooding by offering homeowners the chance to have good resistance and resilience measures installed if their home had been damaged by flood waste.

The Company supports a 'Charity of the Year' as nominated by the employees which, for 2023, continued to be the Air Ambulance UK, whereby employees raised funds through sponsorship, fundraising and donations. Ageas UK also agreed to match employee donations made to the Disaster Emergency Committee appeal in response to earthquakes in Turkey and Syria. Employees are also supported to help the community, with paid absence available for staff choosing to volunteer, with a significant increase in volunteering reported to the Ageas UK Boards, following a change in volunteering policy.

### Future developments

The Company will continue to act as the holding company for its subsidiaries.

### Disclosure of information to auditors

Each of the persons who are directors at the date of approval of this report confirm that, so far as each director is aware, there is no relevant audit information of which the Company's auditor are unaware; and each director has taken all the steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the Company's auditor are aware of that information.

### Independent Auditors

Pursuant to section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed and BDO LLP will therefore continue in office.

This report was approved by the Board of Directors on 3 May 2024 and signed on behalf of the board by:



Jonathan Price  
Chief Financial Officer

# Ageas (UK) Limited

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## Statement of Directors' Responsibilities in respect of the Financial Statements

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with international accounting standards in conformity with the requirements of the Companies Act 2006.

Under company law, 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 the financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable international accounting standards in conformity with the requirements of the Companies Act 2006 have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements 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 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.

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.

The directors are responsible for the maintenance and integrity of the company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

# Ageas (UK) Limited

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## Statement of profit or loss and other comprehensive income

For the year ended 31 December 2023

	Note	2023 £'000	2022 £'000
Income from shares in group undertakings	3	-	88,800
Administrative expenses	4	(2,813)	(2,006)
Other income	5	514	128
<b>Operating (loss)/profit before finance costs</b>		<u>(2,299)</u>	<u>86,922</u>
Finance costs	6	(84)	(84)
<b>(Loss)/profit before taxation</b>		<u>(2,383)</u>	<u>86,838</u>
Income tax	7	560	373
<b>(Loss)/profit for the year</b>		<u>(1,823)</u>	<u>87,211</u>
Other comprehensive income		-	-
<b>Total comprehensive (expense)/income</b>		<u>(1,823)</u>	<u>87,211</u>

The notes on pages 18 to 37 form an integral part of these financial statements.

# Ageas (UK) Limited

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## Statement of financial position

As at 31 December 2023

	Note	2023 £'000	2022 £'000
<b>Assets</b>			
Investments in group undertakings	8	583,633	583,633
Property, plant and equipment	9	-	-
Intangible assets	10	-	-
Deferred tax asset	11	265	319
Current tax asset	12	614	115
Other receivables	13	127	549
Cash and cash equivalents	14	7,808	10,216
<b>Total assets</b>		<b>592,447</b>	<b>594,832</b>
<b>Shareholders' equity</b>			
Share capital	15	336,450	336,450
Share premium		10,308	10,308
Retained earnings	15	245,515	247,338
<b>Total equity</b>		<b>592,273</b>	<b>594,096</b>
<b>Liabilities</b>			
Other payables	16	174	736
		<b>174</b>	<b>736</b>
<b>Total equity and liabilities</b>		<b>592,447</b>	<b>594,832</b>

The statement of financial position is presented in order of liquidity.

The notes on pages 18 to 37 form an integral part of these financial statements.

These financial statements were approved the Board of Directors on 3 May 2024 and signed on behalf of the board by:



Jonathan Price  
Chief Financial Officer

# Ageas (UK) Limited

Company registration number: 01093301

## Statement of changes in equity

For the year ended 31 December 2023

	Note	Share capital £'000	Share premium £'000	Retained earnings £'000	Total £'000
<b>Balance as at 1 January 2022</b>		336,450	10,308	248,927	595,685
Profit for the year		-	-	87,211	87,211
<b>Total comprehensive income for the year</b>		-	-	87,211	87,211
Dividends paid to shareholders	15	-	-	(88,800)	(88,800)
<b>Balance as at 31 December 2022</b>		<u>336,450</u>	<u>10,308</u>	<u>247,338</u>	<u>594,096</u>
<b>Balance as at 1 January 2023</b>		336,450	10,308	247,338	594,096
Loss for the year		-	-	(1,823)	(1,823)
<b>Total comprehensive expense for the year</b>		-	-	(1,823)	(1,823)
Dividends paid to shareholders	15	-	-	-	-
<b>Balance as at 31 December 2023</b>		<u>336,450</u>	<u>10,308</u>	<u>245,515</u>	<u>592,273</u>

Ordinary shares have a par value of £1. They entitle the holder to participate in dividends, and to share in the proceeds of winding up the company in proportion to the number of and amounts paid on the shares held.

In historic years the company issued share capital above par, increasing the capital contribution received and creating a share premium account.

The notes on pages 18 to 37 form an integral part of these financial statements.

# Ageas (UK) Limited

Company registration number: 01093301

## Statement of cash flows

For the year ended 31 December 2023

	Note	2023 £'000	2022 £'000
<b>Cash flows from operating activities</b>			
(Loss)/profit before taxation		(2,383)	86,838
<i>Adjustments for:</i>			
Finance costs	6	<u>84</u>	<u>84</u>
<b>Operating profit before working capital changes</b>		(2,299)	86,922
Decrease in other receivables	13	422	5,643
(Decrease)/Increase in other payables	16	<u>(562)</u>	<u>157</u>
<b>Cash (used in)/generated from operating activities</b>		(2,439)	92,722
Income taxes recovered		<u>115</u>	<u>164</u>
<b>Net cash (used in)/generated from operating activities</b>		<u>(2,324)</u>	<u>92,886</u>
<b>Cash flows used in financing activities</b>			
Finance costs paid	6	(84)	(84)
Dividends paid	15	<u>-</u>	<u>(88,800)</u>
<b>Net cash used in financing activities</b>		<u>(84)</u>	<u>(88,884)</u>
<b>Net increase/(decrease) in cash and cash equivalents</b>		(2,408)	4,002
Cash and cash equivalents as at 1 January		<u>10,216</u>	<u>6,214</u>
<b>Cash and cash equivalents as at 31 December</b>	14	<u>7,808</u>	<u>10,216</u>

The notes on pages 18 to 37 form an integral part of these financial statements.

# Ageas (UK) Limited

Company registration number: 01093301

## Notes to the financial statements

### 1 Accounting policies

Ageas (UK) Limited ('the Company') is a private company, limited by shares, domiciled and incorporated in England and Wales. The address of its registered office is Ageas House, Hampshire Corporate Park, Templars Way, Eastleigh, Hampshire, SO53 3YA.

#### (a) Statement of compliance

The financial statements were approved for issue by the Board of Directors on 3 May 2024.

The financial statements have been prepared in accordance with UK adopted international accounting standards and the requirements of the Companies Act 2006.

In accordance with IFRS 8: Operating Segments, the Company is not required to present segmental information as the equity of the Company is not publicly traded.

#### (b) Basis of preparation

The Company has elected not to prepare consolidated financial statements. The prepared financial statements are separate financial statements and the exemption from consolidation, in accordance with the Companies Act 2006 s400(2) has been used. Consolidated financial statements including the results of the Company are prepared by the ultimate holding company, ageas SA/NV, a company incorporated in Belgium, and copies can be obtained from the Company Secretary, Avenue du Boulevard, Bolwerklaan 21, 1210 Brussels.

The financial performance and position of the Company, its cash flows, liquidity position and borrowing facilities are set out in the primary statements on pages 14 to 17, and in the subsequent notes on pages 18 to 37. Further analysis of the objectives and policies for mitigating risk can be found within note 2.

Having considered the position of the Company as above, the approved budget for the next 12 months from the approval date of these financial statements and reviewing the potential risks to the Company, the directors have concluded that the Company has sufficient resources to continue in operation for the foreseeable future. Accordingly, the directors continue to adopt the going concern basis in preparing the financial statements.

The Company presents its statement of financial position in order of liquidity in accordance with IAS 1: Presentation of Financial Statements. For each asset and liability line item in the statement of financial position that details amounts expected to be recovered or settled within twelve months, or more than twelve months after the statement of financial position date, a classification is included within the notes. The disclosures in the notes for these classifications are distinguished as follows:

- amounts expected to be recovered in less than one year are referred to as current; and
- amounts expected to be recovered in more than one year are referred to as non-current.

#### (i) Basis of measurement

The financial statements have been prepared on the historical cost basis with the exception of financial instruments classified as fair value through profit or loss, which are stated at their fair value.

# Ageas (UK) Limited

Company registration number: 01093301

## Notes to the financial statements

### 1 Accounting policies (continued)

#### (b) Basis of preparation (continued)

##### (ii) Use of estimates and judgements

The preparation of financial statements in conformity with international accounting standards requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances. These form the basis of judgements concerning carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the year in which the estimate is revised if the revision affects only that year, or in the year of the revision and future years if the revision affects both current and future years.

The most critical judgements and estimates made by the Company are those relating to the value of investments in subsidiary undertakings. These are stated at cost but are subject to impairment testing. The valuation of investments in subsidiaries is regularly reviewed and provisions are made as necessary to reduce the cost of investment to the Company's estimate of its recoverable amount. The Company performs an annual impairment of its investments in subsidiaries which includes various estimates such as the discount rate and future expected cash flows. The recoverable amount (based on value in use calculations) of the Company's investments in subsidiary undertakings is determined using projected discounted cash flows based on the Board-approved budget for 2024 to 2027 for Ageas Insurance Limited, Ageas Retail Limited and Ageas Services (UK) Limited, which are considered to be a single cash generating unit as their cash flows are interdependent. For further details, see accounting policy note (g).

##### (iii) New Standards and Interpretations

All new standards and interpretations released by the International Accounting Standards Board ('IASB') and endorsed by the UK Endorsement Board have been considered. The following new and amended standards that came into effect in the year have been adopted by the Company during the period as appropriate:

- IAS 1 amendments: Presentation of Financial Statements: Disclosure of Accounting Policies – January 2023.
- IAS 8 amendments: Definition of accounting estimate – January 2023.
- IAS 12 amendments: Deferred Tax related to assets and liabilities arising from a single transaction – January 2023.
- IAS 12 amendments: International Tax Reform - Pillar Two Model Rules – May 2023.

The following new and amended standards that came into effect in the year have not been adopted by the Company during the year as they are not relevant to the Company:

- IFRS 17: Insurance contracts – January 2023.
- IFRS 17: amendments: Initial application of IFRS 17 and IFRS 9 – comparative information – January 2023.

In addition, the following is a list of standards that are in issue but are not effective in 2023, together with the effective date of application to the Company:

- IAS 1 amendments: Classification of liabilities as current or non-current – January 2024.
- IAS 1 amendments: Non-current liabilities with covenants – January 2024.
- IAS 7 and IFRS 7 amendments: Supplier Finance Arrangements – January 2024.
- IFRS 16 amendments: Lease liability in a sale and leaseback – January 2024.
- IAS 21 amendments: Lack of Exchangeability – January 2025.

The standards effective from 2024 and 2025 have been reviewed and are not expected to have a material impact on the Company. The implications of the remaining standards are under review.

The accounting policies set out below have been applied consistently to all years presented in these financial statements.

# Ageas (UK) Limited

Company registration number: 01093301

## Notes to the financial statements

### 1 Accounting policies (continued)

#### (c) Foreign currency translation

##### (i) Functional and presentation currency

Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which the Company operates ('the functional currency'). The financial statements are presented in Pounds Sterling, which is the Company's presentation currency.

##### (ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from settlement of monetary assets and liabilities denominated in foreign currencies are recognised in the statement of profit or loss. Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the statement of profit or loss within finance income, or finance costs, as appropriate. All other foreign exchange gains and losses are present in the statement of profit or loss within other losses or other income.

#### (d) Recognition and measurement of revenue

Interest from investments is recognised in the period in which it is earned. Income from shares in group undertakings is recognised when the dividends are declared following authorisation by the subsidiary.

#### (e) Finance costs

Finance costs comprise interest payable on borrowings relating to both long- and short-term loans from the immediate parent and subsidiaries, and on bank overdrafts, and are recognised using the effective interest method.

#### (f) Income tax and deferred tax

Income tax in the statement of profit or loss and other comprehensive income for the year comprises current and deferred tax. Income tax is recognised in the statement of profit or loss and other comprehensive income except to the extent that it relates to items recognised directly in equity, in which case the related income tax is also recognised in equity.

Current tax is the expected tax payable on the taxable profit for the year, or payments in respect of losses surrendered for group relief, using tax rates enacted or substantially enacted at the statement of financial position date, and any adjustment to tax payable in respect of previous years.

Deferred tax is provided in full, using the balance sheet liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes, and the amounts used for taxation purposes. The following temporary differences are not provided for: the initial recognition of assets or liabilities that affects neither accounting nor taxable profit, and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the statement of financial position date.

A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised. Deferred tax assets are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

Deferred tax assets and liabilities are not discounted.

# Ageas (UK) Limited

Company registration number: 01093301

## Notes to the financial statements

### 1 Accounting policies (continued)

#### (f) Income tax and deferred tax (continued)

##### **Pillar II – Global minimum taxation**

Pillar II arose out of the Organisation for Economic Co-operation and Development's ('OECD') Base Erosion and Profit Shifting ('BEPS') project. It applies to large multinational groups and aims to ensure that large multinational businesses pay a minimum effective tax rate of at least 15% on profits in all countries.

The Company has assessed its exposure to the Pillar II Model rules and does not expect any impact to arise.

On 23 May 2023, the International Accounting Standards Board issued Amendments to IAS 12 Income Taxes in respect of the Pillar II model rules, which have been endorsed by the UK Endorsement Board. A mandatory temporary exception to the accounting for deferred taxes arising from the implementation of the Pillar II rules is to be applied whilst further consideration is undertaken in respect of the rules on the accounting for income taxes applying under IAS 12.

#### (g) Investments in group undertakings

Investments in group undertakings are classified as non-current investments and are recorded in the statement of financial position at cost less any accumulated impairment. The carrying value of investments is reviewed at each reporting date. If an indication of impairment exists, then the impairment policy (accounting policy (k)) becomes applicable.

#### (h) Financial assets

Financial assets include cash and short-term deposits and other receivables, including amounts due from group undertakings. Financial assets are recognised in the statement of financial position on the date the Company commits to purchase the asset. Financial assets are initially recognised at fair value plus transaction costs that are directly attributable to the acquisition of the financial asset. The Company's financial assets are subsequently measured at amortised cost. Any interest income from these financial assets is included in the statement of profit or loss as finance income, using the effective interest rate method.

Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Company has transferred substantially all the risks and rewards of ownership. Any gain or loss arising on derecognition is recognised directly in the statement of profit or loss, and presented in other gains or losses.

#### (i) Other receivables

Other receivables are stated at their cost less any impairment losses, where cost approximates fair value.

#### (j) Cash and cash equivalents

Cash and cash equivalents comprise cash balances and money market funds. Bank overdrafts that are repayable on demand and form an integral part of the Company's cash management are included as a component of cash and cash equivalents for the purpose only of the statement of cash flows.

## Notes to the financial statements

### 1 Accounting policies (continued)

#### (k) Impairment

##### (i) Financial assets

The Company uses a forward looking 'expected credit loss' ('ECL') model and measures loss allowances on either of the following bases:

- 12-month ECL: these are ECLs that result from possible default events within the 12 months after the reporting date; and
- lifetime ECL: these are ECLs that result from all possible default events over the expected life of a financial instrument.

Lifetime ECL measurement applies if the credit risk of a financial asset at the reporting date has increased significantly since initial recognition and 12-month ECL measurement applies if it has not. The Company determines that a financial asset's credit risk has not increased significantly if the asset has low credit risk at the reporting date. However, lifetime ECL measurement always applies for trade receivables without a significant financing component; this policy also applies to trade receivables with a significant financing component.

In assessing whether the credit risk on a financial asset has increased significantly since initial recognition, the Company compares the risk of a default occurring on the financial asset at the reporting date with the risk of a default occurring on the financial asset at the date of initial recognition. In making this assessment, the Company considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available.

The Company assumes that the credit risk on a financial asset has not increased significantly since initial recognition if the financial asset is determined to have low credit risk at the reporting date. A financial asset is determined to have low credit risk if:

- the financial asset has a low risk of default;
- the debtor has a strong capacity to meet its contractual cash flow obligations in the near term; and
- adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations.

The Company regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial asset.

# Ageas (UK) Limited

Company registration number: 01093301

## Notes to the financial statements

### 1 Accounting policies (continued)

#### (k) Impairment (continued)

##### (ii) Non-financial assets

The recoverable amount of an asset or cash-generating unit is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the 'cash-generating unit'). An impairment loss is recognised if the carrying amount of an asset or its cash-generating unit exceeds its estimated recoverable amount. Impairment losses are recognised in the statement of profit or loss. Impairment losses recognised in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to the units and then to reduce the carrying amount of the other assets in the unit (group of units) on a pro rata basis.

Impairment losses recognised in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

#### (l) Provisions

A provision is recognised in the statement of financial position when the Company has a present legal or constructive obligation as a result of a past event, and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

#### (m) Financial liabilities

Financial liabilities include amounts owed to group undertakings, interest-bearing loans and borrowings, bank overdrafts and other payables. Financial liabilities are recognised in the statement of financial position when the Company becomes a party to the contractual provisions of the financial instrument. Interest-bearing loans and borrowings are recognised initially at fair value, net of transaction costs incurred. Interest-bearing loans and borrowings are subsequently measured at amortised cost. Any difference between the proceeds, net of transaction costs, and the redemption amount is recognised in the statement of profit or loss over the period of the borrowings using the effective interest method. Interest-bearing loans and borrowings are derecognised when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in the statement of profit or loss as other income or finance costs.

Management has determined that the carrying amount of other payables reasonably approximates their fair values because these liabilities are mostly short term in nature or are repriced frequently.

#### (n) Dividends

Dividends payable on ordinary shares are recognised when they are declared.

# Ageas (UK) Limited

Company registration number: 01093301

## Notes to the financial statements

### 1 Accounting policies (continued)

#### (o) Property, plant and equipment

##### (i) Owned assets

Items of property, plant and equipment are stated at cost (or deemed cost) less accumulated depreciation (see below) and impairment losses (see accounting policy (k)). Cost includes expenditure that is directly attributable to the acquisition of the asset. Purchased software that is integral to the functionality of the related equipment is capitalised as part of that equipment. Where parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items of property, plant and equipment.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the group and the costs of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged to the income statement during the financial year in which they are incurred.

##### (ii) Depreciation

Depreciation is charged to the statement of profit or loss on a straight-line basis over the estimated useful lives of each part of an item of property, plant and equipment. The estimated useful lives are as follows:

IT equipment	Three years
--------------	-------------

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposal are determined by comparing the proceeds with the carrying amount and they are recognised within the statement of profit or loss as other income, or other losses, as appropriate.

#### (p) Intangible assets

An intangible asset is defined as an identifiable non-monetary asset without physical substance. Intangible assets are stated at cost less any accumulated amortisation and any accumulated impairment losses (see accounting policy (k)). Cost is defined as its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates; and any directly attributable cost of preparing the asset for its intended use.

Amortisation is charged to the statement of profit or loss and other comprehensive income on a straight-line basis over the estimated useful lives of each intangible asset.

The estimated useful lives are as follows:

Software	Three years
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# Ageas (UK) Limited

Company registration number: 01093301

## Notes to the financial statements

### 2 Risk management

#### Objectives and policies for mitigating business risk

The Company's business involves investing in subsidiary undertakings through both share capital and loans. It is exposed to credit, liquidity and operational risk in respect of those investments.

To manage its risk position the Company receives regular reports from, and holds regular meetings with, its subsidiary companies which enables it to monitor its risk exposure, in particular in relation to cash flow. The Company also takes advantage of the knowledge and expertise within its subsidiary companies to assist it with the identification and management of other areas of risk to which it could be exposed. The directors believe the overall procedures and policies in place to manage risk are appropriate to the size and nature of the business.

#### (i) Credit risk

The Company is exposed to credit risk arising from the financial assets of the Company, which comprise cash and cash equivalents and other receivables (including related party balances). The Company's exposure to credit risk arises from default of the counterparty, with a maximum exposure equal to the carrying amount of these instruments.

#### Current other receivables

	Note	2023 £'000	2023 %	2022 £'000	2022 %
Within terms		127	100	549	100
Total	13	<u>127</u>	<u>100</u>	<u>549</u>	<u>100</u>

Credit risk is monitored by management on an ongoing basis.

#### (ii) Liquidity risk

The Company is exposed to liquidity risks arising from daily calls on its cash resources. There is therefore a risk that cash will not be available to settle liabilities and calls from subsidiaries when due. The Company manages this risk by monitoring its own and its subsidiaries' cash needs to ensure that sufficient funds are available.

#### Financial liabilities and other payables - maturity profile

	Notes	2023 £'000	2023 %	2022 £'000	2022 %
Payment period:					
Between 0 - 3 months		174	100	736	100
Total	16	<u>174</u>	<u>100</u>	<u>736</u>	<u>100</u>

# Ageas (UK) Limited

Company registration number: 01093301

## Notes to the financial statements

### 2 Risk management (continued)

#### (iii) Operational risk

Operational risk arises from inadequate or failed internal processes, people and systems, or from external events. It is diverse in nature and permeates all business activities but remains a distinct form of risk. Operational risk includes for example, information technology, people, strategy, business continuity, regulatory, legal and financial crime.

The Company has carried out a detailed review of its operational processes and activities and, based on this, it has identified the areas of key risk to the business. Separate risk policies have been formulated for each of these areas and, where appropriate, standard procedures have been carefully documented. As well as risk identification, the approach also incorporates risk measurement, risk monitoring, risk reporting and risk management. In evaluating the risks faced by the business significant focus is placed on the controls in place and how well they are operating. Regular reviews of both the risks faced, and the controls, are carried out by the Ageas UK Board Risk Committee.

#### (iv) Capital management

##### Definitions of capital management

The capital managed by the Company is comprised of shareholder funds.

Capital management is the collection of processes and activities undertaken to ensure that sufficient capital is maintained so that the Company is able to meet its liabilities and ultimately ensure its survival, particularly in the case of losses arising from adverse events.

Capital management includes the assessment of capital required to support the Company's plans and objectives, the structure of its shareholders' funds, arrangements to secure capital, and the ongoing monitoring of capital against business requirements.

##### Aims of capital management policy

The Company has established standards for the efficient management of capital, to meet the needs of the business and return on capital requirements of shareholders. This includes the capital required to support the risk appetite identified in the Company's risk policies together with a margin for safety. There are no regulatory capital requirements for the Company.

##### Approach to capital management

The Company develops the Ageas UK Business Plan which is reviewed and revised each year and then formally approved by the Board.

A key factor in the formulation of the Business Plan is the assessment of the capital required to support the business objectives (including growth and profit targets) and the appropriateness of the supporting capital structure.

Overall capital requirements and structure are assessed taking account of the following:

- capital required to support the planned growth in the business;
- the required rate of return on capital employed; and
- the required dividend.

# Ageas (UK) Limited

Company registration number: 01093301

## Notes to the financial statements

### 2 Risk management (continued)

#### (v) Market risk

Market risk can be described as the risk of change in the fair value of financial instruments due to changes in interest rates, foreign exchange rates and market prices. The Company has limited exposure to market risk other than a change in Sterling overnight index rate (SONIA).

#### (vi) Sensitivity to key business drivers

	Interest rates increase 1% £'000	Expenses increase 10% £'000
<b>Impact - 2023</b>		
Decrease in profit before tax	(150)	(281)
Decrease in net assets	(115)	(215)
<b>Impact - 2022</b>		
Increase/(decrease) in profit before tax	150	(200)
Increase/(decrease) in net assets	121	(162)

The impact of the changes in key business drivers is each assumed to be a discrete change. All other factors will be unchanged.

Some of these changes cannot be guaranteed to have a linear effect and as a range of other factors will impact the results, they cannot be guaranteed to predict the result detailed. In addition, the risk management that the Company operates will ensure that corrective action is implemented to mitigate or reverse the changes.

#### Interest rates increase by 1%

The Company will be exposed to the impact of interest rate changes on its financial assets and liabilities. There would be an increase in interest costs on the Company's borrowings.

#### Expenses increase by 10%

If expenses were to increase by 10%, in addition to the impact on profit there would also be a reduction in cash availability at the year end.

# Ageas (UK) Limited

Company registration number: 01093301

## Notes to the financial statements

### 3 Income from shares in group undertakings

	2023 £'000	2022 £'000
Dividend income from group undertakings	<u>-</u>	<u>88,800</u>

### 4 Administrative expenses

	2023 £'000	2022 £'000
Other costs	<u>2,813</u>	<u>2,006</u>
	<u>2,813</u>	<u>2,006</u>

	2023 £'000	2022 £'000
<b>Fees payable to the Company's auditors:</b>		
For the audit of the Company's annual financial statements	<u>54</u>	<u>38</u>

No staff (including executive directors) were employed by the Company during the year (2022: none).

### 5 Other income

	2023 £'000	2022 £'000
Interest from investments	<u>514</u>	<u>128</u>
	<u>514</u>	<u>128</u>

### 6 Finance costs

	2023 £'000	2022 £'000
Interest payable to group undertakings	<u>84</u>	<u>84</u>
	<u>84</u>	<u>84</u>

Interest payable to group undertakings in the current and prior years relates to a non-utilisation charge on the undrawn portion of the loan facility with Ageas Insurance Limited. See note 18 for further details.

# Ageas (UK) Limited

Company registration number: 01093301

## Notes to the financial statements

### 7 Income tax

#### (a) Amounts recognised in the statement of profit or loss:

	Note	2023 £'000	2022 £'000
<b>Current tax credit</b>			
UK corporation tax on profits for the year		<u>614</u>	<u>426</u>
		<u>614</u>	<u>426</u>
<b>Deferred tax charge</b>			
Origination and reversal of temporary differences		<u>(54)</u>	<u>(53)</u>
	11	<u>(54)</u>	<u>(53)</u>
		<u>560</u>	<u>373</u>
<b>Total income tax credit for the financial year</b>		<u>560</u>	<u>373</u>

#### (b) Reconciliation of effective tax rate:

The tax assessed on the year is the same as (2022: lower than) the standard rate of corporation tax in the United Kingdom of 23.5% (2022: 19.0%).

A reconciliation of the effective tax rate to the actual tax credit is shown below:

	2023 £'000	2022 £'000
(Loss)/profit before taxation	<u>(2,383)</u>	<u>86,838</u>
Standard rate of corporation tax in year	23.5%	19.0%
Income tax using the UK corporation tax rate	560	(16,499)
Dividends from UK companies not taxable	<u>-</u>	<u>16,872</u>
	<u>560</u>	<u>373</u>
	<u>560</u>	<u>373</u>

# Ageas (UK) Limited

Company registration number: 01093301

## Notes to the financial statements

### 8 Investments in group undertakings

	2023 £'000	2022 £'000
<b>Cost</b>		
Balance as at 1 January	615,408	615,408
Balance as at 31 December	615,408	615,408
<b>Provision for impairment losses</b>		
Balance as at 1 January	(31,775)	(31,775)
Balance as at 31 December	(31,775)	(31,775)
<b>Carrying amount at 31 December</b>	<b>583,633</b>	<b>583,633</b>

An impairment review has been performed which has indicated there is no impairment of the Company's investments in group undertakings. The recoverable amount (based on value in use calculations) of the investments was determined using projected discounted cash flows based on the Board-approved budget for 2024 to 2027 for Ageas Insurance Limited, Ageas Retail Limited and Ageas Services (UK) Limited, which are considered together as a single cash-generating unit. The recoverable amount indicates a headroom of £1,334m using a discount rate of 6.81% and a terminal growth rate of 2%.

The Company's investments in Group undertakings are as follows:

Company Name	% Owned	Direct/Indirect	Country of incorporation
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The registered address for the following entities during 2023 is Ageas House, Hampshire Corporate Park, Templars Way, Eastleigh, Hampshire, SO53 3YA:

Ageas Insurance Limited	100%	Direct	England and Wales
Ageas Retail Limited	100%	Direct	England and Wales
Ageas Services (UK) Limited	100%	Direct	England and Wales
Billiter Street (1991) Limited	100%	Direct	England and Wales
HCP (Estate Management) Limited	51%	Indirect	England and Wales

The registered address for the following entity is Helmont House, Churchill Way, Cardiff, South Glamorgan, CF10 2HE:

Ageas Law LLP	50%	Indirect	England and Wales
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# Ageas (UK) Limited

Company registration number: 01093301

## Notes to the financial statements

### 9 Property, plant and equipment

IT equipment  
£'000

#### Cost

Balance as at 31 December 2022

97

Balance as at 31 December 2023

97

#### Accumulated depreciation and impairment losses

Balance as at 31 December 2022

97

Balance as at 31 December 2023

97

#### Net book value

Balance as at 31 December 2022

-

Balance as at 31 December 2023

-

### 10 Intangible assets

Software  
£'000

#### Cost

Balance as at 31 December 2022

792

Balance as at 31 December 2023

792

#### Accumulated amortisation and impairment losses

Balance as at 31 December 2022

792

Balance as at 31 December 2023

792

#### Net book value

Balance as at 31 December 2022

-

Balance as at 31 December 2023

-

# Ageas (UK) Limited

Company registration number: 01093301

## Notes to the financial statements

### 11 Deferred tax

	Note	2023 £'000	2022 £'000
<b>(a) Deferred tax asset</b>			
At 1 January		319	372
Charge for the year	7	<u>(54)</u>	<u>(53)</u>
At 31 December		<u>265</u>	<u>319</u>

#### The deferred tax asset comprises:

Property, plant and equipment		<u>265</u>	<u>319</u>
		<u>265</u>	<u>319</u>

An increase in the main UK corporation tax rate from 19% to 25% from 1 April 2023 was announced in the Budget on 3 March 2021. This change was substantively enacted on 24 May 2021; accordingly the deferred tax asset recognised as at 31 December 2023 has been calculated using substantively enacted tax rates.

		2023 £'000	2022 £'000
<b>(b) Recognised in profit or loss</b>			
Property, plant and equipment		<u>(54)</u>	<u>(53)</u>
Charge for the year	7	<u>(54)</u>	<u>(53)</u>

### (c) Unrecognised deferred tax

The Company has an unrecognised deferred tax asset of £2,945,000 (2022: £2,768,000) in relation to revenue and capital tax losses as these are not expected to be utilised against profits or gains in the foreseeable future.

### 12 Current tax

	2023 £'000	2022 £'000
Current tax asset	<u>614</u>	<u>115</u>

The current tax balance represents the amount of income taxes receivable in respect of the current year as well as a residual balance in respect of prior years.

# Ageas (UK) Limited

Company registration number: 01093301

## Notes to the financial statements

### 13 Other receivables

	Note	2023 £'000	2022 £'000
<b>Amounts falling due within one year</b>			
Amounts due from group undertakings	18	-	2
Other receivables and prepayments		<u>127</u>	<u>547</u>
		<u>127</u>	<u>549</u>

### 14 Cash and cash equivalents

	2023 £'000	2022 £'000
Cash at bank	<u>7,808</u>	<u>10,216</u>

The effective interest rate on short term bank deposits during the year was 4.9% (2022: 0.02%), with an average maturity of one day.

### 15 Shareholders' equity

#### (a) Share capital

	2023 £'000	2022 £'000
In issue at 31 December – fully paid ordinary shares of £1 each	<u>336,450</u>	<u>336,450</u>

At 31 December 2023, the issued and authorised share capital is 336,450,000 ordinary shares (2022: 336,450,000). The ordinary shares have a par value of £1 each (2022: £1 each).

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company. All shares rank equally with regard to the Company's residual assets.

#### (b) Dividends

No dividends were paid in the year (2022: dividend paid of £88,800,000, at 26.2 pence per share).

#### (c) Retained earnings

Retained earnings represent the accumulated comprehensive income for the current and prior financial years.

# Ageas (UK) Limited

Company registration number: 01093301

## Notes to the financial statements

### 16 Other payables

	Note	2023 £'000	2022 £'000
<b>Amounts falling due within one year</b>			
Amounts owed to group undertakings	18	138	692
Trade creditors		7	23
Other payables and accrued expenses		29	21
		<u>174</u>	<u>736</u>

### 17 Assets and liabilities – classification and measurement

Assets and liabilities have been classified and valued in accordance with the requirements of International Accounting Standards. Other assets and liabilities valued at fair value are in accordance with the principles set out in IFRS 13: Fair Value Measurement. The basis applied is summarised below:

	Cost/ amortised cost	Total carrying value	Fair value where applicable
	2023 £'000	2023 £'000	2023 £'000
<b>Assets</b>			
Investments in group undertakings	583,633	583,633	-
Deferred tax asset	265	265	-
Current tax asset	614	614	-
Current other receivables	127	127	-
Cash and cash equivalents	7,808	7,808	-
<b>Total assets</b>	<u>592,447</u>	<u>592,447</u>	<u>-</u>
<b>Liabilities</b>			
Other payables	174	174	-
<b>Total liabilities</b>	<u>174</u>	<u>174</u>	<u>-</u>
	2022 £'000	2022 £'000	2022 £'000
<b>Assets</b>			
Investments in group undertakings	583,633	583,633	-
Deferred tax asset	319	319	-
Current tax asset	115	115	-
Current other receivables	549	549	-
Cash and cash equivalents	10,216	10,216	-
<b>Total assets</b>	<u>594,832</u>	<u>594,832</u>	<u>-</u>
<b>Liabilities</b>			
Other payables	736	736	-
<b>Total liabilities</b>	<u>736</u>	<u>736</u>	<u>-</u>

# Ageas (UK) Limited

Company registration number: 01093301

## Notes to the financial statements

### 18 Related party transactions

The Company has a related party relationship with the directors and other key management personnel of the Company.

#### Transactions with directors and other key management personnel

In addition to their salaries, the Company also provides non-cash benefits to the directors and other key management personnel.

The remuneration of the directors and key management personnel in respect of services to the Company consists of:

	2023 £'000	2022 £'000
Short-term employee benefits	627	564
Post-employment benefits	34	35
Share-based payments	-	14
	<u>661</u>	<u>613</u>
In respect of the highest paid director:		
	2023 £'000	2022 £'000
Short-term employee benefits	266	252
Post-employment benefits	20	18
Share-based payments	-	7
	<u>286</u>	<u>277</u>

# Ageas (UK) Limited

Company registration number: 01093301

## Notes to the financial statements

### 18 Related party transactions (continued)

#### Transactions with other related parties

In the ordinary course of business the Company carries out transactions with related parties as defined in IAS 24: Related Party Disclosures.

All investments in group undertakings, assets classified as held for sale and dividend income from Ageas group companies are considered to be related parties. In addition, the following amounts are also related party transactions and balances:

		2023	2023	2022	2022
		Comp.	Financial	Comp.	Financial
		income	Position	income	Position
		£'000	£'000	£'000	£'000
	Note	Income/ (expense)	Asset/ (liability)	Income/ (expense)	Asset/ (liability)
Group undertakings - income		-	-	1	-
Group undertakings - expense		(1,957)	-	(1,437)	-
Amounts due from group undertakings	13	-	-	-	2
Amounts owed to group undertakings	16	-	(138)	-	(692)
		<u>(1,957)</u>	<u>(138)</u>	<u>(1,436)</u>	<u>(690)</u>

The transactions and balances with related parties relate predominantly to loans between companies, interest charged on such loans and intercompany cross charges. The amounts outstanding are unsecured and will be settled in cash. No guarantees have been given or received and there are no expected credit losses in respect of the amounts owed by related parties.

The Company has a loan with Ageas Insurance Limited, with a maximum capacity of £15.0m. On 20 March 2023 the loan was restated to extend the maturity date to 7 September 2025. The loan bears interest at 1.75% above the Bank of England base rate. There is also a non-utilisation charge at 0.56% of the undrawn portion of the loan facility. There are currently no amounts outstanding on the loan with Ageas Insurance Limited (2022: £nil).

The Company did not receive dividends during the year (2022: £88,800,000).

### 19 Capital commitments

The Company had no capital commitments at the end of the financial year, either authorised or contracted for (2022: £nil).

# Ageas (UK) Limited

Company registration number: 01093301

## Notes to the financial statements

### **20 Parent company**

The Company's immediate parent is Ageas Insurance International NV, a company incorporated in the Netherlands, whose headquartered address is Avenue du Boulevard 21, 1210 Brussels, Belgium.

The ultimate parent undertaking and controlling party of the Company is ageas SA/NV, a company incorporated in Belgium whose registered address is Avenue du Boulevard 21, 1210 Brussels.

ageas SA/NV is the parent undertaking of the smallest and largest group of undertakings to consolidate the financial statements of the Company as at 31 December 2023. Copies of the consolidated financial statements can be obtained from ageas SA/NV's registered address.

Copies of the Company's financial statements can be obtained from the Company Secretary, Ageas (UK) Limited, Ageas House, Hampshire Corporate Park, Templars Way, Eastleigh, Hampshire, SO53 3YA.

# Ageas (UK) Limited

Company registration number: 01093301

## Independent auditors' report to the members of Ageas (UK) Limited

### Opinion on the financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2023 and of its loss for the year then ended;
- have been properly prepared in accordance with UK adopted international accounting standards; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements of Ageas Services (UK) Limited ('the Company') for the year ended 31 December 2023 which comprise the statement of profit or loss and other comprehensive income, statement of financial position, statement of changes in equity, statement of cash flows and notes to the financial statements, including a summary of material accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and UK adopted international accounting standards.

### 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 believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### *Independence*

We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

### 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 Directors are responsible for the other information. The other information comprises the information included in the Directors' report and Strategic report, other than the financial statements and our auditor's report thereon. 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. 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.

# Ageas (UK) Limited

Company registration number: 01093301

## Independent auditors' report to the members of Ageas (UK) Limited (continued)

### Other Companies Act 2006 reporting

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 material misstatements in the Strategic report or the Directors' report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

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

### Responsibilities of Directors

As explained more fully in the Statement of Directors Responsibilities, 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.

# Ageas (UK) Limited

Company registration number: 01093301

## Independent auditors' report to the members of Ageas (UK) Limited (continued)

### *Extent to which the audit was 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:

### *Non-compliance with laws and regulations*

We identified areas of laws and regulations that could reasonably be expected to have a material effect on the financial statements from our general commercial and sector experience, and through discussion with the Directors and other management. We discussed with the Directors and other management the policies and procedures regarding compliance with laws and regulations. We communicated identified laws and regulations throughout our team and remained alert to any indications of non-compliance throughout the audit.

Legal and regulatory frameworks determined most significant are:

- Companies Act of 2006.
- UK adopted international accounting standards.

Non-compliance could have a material effect on amounts or disclosures in the financial statements, for instance through the imposition of fines or litigation. We performed procedures including:

- Obtaining an understanding of the legal and regulatory framework applicable to the Company's operations.
- Obtaining an understanding of the control environment in monitoring compliance with laws and regulations.
- Enquiring of those charged with governance of any instances of non-compliance.

### *Fraud*

To identify risks of material misstatements due to fraud, we assessed events or conditions that could indicate an incentive or pressure to commit fraud or provide an opportunity to commit fraud. Our risk assessment procedures included:

- Enquiring of those charged with governance, internal audit and management as to whether they have knowledge of any actual, suspected or alleged fraud.
- Review of Board and Audit Committee meeting minutes and correspondence with regulatory authorities throughout the year for any known or suspected instances of fraud.
- Identifying any unusual journal entries based on criteria that are indicative of a high risk of fraud.
- Discussion amongst the engagement team as to how and where fraud might occur in the financial statements.
- Obtain an understanding of the control environment in monitoring compliance with laws and regulations.
- Performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatement due to fraud.

Based on our risk assessment, we considered the areas most susceptible to fraud to be valuation of investment in subsidiary, management override of controls, valuation of deferred tax assets and manual journal entries related to revenue recognition.

Our procedures in respect of the above included:

- Testing a sample of journal entries throughout the year, which met a defined risk criteria, by agreeing to supporting documentation, and
- Testing a sample of manual revenue journal entries to third party information to ensure that they are not indicative of management bias.

# Ageas (UK) Limited

Company registration number: 01093301

## Independent auditors' report to the members of Ageas (UK) Limited (continued)

Our audit procedures were designed to respond to risks of material misstatement in the financial statements, recognising that the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery, misrepresentations or through collusion. There are inherent limitations in the audit procedures performed and the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely we are to become aware of it.

A further description of our responsibilities is available on the Financial Reporting Council's website at: <https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

### Use of our report

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.

DocuSigned by:

*Alexander Barnes*

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Alexander Barnes (Senior Statutory Auditor)  
For and on behalf of BDO LLP, Statutory Auditor  
London, UK  
Date: 07 May 2024

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).