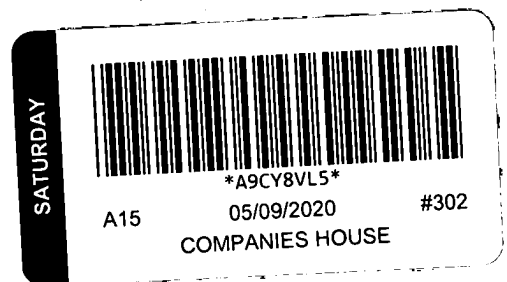


**HAMMERSMITH BIDCO LIMITED**

**ANNUAL REPORT AND FINANCIAL STATEMENTS  
FOR THE PERIOD 31 DECEMBER 2019**



**COMPANY NUMBER: 11875299**

**HAMMERSMITH BIDCO LIMITED**  
**COMPANY INFORMATION**

<b>Directors</b>	P W Blanc (appointed 1 February 2020) C W Brown (appointed 1 February 2020) M S Bruun (appointed 11 March 2019 and resigned 8 May 2019) T R Campbell (appointed 11 March 2019) T M Holland (appointed 1 February 2020) S P Rootham (appointed 1 February 2020) M Titi-Cappelli (appointed 8 May 2019)
<b>Registered number</b>	11875299
<b>Registered office</b>	8th Floor Ibex House 42-47 Minories London EC3N 1DY
<b>Independent auditor</b>	BDO LLP 55 Baker Street London W1U 7EU

**HAMMERSMITH BIDCO LIMITED**  
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**HAMMERSMITH BIDCO LIMITED**  
**STRATEGIC REPORT**  
**FOR THE PERIOD ENDED 31 DECEMBER 2019**

**Introduction**

The Directors present the Strategic Report of the company for the period since incorporation as a limited company on 11 March 2019 to 31 December 2019.

**Business review**

The company acts as an intermediate holding company for its directly and indirectly, wholly owned subsidiary undertakings. The company holds the group's borrowings under a Senior Facilities Agreement.

On 2 September 2019, following regulatory approval, the company acquired Aston Lark (Topco) Limited, the former ultimate parent company of the Aston Lark group of companies. The Directors are delighted with the successful completion of the acquisition of Aston Lark, a well regarded insurance intermediary and employee benefits group with Chartered Insurance Broker status and operations based in the UK and Ireland.

The acquisition was financed in part via the utilisation on 2 September 2019 of some of the secured term loan facilities under a Senior Facilities Agreement entered into on 13 August 2019 by the company. The Senior Facilities Agreement allows the group to fulfil its strategic objective of growth by organic means and acquisition of similar trading businesses.

On 2 October 2019, the company entered into an interest rate cap for a notional amount of £125,000,000 for the period from 31 October 2019 to 31 October 2023 to mitigate the cost of variable rate borrowings under the Senior Facilities Agreement.

**Financial performance**

This is the first period of financial reporting for the company and the company was dormant for the period from incorporation on 11 March 2019 to 2 September 2019.

Operating profit for the period was £56,646. The loss after tax for the period was £4,075,779 and has arisen as a result of the obligations under the Senior Facilities Agreement as utilised for the acquisition of Aston Lark (Topco) Limited and further group acquisitions.

The company relies on the financial support of its subsidiary undertakings to meet its borrowing obligations.

**Principal risks and uncertainties including Covid-19**

Subsequent to the 31 December 2019 year end, the outbreak of the Covid-19 pandemic across the globe has had a significant economic impact and caused disruption for businesses. The Directors continue to closely monitor the Group's exposures to Covid-19 including the operational, financial and macro-economic impacts whilst being unable to predict the extent or duration of the pandemic at this time.

At the outset, the Group rapidly transitioned to working from home for its employees with its IT capability upgraded ahead of lockdown to enable remote working and the preservation of delivering high standards of client service. Collaboration remains at the core of the business with daily management video calls, structured staff and client communications and a wellness programme implemented for staff whilst remote working.

The Directors have taken steps to introduce appropriate cash and cost management measures arising from Covid-19 including but not limited to improved management information, a focus on client credit risk, cost saving initiatives, delaying or holding planned expenditure initiatives and the drawdown of available cash facilities.

**HAMMERSMITH BIDCO LIMITED**  
**STRATEGIC REPORT**  
**FOR THE PERIOD ENDED 31 DECEMBER 2019**

**Principal risks and uncertainties including Covid-19 (continued)**

A detailed forecast of the Group's financial position has been undertaken that covers the period to 31 December 2021. The forecast includes a number of assumptions and scenarios to identify and evaluate the financial impacts arising from Covid-19, including but not limited to, a reduction in income levels to those originally budgeted for, which are mitigated to an extent by the implementation of cost saving and efficiency programmes and cash management measures that are not reliant upon Government support schemes, to ensure the Group has sufficient cash reserves to meet obligations as they fall due.

Based on the information available and experience to date, the Group's trading performance supports the forecast's underlying assumptions and the financial covenant test under the Senior Facilities Agreement is forecast to be met with sufficient headroom available. Management have applied sensitivity analysis on the additional headroom and deem the likelihood of a covenant breach to be low even before any further mitigating actions are applied.

The directors have considered the risks faced by the business and the associated controls in place to address those risks including those arising from the Covid-19 outbreak. The principal categories of risk and an overview of the controls in place within the business to mitigate those risks are shown below.

**Risk Category    Mitigation**

Strategic	Experienced and qualified Executive Board and senior management allowing the business to pursue appropriate strategies.
Liquidity	Regular forecasting and monitoring of group cash flow position and covenants to meet obligations under the loan facilities agreement and ensure sufficient availability of funds for ongoing operations and future developments.
Interest rate	The risk of an increase in the cost of variable rate borrowings is mitigated to an extent by hedging instruments in place. In response to the Covid-19 pandemic, the Bank of England has reduced the base rate of interest in the UK from 0.75% to 0.1% in March 2020.

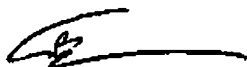
**Brexit**

The Directors continue to monitor company performance and plan accordingly, in so far as possible, to mitigate any strategic and operational risks that may arise as a result of the United Kingdom's exit from the European Union on 31 December 2020.

The company has two subsidiary undertakings, Robertson Low Insurances Limited and Wright Group Brokers Limited, insurance brokers based in Ireland and regulated by the Central Bank of Ireland.

Whilst the company is not directly exposed to significant risk arising from Brexit, Robertson Low Insurances Limited and Wrights Group Brokers Limited will enable the Group to continue to trade with clients based in the European Union after Brexit.

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



**C W Brown**  
**Director**

27 August 2020

**HAMMERSMITH BIDCO LIMITED**  
**DIRECTORS' REPORT**  
**FOR THE PERIOD ENDED 31 DECEMBER 2019**

The directors present their report and the audited financial statements of the company for the period since incorporation as a limited company on 11 March 2019 to 31 December 2019.

The Directors have chosen, in accordance with s414c(11) of the Companies Act, to disclose the information relating to principal risks and uncertainties, review of the business and key performance indicators in the Strategic Report.

In the case of each of the persons who are directors at the time this report is approved, the following applies:

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

**Directors' responsibilities statement**

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 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 for the Company's financial statements and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; 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 to enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

**HAMMERSMITH BIDCO LIMITED  
DIRECTORS' REPORT  
FOR THE PERIOD ENDED 31 DECEMBER 2019**

**Directors**

The directors who held office during the period and up to the date of signature of the financial statements were as follows:

P W Blanc (appointed 1 February 2020)  
C W Brown (appointed 1 February 2020)  
M S Bruun (appointed 11 March 2019 and resigned 8 May 2019)  
T R Campbell (appointed 11 March 2019)  
T M Holland (appointed 1 February 2020)  
S P Rootham (appointed 1 February 2020)  
M Titi-Cappelli (appointed 8 May 2019)

A group subsidiary undertaking has purchased and maintained directors' and officers liability insurance from 2 September 2019 to 31 December 2019.

**Results and dividends**

The loss for the period amounted to £4,075,779. No dividends were paid or declared during the period.

**Future developments**

The company is committed to the group strategy of growth by organic means and acquisition of similar trading businesses and the company intends to make further utilisations under its Senior Facility Agreements to fund future acquisitions by Group companies.

**Auditor**

BDO LLP were appointed auditors during the period. The auditors are deemed to be reappointed under section 487(2) of the Companies Act 2006.

This report was approved by the Board and signed on its behalf.



**C W Brown  
Director**

27 August 2020

## INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF HAMMERSMITH BIDCO LIMITED

### Opinion

We have audited the financial statements of Hammersmith Bidco Limited ("the Company") for the period ended 31 December 2019 which comprise the Statement of Comprehensive Income, the Statement of Financial Position, the Statement of Changes in Equity, and notes to the financial statements, 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 Financial Reporting Standard 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 2019 and of its loss for the period 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. 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 Directors are responsible for the other information. The other information comprises the information included in the annual 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.

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 this other information, we are required to report that fact.

We have nothing to report in this regard.



## **INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF HAMMERSMITH BIDCO LIMITED**

### **Opinion 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 period 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.

### **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 and 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 Directors' Responsibilities Statement on page 3, 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.

### **Auditors' 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: [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our Auditor's Report.

## INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF HAMMERSMITH BIDCO LIMITED

### Use of our report

This report is made solely to the Company's member, 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 member 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 member, for our audit work, for this report, or for the opinions we have formed.



Thomas Reed (Senior Statutory Auditor)  
for and on behalf of  
**BDO LLP**  
Statutory Auditor  
150 Aldersgate Street  
London  
EC1A 4AB

27 August 2020

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

**HAMMERSMITH BIDCO LIMITED**  
**STATEMENT OF COMPREHENSIVE INCOME**  
**FOR THE PERIOD ENDED 31 DECEMBER 2019**

	<b>Note</b>	<b>Period from incorporation on 11 March 2019 to 31 December 2019 £</b>
Other operating income		56,646
<b>Operating profit</b>	4	<b>56,646</b>
Interest receivable and similar income	6	69,672
Interest payable and expenses	7	(4,202,097)
<b>Loss before tax</b>		<b>(4,075,779)</b>
<b>Loss for the financial period</b>		<b>(4,075,779)</b>

There was no other comprehensive income for the period ended 31 December 2019.

The notes on pages 11 to 18 form part of these financial statements.

**HAMMERSMITH BIDCO LIMITED**  
**REGISTERED NUMBER: 11875299**  
**STATEMENT OF FINANCIAL POSITION**  
**AS AT 31 DECEMBER 2019**

	Note	2019 £
<b>Fixed assets</b>		
Investments in subsidiary undertakings	8	<u>232,702,465</u>
		<b>232,702,465</b>
<b>Current assets</b>		
Debtors: amounts falling due within one year	9	123,527,024
Cash at bank and in hand		<u>966,047</u>
		<b>124,493,071</b>
Creditors: amounts falling due within one year	10	<u>(83,708)</u>
<b>Net current assets</b>		<b>124,409,363</b>
<b>Total assets less current liabilities</b>		<u>357,111,828</u>
Creditors: amounts falling due after one year	11	(158,705,545)
<b>Net assets</b>		<u><u>198,406,283</u></u>
<b>Capital and reserves</b>		
Called up share capital	12	3
Share premium	12	202,482,059
Profit and loss account		(4,075,779)
<b>Shareholder's funds</b>		<u><u>198,406,283</u></u>

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



**C W Brown**  
**Director**

27 August 2020

The notes on pages 11 to 18 form part of these financial statements.

**HAMMERSMITH BIDCO LIMITED**  
**STATEMENT OF CHANGES IN EQUITY**  
**FOR THE PERIOD ENDED 31 DECEMBER 2019**

	Called up share capital £	Share premium £	Profit and loss account £	Total equity £
<b>At 11 March 2019 (incorporation)</b>	-	-	-	-
Shares issued on incorporation	1	-	-	1
Shares issued during the period	2	202,482,059	-	202,482,061
Loss for the period	-	-	(4,075,779)	(4,075,779)
<b>At 31 December 2019</b>	<b>3</b>	<b>202,482,059</b>	<b>(4,075,779)</b>	<b>198,406,283</b>

**HAMMERSMITH BIDCO LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE PERIOD ENDED 31 DECEMBER 2019**

**1. General information**

Hammersmith Bidco Limited was incorporated on 11 March 2019, and is a private company, limited by shares, incorporated and registered in England and Wales under the company number 11875299. The registered office is 8th Floor, Ibex House, 42-47 Minories, London, EC3N 1DY.

**2. Accounting policies**

**2.1 Basis of preparation of financial statements**

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

The financial statements are presented in Pounds Sterling which is the functional currency of the company.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgement in applying the Company's accounting policies (see note 3).

The following principal accounting policies have been applied:

**2.2 Financial reporting standard 102 - reduced disclosure exemptions**

The company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by the FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland":

- the requirements of Section 7 Statement of Cash Flows;
- the requirements of Section 3 Financial Statement Presentation paragraph 3.17(d);
- the requirements of Section 11 Financial Instruments paragraphs 11.42, 11.44 to 11.45, 11.47, 11.48(a)(iii), 11.48(a)(iv), 11.48(b) and 11.48(c);
- the requirements of Section 12 Other Financial Instruments paragraphs 12.26 to 12.27, 12.29(a), 12.29(b) and 12.29A;
- the requirements of Section 33 Related Party Disclosures paragraph 33.7.

This information is included in the consolidated financial statements of Hammersmith Midco Limited as at 31 December 2019 and these financial statements may be obtained from Companies House.

**2.3 Going concern**

The company relies on the support of the rest of the Aston Lark group and therefore it is appropriate for the financial statements to be prepared using the going concern basis.

As referred to in the Strategic Report and despite the current economic outlook arising from the Covid-19 pandemic, the Company is well placed to manage its business risks. The Directors have a reasonable expectation that the Company has adequate financial resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the financial statements.

**2.4 Valuation of investments**

Investments in subsidiaries are measured at cost less accumulated impairment. Investments in subsidiaries will be subject to an impairment review if there is an indication of impairment.

**HAMMERSMITH BIDCO LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE PERIOD ENDED 31 DECEMBER 2019**

**2. Accounting policies (continued)**

**2.5 Financial instruments**

The Company enters into basic financial instruments transactions that result in the recognition of financial assets and liabilities like trade and other debtors and creditors, loans from banks and other third parties, loans to related parties and investments in non puttable ordinary shares.

Debt instruments (other than those wholly repayable or receivable within one year), including loans and other accounts receivable and payable, are initially measured at present value of the future cash flows and subsequently at amortised cost using the effective interest method.

Debt instruments that are payable or receivable within one year, typically trade debtors and creditors, are measured, initially and subsequently, at the undiscounted amount of the cash or other consideration expected to be paid or received. However, if the arrangements of a short term instrument constitute a financing transaction, like the payment of a trade debt deferred beyond normal business terms or financed at a rate of interest that is not a market rate or in case of an out right short term loan not at market rate, the financial asset or liability is measured, initially, at the present value of the future cash flow discounted at a market rate of interest for a similar debt instrument and subsequently at amortised cost.

Financial assets that are measured at cost and amortised cost are assessed at the end of each reporting period for objective evidence of impairment. If objective evidence of impairment is found, an impairment loss is recognised in the Statement of Comprehensive Income.

For financial assets measured at amortised cost, the impairment loss is measured as the difference between an asset's carrying amount and the present value of estimated cash flows discounted at the asset's original effective interest rate. If a financial asset has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract.

For financial assets measured at cost less impairment, the impairment loss is measured as the difference between an asset's carrying amount and best estimate of the recoverable amount, which is an approximation of the amount that the Company would receive for the asset if it were to be sold at the reporting date.

Financial assets and liabilities are offset and the net amount reported in the Statement of Financial Position when there is an enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

Derivatives, including interest rate swaps and forward foreign exchange contracts, are not basic financial instruments. Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently remeasured at their fair value. Changes in the fair value of derivatives are recognised in profit or loss in finance costs or income as appropriate. The company does not currently apply hedge accounting for interest rate and foreign exchange derivatives.

**HAMMERSMITH BIDCO LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE PERIOD ENDED 31 DECEMBER 2019**

**2. Accounting policies (continued)**

**2.6 Investment income and interest**

Investment income and interest on deposits are credited on the accruals basis. Interest is calculated using the effective interest method.

**2.7 Foreign currency translation**

Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction. Monetary assets and liabilities in foreign currencies are translated at the rate of exchange ruling at the period end date. All differences are taken to the statement of comprehensive income.

**2.8 Finance costs**

Finance costs are charged to the Statement of Comprehensive Income over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument.

**3. Judgements in applying accounting policies and key sources of estimation uncertainty**

As referred to under the Statement of Directors' Responsibilities, the directors are responsible for preparing the financial statements and are required to make judgements and estimates that are reasonable and prudent. In preparing these financial statements, the directors have considered the assumptions used in making the following significant estimates and judgements in applying the company's accounting policies:

Determination that the financial statements are prepared on a going concern basis. Factors taken into consideration in reaching such a decision include reliance on the support of the rest of the group.

Determination as to whether there are indicators of impairment of investments in subsidiaries. Factors taken into consideration include the expected future financial performance of the asset.

Determination as to the recoverability of the amounts owed by the company's subsidiary undertakings. Factors taken into consideration include the expected future cash flows of the group and future receipts of income from shares in group undertakings arising from the retention of current and future profits.



**HAMMERSMITH BIDCO LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE PERIOD ENDED 31 DECEMBER 2019**

**4. Operating profit**

	<b>Period ended 31 December 2019 £</b>
The operating profit is stated after crediting:	
Foreign exchange profit	<u>56,899</u>

Audit fees of £5,000 and tax fees of £1,200 have been incurred by Aston Lark Limited, an indirect subsidiary undertaking, on behalf of the company.

**5. Employees**

The Directors are the only employees of the company and do not receive any remuneration for their services to the company.

**6. Interest receivable and similar income**

	<b>Period ended 31 December 2019 £</b>
Interest receivable from group undertakings	<u>69,672</u> <u>69,672</u>

**7. Interest payable and similar charges**

	<b>Period ended 31 December 2019 £</b>
Bank interest payable and finance cost	4,195,714
Fair value movement on financial instruments	6,383
	<u>4,202,097</u>

**HAMMERSMITH BIDCO LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE PERIOD ENDED 31 DECEMBER 2019**

**8. Fixed asset investments**

	<b>Investments in subsidiary undertakings £</b>
<b>Cost and valuation</b>	
At 11 March 2019	-
Additions	<u>232,702,465</u>
At 31 December 2019	<u>232,702,465</u>

Hammersmith Bidco Limited was formed with the intention to acquire the Aston Lark group of companies.

On 2 September 2019, following regulatory approval, the company acquired the entire ordinary share capital of Aston Lark (Topco) Limited at a fair value consideration of £232,702,465. The consideration was satisfied by cash paid of £214,881,244 and the issue of loan notes of £17,821,221.

Certain shareholders in Aston Lark (Topco) Limited exchanged the loan notes for loan notes of £17,821,221 in Hammersmith Midco Limited and then ultimately exchanged their loan notes in Hammersmith Midco Limited for preference shares and ordinary shares in Hammersmith Topco Limited.

There were no differences between the book value and the fair value of the net assets acquired. The acquisition has been accounted for in Hammersmith Midco Limited's financial statements.

**Direct subsidiary undertakings**

The following is a direct subsidiary undertaking of the Company as at 31 December 2019:

Name	Class of share	Holding	Principal activity
Aston Lark (Topco) Limited	Ordinary	100%	Holding Company

**Indirect subsidiary undertakings**

The following are indirect subsidiary undertakings of the Company as at 31 December 2019:

Name	Class of share	Holding	Principal activity
A.H. Bell & Co (Insurance Brokers) Limited	Ordinary	100%	Non-Trading
Aston Lark (AB) Limited	Ordinary	100%	Holding Company
Aston Lark (AM) Limited	Ordinary	100%	Holding Company
Aston Lark (AT) Limited	Ordinary	100%	Holding Company
Aston Lark (Bidco) Limited	Ordinary	100%	Holding Company
Aston Lark (Midco) Limited	Ordinary	100%	Holding Company
Aston Lark Dormant Holding Co Ltd	Ordinary	100%	Dormant
Aston Lark Employee Benefits Limited	Ordinary	100%	Employee Benefits
Aston Lark Group Limited	Ordinary	100%	Holding Company
Aston Lark Group (Holdings) Limited	Ordinary	100%	Holding Company

**HAMMERSMITH BIDCO LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE PERIOD ENDED 31 DECEMBER 2019**

**8. Fixed asset investments (continued)**

Aston Lark Limited	Ordinary	100%	Insurance broking
Aston Lark (Trustees) Limited	Ordinary	100%	Trustee Company
Aston Scott Ltd.	Ordinary	100%	Insurance broking
Buckland Harvester Insurance Brokers Limited	Ordinary	100%	Insurance broking
Euromarine Insurance Services Limited	Ordinary	100%	Non-Trading
First Commercial Insurance Brokers Limited	Ordinary	100%	Non-Trading
Highworth Insurance Limited	Ordinary	100%	Insurance broking
Ingram, Hawkins & Nock Limited	Ordinary	100%	Insurance broking
Jobson James Consulting Limited	Ordinary	100%	Employee Benefits
Jobson James Holdings Limited	Ordinary	100%	Holding Company
Jobson James Insurance Brokers Limited	Ordinary	100%	Insurance broking
Lark (2012) Limited	Ordinary	100%	Holding Company
Lark Group (Holdings) Limited	Ordinary	100%	Non-trading
Lark Midco Limited	Ordinary	100%	Holding Company
Michael James Insurance and Property Services LLP	Member	100%	Non-Trading
Pharos Holdings Limited	Ordinary	100%	Holding Company
Pharos Insurance Brokers (Kent) Limited	Ordinary	100%	Dormant
Pharos Insurance Brokers Limited	Ordinary	100%	Insurance broking
Protean Risk Limited	Ordinary	100%	Insurance broking
Robertson Low Insurances Limited	Ordinary	100%	Insurance broking
Robertson Low Limited	Ordinary	100%	Dormant
Salt Risk Management Ltd	Ordinary	100%	Non-Trading
Silex Group Limited	Ordinary	100%	Holding Company
Wright Insurance Brokers Limited	Ordinary	100%	Insurance broking

Having satisfied their obligations for the insurance broking balances held at their respective business transfer dates to Aston Lark Limited, Michael James Insurance and Property Services LLP applied to cancel its authorisation with the FCA with the cancellation effective 8 November 2019 and Ingram, Hawkins and Nock Limited, Pharos Insurance Brokers Limited and Buckland Harvester Insurance Brokers Limited will be applying to cancel their authorisations with the FCA.

**HAMMERSMITH BIDCO LIMITED**  
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**9. Debtors**

	2019
	£
Amounts owed by subsidiary undertakings	122,342,439
Other debtors	105,968
Financial instruments	1,078,617
	123,527,024

On 2 October 2019, the company entered into an interest rate cap arrangement for a notional amount of £125,000,000 for the period from 31 October 2019 until 31 October 2023.

**10. Creditors: Amounts falling due within one year**

	2019
	£
Accruals and deferred income	83,708
	83,708

**11. Creditors: Amounts falling due after one year**

	2019
	£
Bank loans	158,705,545
	158,705,545

Bank loans are falling due in more than five years.

On 13 August 2019, the company entered into a Senior Facilities Agreement with various parties as Arrangers, Agent and Security Agent, subsequently amended and restated on 10 October 2019, pursuant to which secured term loan facilities up to £217,000,000 were made available to the company subject to certain conditions. On 2 September 2019, the company having met those conditions utilised £147,000,000 of the Senior Term Facilities.

The bank loans provided by the Arrangers as at 31 December 2019 comprise of a Facility B loan of £117,600,000, a Super Senior Term Facility loan of £29,400,000, Acquisition and Capex Facility loans of £4,895,601, a Super Senior Acquisition and Capex Facility loan of £11,797,738 and a Revolving Credit Facility loan of £nil.

The Facilities are repayable in September 2026 or earlier subject to certain conditions. The Facility B and Acquisition and Capex Facility loans bear interest at a variable rate ranging from 6.625% to 7.75% above the relevant LIBOR rate for an Interest Period, with a LIBOR floor of 0.5% and 1% for USD denominated loans. The Super Senior Term Facility, Super Senior Acquisition and Capex Facility and the Revolving Credit Facility loans bear interest at a variable rate ranging from 2.25% to 2.75% above the relevant LIBOR rate for an Interest Period.

**12. Share capital**

	2019
	£
<b>Shares classified as equity</b>	
<b>£1 Ordinary Shares - allotted, called up and fully paid</b>	
Shares issued on incorporation - 1 Ordinary Share of £1 each	1
Shares issued during the period - 2 Ordinary Shares of £1 each	2
<b>As at 31 December</b>	<b>3</b>

**HAMMERSMITH BIDCO LIMITED**  
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**12. Share capital (continued)**

On incorporation, 11 March 2019, the company issued 1 Ordinary Share of £1 for consideration of £1.

On 29 August 2019, the company issued 1 Ordinary Share of £1 for consideration of £184,660,839.

On 2 September 2019, the company issued 1 Ordinary Share of £1 for consideration of £17,821,221.

**Share Premium**

Consideration received for shares issued above their nominal value net of transaction costs.

**13. Charges and guarantees**

On 13 August 2019, the company entered into a Senior Facilities Agreement with various parties as Arrangers, Agent and Security Agent, subsequently amended and restated on 10 October 2019, and provided a guarantee and charged their assets by way of fixed and floating charges as security for the obligations under the Senior Facilities Agreement. The outstanding amount of the loans under the Senior Facilities Agreement as at 31 December 2019 was £163,693,339.

**14. Related party transactions**

The company has taken advantage of the exemption conferred by FRS 102 and has not disclosed related party transactions with wholly owned subsidiary undertakings within the group.

**15. Post balance sheet events**

In light of the information that was available as at the 31 December 2019 period-end, the Covid-19 outbreak is a non-adjusting event in the financial statements. As such, its impacts have not resulted in adjustments being made to the measurements of assets and liabilities within the financial statements for the period ended 31 December 2019 and relevant additional disclosures as to its impact have been made in these financial statements given the emergence of more information in 2020 as referred to within the Strategic Report under Principal risks and uncertainties and the Accounting Policies under note 2.3 Going Concern.

**16. Controlling party**

The immediate parent undertaking is Hammersmith Midco Limited, a company registered in England and Wales.

The ultimate parent undertaking is Hammersmith Topco Limited, a company registered in Jersey and controlled by West Street Capital LLP, which is the ultimate controlling party of the group.

Hammersmith Midco Limited head the smallest group for which consolidated accounts are drawn up and of which the company is a member. These accounts are available from 8th Floor Ibex House, 42-47 Minories, London, EC3N 1DY, its registered office.

Hammersmith Topco Limited whose registered office is 22 Grenville Street, St Helier, Jersey JE4 8PX, head the largest group for which consolidated accounts are drawn up and of which the company is a member.