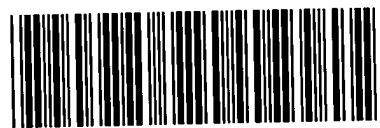


**STRATEGIC REPORT, DIRECTORS' REPORT AND
AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2017
FOR
INK UNDERWRITING AGENCIES LIMITED**

TUESDAY



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25/09/2018
COMPANIES HOUSE

INK UNDERWRITING AGENCIES LIMITED

**CONTENTS OF THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2017**

| | Page |
|--|-------------|
| Company Information | 1 |
| Strategic Report | 2 |
| Directors' Report | 4 |
| Independent Auditor's Report | 6 |
| Statement of Comprehensive Income | 8 |
| Statement of Financial Position | 9 |
| Statement of Changes in Equity | 10 |
| Notes to the Financial Statements | 11 |

INK UNDERWRITING AGENCIES LIMITED

**COMPANY INFORMATION
FOR THE YEAR ENDED 31 DECEMBER 2017**

DIRECTORS:

M Rea
C Richmond
C Scott

SECRETARY:

A Peel

REGISTERED OFFICE:

The Walbrook Building
25 Walbrook
London
EC4N 8AW

REGISTERED NUMBER:

03110970 (England and Wales)

INDEPENDENT AUDITOR:

Ernst & Young LLP
Statutory Auditor
25 Churchill Place
Canary Wharf
London
E14 5EY

INK UNDERWRITING AGENCIES LIMITED

STRATEGIC REPORT FOR THE YEAR ENDED 31 DECEMBER 2017

The Directors present their Strategic Report for the year ended 31 December 2017.

REVIEW OF BUSINESS

The principal activity of the Company in the period under review was that of wholesale insurance and managing general agent. On 1 March 2017, the majority of the remaining underwriting trade, assets, and liabilities of the Company were transferred to Pen Underwriting Limited at net book value.

The Company is a wholly owned subsidiary of Arthur J. Gallagher & Co. a company incorporated in the United States of America, and is included in the publicly available consolidated financial statements of Arthur J. Gallagher & Co. ("the Group"). The Group's strategic focus continues to be on the organic growth of existing core business and the acquisition of businesses to enhance future turnover and profitability.

The results of the Company for the year ended 31 December 2017 are set out in the financial statements on pages 8 to 18.

For the year ended 31 December 2017 the Company has recorded a profit before tax of £283k compared with the loss before tax of £1,509k in 2016 in respect of continuing and discontinued operations. The improvement in results is largely due to the business having moved to Pen Underwriting Limited.

PRINCIPAL RISKS AND UNCERTAINTIES

The Group's international operations and debt profile expose it to a variety of financial and operational risks including the effects of changes in foreign currency exchange rates, counterparty credit risks, compliance risks, liquidity and interest rates. The Group's Board of Directors are responsible for setting the Group's risk appetite and ensuring that it has an appropriate and effective risk management framework and monitors the ongoing process for identifying, evaluating, managing, and reporting significant risks faced. To facilitate this, the Group maintains a risk framework, through which the key risks affecting the Group are identified, assessed and monitored.

The Group has in place a risk management programme and policies in the context of the wider Group risk framework. This risk management programme seeks to manage any adverse impact upon the Group caused by the nature of its principal activity. The approach to the significant risks is noted below:

Borrowing facilities and liquidity risk

Operations for the Group are financed by a mixture of shareholders' funds, external borrowing facilities, inter-group borrowings and cash reserves. The objective is to ensure a mix of funding methods offering flexibility and cost effectiveness to match the needs of the Group. Forward looking cash flow projections are prepared on a regular basis to assess funding requirements.

Interest rate risk

Interest rates on the Group's formal intra-group loans are set in accordance with the wider Group treasury and transfer pricing policies.

Counterparty credit risk

The Group is exposed to credit related losses in the event of non-performance by counterparties to financial assets but mitigates such risk through its policy of selecting only counterparties with high credit ratings or arranging beneficial credit terms in accordance with the Group's investment and counterparty policy.

Compliance risk

The Group is exposed to regulatory risk from the potential failure to comply with the relevant laws and regulations for insurance intermediaries. To mitigate this the Group has a risk and compliance function and has designed a control framework to reduce the risk of non-compliance. This includes regular assessment and monitoring of the compliance and regulatory requirements, with regular reporting to the Risk Committee and Board of Directors, and the Group has a proactive, open relationship with the regulator.

INK UNDERWRITING AGENCIES LIMITED

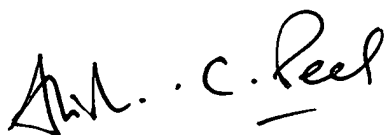
**STRATEGIC REPORT
FOR THE YEAR ENDED 31 DECEMBER 2017 - continued**

PRINCIPAL RISKS AND UNCERTAINTIES - continued

Operational risk

The Group has identified the key operational risks to which it is exposed, principal among which are incorrect underwriting leading to the breach of Insurer delegated authorities, the protection of client information, the prevention of cyber and financial crime, and compliance with regulations. An appropriate control framework has been deployed to manage and mitigate these key operational risks.

BY ORDER OF THE BOARD:



.....
A Peel - Secretary

Date: 17 September 2018
.....

INK UNDERWRITING AGENCIES LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2017

The Directors present their report with the audited financial statements of the Company for the year ended 31 December 2017. The results for the Company for the year ended 31 December 2017 and future developments are discussed in the Strategic Report.

DIRECTORS OF THE COMPANY

The Directors who have held office during the period from 1 January 2017 to the date of this report are as follows:

M Rea
C Richmond

Other changes in Directors holding office are as follows:

C Scott – appointed 9 July 2018
I Story – resigned 30 June 2018

DIVIDENDS

No dividends will be distributed for the year ended 31 December 2017 (2016: £nil).

EMPLOYEES

The Company is an equal opportunities employer and bases all decisions on individual ability regardless of race, religion, gender, age or disability.

DIRECTORS' INDEMNITY PROVISION

The Directors have benefitted from qualifying third party indemnity provisions during the financial year and to the date of this report.

DIRECTORS' RESPONSIBILITIES STATEMENT

The Directors are responsible for preparing the Strategic Report, Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have elected to prepare the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland". Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing these financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITOR

So far as the Directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the Company's auditor is 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 is aware of that information.

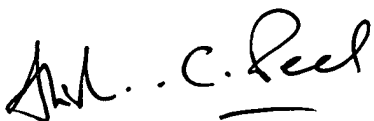
INK UNDERWRITING AGENCIES LIMITED

**DIRECTORS' REPORT
FOR THE YEAR ENDED 31 DECEMBER 2017 - continued**

AUDITOR

The auditor, Ernst & Young LLP, will be proposed for re-appointment in accordance with section 487(2) of the Companies Act 2006.

BY ORDER OF THE BOARD:

A handwritten signature in black ink, appearing to read 'A. Peel', written over a dotted line.

.....
A Peel - Secretary

Date: 17 September 2018

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF INK UNDERWRITING AGENCIES LIMITED

Opinion

We have audited the financial statements of Ink Underwriting Limited for the year ended 31 December 2017 which comprise the Statement of Comprehensive Income, the Statement of Financial Position, the Statement of Changes in Equity and the related notes 1 to 18, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2017 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report below. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

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

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the Directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the Directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the Company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

Other information

The other information comprises the information included in the Directors' Report and the Strategic Report. The Directors are responsible for the other information.

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of the other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

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

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

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF
INK UNDERWRITING AGENCIES LIMITED**

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified material misstatements in the Strategic Report or Directors' Report.

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

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

Responsibilities of Directors

As explained more fully in the Directors' responsibilities statement set out on page 4, the Directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the Directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

Auditor's responsibilities for the audit of the financial statements

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

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

Use of our report

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

Ernst & Young LLP

Vinood Ramabhai (Senior Statutory Auditor)
for and on behalf of Ernst & Young LLP
Statutory Auditor
25 Churchill Place
Canary Wharf
London

Date: 21/09/18

INK UNDERWRITING AGENCIES LIMITED

**STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2017**

| | Notes | 2017 £'000 | 2016 £'000 |
|--|--------------|-----------------------|-----------------------|
| TURNOVER | 2 | 4,270 | 13,817 |
| Administrative expenses | | <u>(4,250)</u> | <u>(15,881)</u> |
| | | 20 | (2,064) |
| Other operating income | | <u>-</u> | <u>311</u> |
| OPERATING PROFIT/LOSS) | 5 | 20 | (1,753) |
| Interest receivable and similar income | 6 | <u>263</u> | <u>244</u> |
| PROFIT/(LOSS) BEFORE TAXATION | | 283 | (1,509) |
| Tax on profit/(loss) | 7 | <u>(587)</u> | <u>(223)</u> |
| LOSS FOR THE FINANCIAL YEAR | | (304) | (1,732) |
| OTHER COMPREHENSIVE INCOME | | <u>-</u> | <u>-</u> |
| TOTAL COMPREHENSIVE LOSS FOR THE YEAR | | <u><u>(304)</u></u> | <u><u>(1,732)</u></u> |

DISCONTINUED OPERATIONS

In December 2016 the Company hived the Agent Assure and Recruitment aspects of its business to fellow Group subsidiaries Arthur J. Gallagher Insurance Brokers Limited and Pen Underwriting Limited respectively. On 1 March 2017 the majority of the remaining underwriting trade, assets and liabilities of the Company were transferred to Pen Underwriting Limited at net book value.

The notes form part of these financial statements

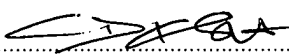
INK UNDERWRITING AGENCIES LIMITED (REGISTERED NUMBER: 03110970)

**STATEMENT OF FINANCIAL POSITION
31 DECEMBER 2017**

| | Notes | £'000 | 2017 £'000 | £'000 | 2016 £'000 |
|--|-------|--------------|---------------|---------------|---------------|
| FIXED ASSETS | | | | | |
| Intangible assets | 8 | | - | | 2,436 |
| Tangible assets | 9 | | - | | 3 |
| Investments | 10 | | <u>5,096</u> | | <u>5,096</u> |
| | | | 5,096 | | 7,535 |
| CURRENT ASSETS | | | | | |
| Debtors | 11 | 22,414 | | 46,523 | |
| Cash at bank | 12 | <u>2,044</u> | | <u>13,532</u> | |
| | | 24,458 | | 60,055 | |
| CREDITORS | | | | | |
| Amounts falling due within one year | 13 | <u>3,492</u> | | <u>38,778</u> | |
| NET CURRENT ASSETS | | | <u>20,966</u> | | <u>21,277</u> |
| TOTAL ASSETS LESS CURRENT LIABILITIES | | | 26,076 | | 28,812 |
| PROVISIONS FOR LIABILITIES | | | <u>-</u> | | <u>2,446</u> |
| NET ASSETS | | | <u>26,062</u> | | <u>26,366</u> |
| CAPITAL AND RESERVES | | | | | |
| Called up share capital | 15 | | - | | - |
| Retained earnings | 16 | | <u>26,062</u> | | <u>26,366</u> |
| SHAREHOLDERS' FUNDS | | | <u>26,062</u> | | <u>26,366</u> |

The financial statements were approved and authorised for issue by the Board of Directors on and were signed on its behalf by:

17 September 2018



C Scott - Director

The notes form part of these financial statements

INK UNDERWRITING AGENCIES LIMITED

**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2017**

| | Called up share capital £'000 | Retained earnings £'000 | Total equity £'000 |
|---------------------------------------|--|--|-----------------------------------|
| Balance at 1 January 2016 | - | 28,098 | 28,098 |
| Changes in equity | | | |
| Total comprehensive loss for the year | - | (1,732) | (1,732) |
| Balance at 31 December 2016 | - | 26,366 | 26,366 |
| Changes in equity | | | |
| Total comprehensive loss for the year | - | (304) | (304) |
| Balance at 31 December 2017 | - | 26,062 | 26,062 |

INK UNDERWRITING AGENCIES LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2017

1. ACCOUNTING POLICIES

Accounting convention

These financial statements have been prepared in accordance with applicable United Kingdom Accounting Standards, including FRS 102 'The Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland', and with the Companies Act 2006. The financial statements have been prepared on a going concern basis, under the historical cost convention.

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

Basis of preparation

The Company has taken advantage of Section 401 of the Companies Act 2006 in not preparing consolidated financial statements on the basis that the results of the Company are included within the consolidated financial statements of Arthur J. Gallagher & Co., a company incorporated in the United States of America and for which results are publicly available from the Company's registered office.

The Company has also taken advantage of the exemptions, under FRS 102 paragraph 1.12(b) & (e) respectively, from preparing a Statement of Cash Flows and disclosure of key management compensation, on the basis that it is a qualifying entity and its ultimate parent company, Arthur J. Gallagher & Co., includes such disclosures in its own consolidated financial statements.

Significant judgements and estimates

The preparation of financial statements in conformity with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements include:

i. Goodwill and intangible fixed assets

The Group establishes a reliable estimate of the useful life of goodwill and intangible assets arising on business combinations. This estimate is based on a variety of factors such as the expected use of the acquired business, the expected useful life of the cash generating units to which the goodwill is attributed, any legal, regulatory or contractual provisions that can limit useful life and assumptions that market participants would consider in respect of similar businesses.

ii. Impairment of investments

Where there are indicators of impairment of individual assets, the Group performs impairment tests based on a value in use calculation. The value in use calculation is based on a net asset or revenue multiple basis. Both methods are derived from the financial statements and do not include restructuring activities that the Group is not yet committed to or significant future investments that will enhance the asset's performance of the cash generating unit being tested. The multiple rate used is in line with recent acquisitions.

iii. Impairment of debtors

The Group makes an estimate of the recoverable value of trade debtors. When assessing impairment of trade debtors, management have considered an appropriate formula for calculating the bad debt provision based on the ageing of the trade debtors.

iv. Provisions

Where a provision is required the Group will perform calculations based on a policy regarding each individual category of provision. Each of these policies will be based on a degree of estimate and judgements. These policies are included within note 14.

Turnover

Turnover represents commission earned on insurance policies underwritten during the year and is recognised at the later of inception date and the date the placement is completed and confirmed.

Interest receivable

Interest receivable is recognised in the Statement of Comprehensive Income on an accruals basis based on the terms of the underlying contracts or agreements.

Taxation

Provision is made at current enacted rates for taxation. Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the Statement of Financial Position date where transactions or events have occurred at that date that will result in an obligation to pay more, or a right to pay less or to receive more, tax in future periods.

INK UNDERWRITING AGENCIES LIMITED

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 DECEMBER 2017

1. ACCOUNTING POLICIES – continued

Deferred tax assets are recognised only to the extent that the Directors consider that it is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing difference can be deducted.

Deferred tax assets and liabilities are not discounted.

Discontinued operations

The Group recognises as discontinued operations components which have been disposed of which represented a separate major line of business or geographical area of operation, which were part of a single coordinated plan to dispose of a separate major line of business or geographical area of operation, or a subsidiary which was acquired exclusively for resale.

Goodwill and intangible fixed assets

Intangible fixed assets arising on the acquisition of teams, other business and software have been capitalised, classified as assets in the Statement of Financial Position and amortised over their useful economic lives. They are reviewed for impairment if events or changes in circumstances indicate that the carrying values may not be recoverable.

Amortisation is provided on all intangible fixed assets at rates calculated to write off the cost of each asset evenly over its expected useful life, as follows:

| | | |
|----------|---|---------------|
| Goodwill | - | over 10 years |
|----------|---|---------------|

Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost less depreciation. Depreciation is calculated using the straight-line method based on the assets' useful lives.

The useful lives of the following tangible fixed assets are:

| | | |
|-----------------------|---|--------------|
| Fixtures and fittings | - | over 3 years |
| Computer equipment | - | over 3 years |

Fixed asset investments

Fixed asset investments in the financial statements are stated at cost less provision for impairment in value.

Insurance intermediary debtors and creditors

Insurance intermediaries usually act as agents in the placement of insurable risks and, as such, generally are not liable as principals for amounts arising from such transactions. Notwithstanding these legal relationships, debtors and creditors arising from insurance broking transactions are shown as assets and liabilities in the Statement of Financial Position. This recognises that the intermediary is entitled to retain the investment income on any cash flows arising from these transactions.

The position of the insurance intermediary as agent means that generally the credit risk is borne by the principals. There can be circumstances where the insurance intermediary acquires the credit risk - through statute, or through the act or omission of the insurance broker or one of the principals. There is much legal uncertainty surrounding the extent of such exposures and consequently they cannot be evaluated. The total of insurance broking debtors appearing in the Statement of Financial Position is therefore not an indication of credit risk.

Short term debtors and creditors

Debtors and creditors with no stated interest rate and receivable or payable within one year are recorded at transaction price. Any losses arising from impairment are recognised in the Statement of Comprehensive Income in other operating expenses.

Loans to/from other group undertakings

Loans to/from other group undertakings are initially recognised at transaction price, less any transactional costs unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future payments discounted at a market rate of interest. In subsequent years the loans are carried at amortised cost, using the effective interest rate method.

Where loans are repayable on demand they are classified as short term debtors/creditors and recognised at the full amount payable. The loans are derecognised when the liability is extinguished, that is when the contractual obligation is discharged or cancelled.

INK UNDERWRITING AGENCIES LIMITED

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 DECEMBER 2017

1. ACCOUNTING POLICIES - continued

Provisions

A provision is recognised where there is a present obligation, whether legal or constructive, as a result of a past event for which it is probable that a transfer of economic benefits will be required to settle the obligation.

Foreign currencies

Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the exchange rate ruling at the date of the Statement of Financial Position. All exchange rate differences are taken to the Statement of Comprehensive Income.

2. TURNOVER

The turnover and profit/(loss) before taxation are attributable to the one principal activity of the Company, and arises solely within the United Kingdom.

An analysis of turnover by class of business is given below:

| | 2017 £'000 | 2016 £'000 |
|---------------|---------------|---------------|
| Net Brokerage | 4,158 | 12,737 |
| Fees | 112 | 1,021 |
| Commissions | - | 59 |
| | <u>4,270</u> | <u>13,817</u> |

3. STAFF COSTS

The amounts relating to staff costs were incurred by Arthur J. Gallagher Services (UK) Limited. An amount of £1,927k (2016: £7,660k) was recharged back to the Company and is accounted for in administrative expenses.

4. DIRECTORS' REMUNERATION

| | 2017 £'000 | 2016 £'000 |
|--|---------------|---------------|
| Directors' remuneration | 28 | 58 |
| Directors' pension contributions to money purchase schemes | - | 1 |
| | <u>28</u> | <u>59</u> |

The number of Directors to whom retirement benefits were accruing was as follows:

| | | |
|------------------------|----------|----------|
| Money purchase schemes | <u>1</u> | <u>1</u> |
|------------------------|----------|----------|

Information regarding the highest paid Director is as follows:

| | 2017 £'000 | 2016 £'000 |
|--|---------------|---------------|
| Directors' remuneration | 14 | 27 |
| Directors' pension contributions to money purchase schemes | - | 1 |
| | <u>14</u> | <u>28</u> |

The above amounts represent remuneration allocated to Directors based on their directorships of entities within the Group. This is on a different basis to which Directors' remunerations are recharged to the Company and accounted for in administrative expenses.

INK UNDERWRITING AGENCIES LIMITED

**NOTES TO THE FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 31 DECEMBER 2017**

5. OPERATING LOSS

The operating loss is stated after charging/(crediting):

| | 2017 | 2016 |
|--|--------------|--------------|
| | £'000 | £'000 |
| Goodwill amortisation | 113 | 493 |
| Goodwill loss on disposal | - | 117 |
| Depreciation – owned assets | - | 1 |
| Auditor's remuneration – statutory audit | - | 51 |
| Land and building operating leases | 157 | 733 |
| Foreign exchange (gain)/loss | <u>14</u> | <u>(93)</u> |

Auditor's remuneration in the current year of £22k has been borne by a fellow group undertaking and has not been recharged to the Company.

6. INTEREST RECEIVABLE AND SIMILAR INCOME

| | 2017 | 2016 |
|---|--------------|--------------|
| | £'000 | £'000 |
| Bank interest | - | 13 |
| Interest on loans to group undertakings | <u>263</u> | <u>231</u> |
| | <u>263</u> | <u>244</u> |

7. TAXATION

Analysis of the tax charge

The tax charge on the profit/(loss) for the year was as follows:

| | 2017 | 2016 |
|--|--------------|--------------|
| | £'000 | £'000 |
| Current tax: | | |
| UK corporation tax | 227 | (247) |
| Adjustments in respect of previous periods | <u>353</u> | <u>760</u> |
| Total current tax | <u>580</u> | <u>513</u> |
| Deferred tax: | | |
| Origination and reversal of timing differences | 8 | (1) |
| Adjustment in respect of previous periods | - | (307) |
| Effect of changes in tax rates | <u>(1)</u> | <u>18</u> |
| Total deferred tax | <u>7</u> | <u>(290)</u> |
| Tax on profit/(loss) | <u>587</u> | <u>223</u> |

The tax charge for the year can be reconciled to the profit/(loss) per the Statement of Comprehensive Income as follows:

| | 2017 | 2016 |
|--|--------------|----------------|
| | £'000 | £'000 |
| Profit/(loss) before tax | <u>283</u> | <u>(1,509)</u> |
| Profit/(loss) multiplied by the standard rate of corporation tax in the UK of 19.25% (2016 – 20.00%) | 55 | (302) |
| Effects of: | | |
| Expenses not deductible for tax purposes | 4 | 54 |
| Adjustments to tax charge in respect of previous periods | 353 | 453 |
| Transfer pricing adjustments | 176 | - |
| Tax rate changes | <u>(1)</u> | <u>18</u> |
| Total tax charge | <u>587</u> | <u>223</u> |

INK UNDERWRITING AGENCIES LIMITED

**NOTES TO THE FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 31 DECEMBER 2017**

7. TAXATION - continued

The Company losses are taxable in the UK under the standard rate of corporation tax being 19.25% (2016: 20.00%). The Company is expected to continue to attract the standard rate of UK corporation tax. The UK government has legislated to reduce the main rate of corporation tax to 17% to apply from 1 April 2020. These reductions have been reflected in the closing deferred tax asset, as they were enacted at the date of the Statement of Financial Position.

8. INTANGIBLE FIXED ASSETS

| | Goodwill £'000 |
|-----------------------|---------------------------|
| COST | |
| At 1 January 2017 | 4,578 |
| Transfers | <u>(4,578)</u> |
| At 31 December 2017 | - |
| AMORTISATION | |
| At 1 January 2017 | 2,142 |
| Amortisation for year | 112 |
| Transfers | <u>(2,254)</u> |
| At 31 December 2017 | - |
| NET BOOK VALUE | |
| At 31 December 2017 | <u>-</u> |
| At 31 December 2016 | <u>2,436</u> |

9. TANGIBLE FIXED ASSETS

| | Fixtures and fittings £'000 | Computer equipment £'000 | Totals £'000 |
|-----------------------|--|---|-------------------------|
| COST | | | |
| At 1 January 2017 | 3 | 4 | 7 |
| Transfers | <u>(3)</u> | <u>(4)</u> | <u>(7)</u> |
| At 31 December 2017 | - | - | - |
| DEPRECIATION | | | |
| At 1 January 2017 | 3 | 1 | 4 |
| Transfers | <u>(3)</u> | <u>(1)</u> | <u>(4)</u> |
| At 31 December 2017 | - | - | - |
| NET BOOK VALUE | | | |
| At 31 December 2017 | <u>-</u> | <u>-</u> | <u>-</u> |
| At 31 December 2016 | <u>-</u> | <u>3</u> | <u>3</u> |

INK UNDERWRITING AGENCIES LIMITED

**NOTES TO THE FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 31 DECEMBER 2017**

10. FIXED ASSET INVESTMENTS

| | Shares in group undertakings £'000 |
|---|---|
| COST | |
| At 1 January 2017 and 31 December 2017 | <u>6,570</u> |
| PROVISION FOR IMPAIRMENT | |
| At 1 January 2017 and 31 December 2017 | <u>1,474</u> |
| NET BOOK VALUE | |
| At 31 December 2017 | <u>5,096</u> |
| At 31 December 2016 | <u>5,096</u> |

The Company's investments at the Statement of Financial Position date, in the share capital of group undertakings, comprise the following:

| Name of Company | Registered Address | Holding | Proportion of shares held |
|-------------------------------|-----------------------|-----------------|------------------------------|
| Westinsure Group Limited | The Walbrook Building | Ordinary Shares | 100.00% |
| Westinsure Online Limited* ** | The Walbrook Building | Ordinary Shares | 100.00% |

* Held indirectly.

**Company was dissolved on 12 June 2018

| Registered Address | Street Address |
|-----------------------|-------------------------------|
| The Walbrook Building | 25 Walbrook, London, EC4N 8AW |

11. DEBTORS

| | 2017 £'000 | 2016 £'000 |
|--|---------------|---------------|
| Amounts falling due within one year: | | |
| Trade Debtors | 583 | 5,850 |
| Amounts owed by group undertakings | 21,780 | 39,682 |
| Other debtors | 51 | 13 |
| Group relief debtor | - | 247 |
| Deferred tax asset | - | 298 |
| Prepayments and accrued income | - | 173 |
| | <u>22,414</u> | <u>46,263</u> |
| Amounts falling due after more than one year: | | |
| Amounts owed by group undertakings | - | 260 |
| Aggregate amounts | <u>22,414</u> | <u>46,523</u> |

INK UNDERWRITING AGENCIES LIMITED

**NOTES TO THE FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 31 DECEMBER 2017**

11. DEBTORS – continued

| | Deferred tax £'000 |
|--|-----------------------------------|
| Balance at 1 January 2017 | 298 |
| Deferred tax charge | (10) |
| Movements arising from the transfer of trade | <u>(288)</u> |
| Balance at 31 December 2017 | <u><u>-</u></u> |

The above deferred tax asset represents: fixed asset timing differences of £nil (2016: £10k) and losses of £nil (2016: £288k).

Amounts owed by group undertakings are unsecured repayable on demand and are on an interest free basis, with the exception of the following loans. These loans are unsecured and have the following terms and conditions:

| Aggregate loan value | Interest rate | Interest terms | Repayment period | Aggregate carrying value |
|-----------------------------|-------------------------|---|---|---------------------------------|
| £7k | 6.19% | Compounded annually. Interest charge up to 31 Dec 2017. Thereafter from 1 Jan 2018 interest at 0% | 10 years from commencement (2025) | £8k |
| £253k | 6.19% | Compounded annually. Interest charge up to 31 Dec 2017. Thereafter from 1 Jan 2018 interest at 0% | 10 years from commencement (2026) | £268k |
| £9,125k | 2% above bank base rate | Non-compounding. Interest charge up to 31 Dec 2017. Thereafter from 1 Jan 2018 interest at 0%. | Can be recalled on demand of the Lender | £10,406k |
| £718k | 6.19% | Compounded annually. Interest charge up to 31 Dec 2017. Thereafter from 1 Jan 2018 interest at 0% | 10 years from commencement (2026) | £753k |

12. CASH AT BANK

| | 2017 £'000 | 2016 £'000 |
|---------------------------------|-----------------------|-----------------------|
| Restricted cash | 708 | 8,764 |
| Other cash and cash equivalents | <u>1,336</u> | <u>4,768</u> |
| | <u><u>2,044</u></u> | <u><u>13,532</u></u> |

The Company holds restricted cash balances in respect of its insurance activities, held in respect of insurance trade creditors. This cash is held in client money bank accounts and cannot be used for general corporate purposes.

13. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

| | 2017 £'000 | 2016 £'000 |
|------------------------------------|-----------------------|-----------------------|
| Trade Creditors | 1,528 | 11,588 |
| Amounts owed to group undertakings | 6 | 23,970 |
| Group relief creditor | 227 | - |
| Other creditors | - | 5 |
| Accruals and deferred income | <u>1,731</u> | <u>3,215</u> |
| | <u><u>3,492</u></u> | <u><u>38,778</u></u> |

Amounts owed to group undertakings are unsecured, repayable on demand and are on an interest free basis.

INK UNDERWRITING AGENCIES LIMITED

**NOTES TO THE FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 31 DECEMBER 2017**

14. PROVISIONS FOR LIABILITIES

| | 2017 £'000 | 2016 £'000 | |
|-----------------------------|---|---|------------------------|
| Other provisions | <u>-</u> | <u>2,446</u> | |
| | Errors and omissions provision £'000 | Future servicing and claims handling costs £'000 | Total £'000 |
| At 1 January 2017 | 1,097 | 1,349 | 2,446 |
| Released during the year | (49) | - | (49) |
| Transferred during the year | <u>(1,048)</u> | <u>(1,349)</u> | <u>2,397</u> |
| At 31 December 2017 | <u>-</u> | <u>-</u> | <u>-</u> |

Errors and omissions provision

The Company faces a number of litigation and other claims, the resolution of which is uncertain, which have arisen in the ordinary course of business. Having taken appropriate legal advice and having regards to the Group's errors and omissions insurance arrangements, the Directors have provided amounts which they consider to be a realistic appraisal of the ultimate likely cost of these various claims against the Company. The provision is subject to regular review by the Group's legal department, external legal advisers and the Directors. The timing of outflows relating to these liabilities is uncertain as at the end of the reporting period.

Future servicing and claims handling costs

The provision for future servicing and claims handling costs is an estimate of the cost to run-off claims on policies previously placed by the Company. The provision is based on a projection of future claims applying a trend extrapolated from historical claims data. The timing of outflows relating to these liabilities is uncertain as at the end of the reporting period.

15. CALLED UP SHARE CAPITAL

Allotted, issued and fully paid:

| Number: | Class: | Nominal value: | 2017 £ | 2016 £ |
|---------|----------|----------------|------------|------------|
| 100 | Ordinary | £1 | <u>100</u> | <u>100</u> |

The ordinary shares rank equally in terms of voting rights, one vote for each share, and in the rights to participate in all approved dividend distribution for that class of share.

16. RESERVES

Called Up Share Capital - represents the nominal value of shares that have been issued.

Retained Earnings - includes all current and prior period retained profits and losses.

17. PARENT COMPANY AND ULTIMATE HOLDING COMPANY

The immediate parent company is Quillco 227 Limited, a company registered in Scotland. The largest group of undertakings of which the Company is a member and for which financial statements are prepared, is headed up by Arthur J. Gallagher & Co., a company incorporated in the United States of America, which is the ultimate holding company. The registered address of Arthur J. Gallagher & Co. is 2850 W. Golf Rd, Rolling Meadows, IL 60008. A copy of these consolidated financial statements is available from the registered office of the Company.

18. EVENTS AFTER THE REPORTING PERIOD

The Directors confirm that there are no events after the reporting period that are required to be disclosed.