Company Registration No. 05769545 (England and Wales)

AQMEN LIMITED

UNAUDITED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MAY 2017

PAGES FOR FILING WITH REGISTRAR

DAVIES · GIMBER · BROWN LLP
CHARTERED ACCOUNTANTS

AQMEN LIMITED

COMPANY INFORMATION

Directors	N J Rudnai	
	M Ingram	
	R C Brown	(Appointed 20 September 2017)
	B J Mcmanus	(Appointed 20 September 2017)
Company number	05769545	
Registered office	5th Floor 68 Lombard Street London EC3V 9LJ	
Accountants	Davies Gimber Brown LLP Manor House 1 The Crescent Leatherhead Surrey KT22 8DY	

AQMEN LIMITED

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AQMEN LIMITED

BALANCE SHEET

AS AT 31 MAY 2017

	Notes	2017 £	2017 £	2016 £	2016 £
Fixed assets					
Intangible assets	3		47,151		-
Tangible assets	4		39,877		27,487
Investments	5		80		80
			87,108		27,567
Current assets					
Debtors	7	1,796,477		1,279,168	
Cash at bank and in hand		1,019,440		1,156,349	
		2,815,917		2,435,517	
Creditors: amounts falling due within one year	8	(1,907,399)		(1,792,059)	
Net current assets			908,518		643,458
Total assets less current liabilities			995,626		671,025
Capital and reserves					
Called up share capital	9		4,156		4,156
Share premium account			74,844		74,844
Profit and loss reserves			916,626		592,025
Total equity			995,626		671,025

The Directors of the company have elected not to include a copy of the profit and loss account within the financial statements.

For the financial year ended 31 May 2017 the company was entitled to exemption from audit under section 477 *of the Companies Act 2006 relating to small companies.*

The Directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of financial statements.

The members have not required the company to obtain an audit of its financial statements for the year in question in accordance with section 476.

These financial statements have been prepared and delivered in accordance with the provisions applicable to companies subject to the small companies' regime.

AQMEN LIMITED

BALANCE SHEET (CONTINUED)

AS AT 31 MAY 2017

The financial statements were approved by the board of directors and authorised for issue on 22 February 2018 and are signed on its behalf by:

....
N J Rudnai
Director

Company Registration No. 05769545

AQMEN LIMITED

STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 MAY 2017

	Share capital	Share premium account	Profit and loss reserves	Total
	£	£	£	£
Balance at 1 June 2015	4,156	74,844	371,931	450,931
Year ended 31 May 2016:				
Profit and total comprehensive income for the year	-	-	220,094	220,094
Balance at 31 May 2016	4,156	74,844	592,025	671,025
Year ended 31 May 2017:				
Profit and total comprehensive income for the year	-	-	324,601	324,601
Balance at 31 May 2017	4,156	74,844	916,626	995,626

1 Accounting policies

Company information

Aqmen Limited is a private company limited by shares incorporated in England and Wales. The registered office is 5th Floor, 68 Lombard Street, London, EC3V 9LJ.

1.1 Accounting convention

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006 as applicable to companies subject to the small companies regime. The disclosure requirements of section 1A of FRS 102 have been applied other than where additional disclosure is required to show a true and fair view.

The financial statements are prepared in sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest £.

The financial statements have been prepared under the historical cost convention. The principal accounting policies adopted are set out below.

These financial statements for the year ended 31 May 2017 are the first financial statements of Aqmen Limited prepared in accordance with FRS 102, The Financial Reporting Standard applicable in the UK and Republic of Ireland. The date of transition to FRS 102 was 1 June 2015. The reported financial position and financial performance for the previous period are not affected by the transition to FRS 102.

The company has taken advantage of the exemption under section 399 of the Companies Act 2006 not to prepare consolidated accounts, on the basis that the group of which this is the parent qualifies as a small group. The financial statements present information about the company as an individual entity and not about its group.

1.2 Turnover

Turnover is recognised at the fair value of the consideration received or receivable for goods and services provided in the normal course of business, and is shown net of VAT and other sales related taxes. The fair value of consideration takes into account trade discounts, settlement discounts and volume rebates.

When cash inflows are deferred and represent a financing arrangement, the fair value of the consideration is the present value of the future receipts. The difference between the fair value of the consideration and the nominal amount received is recognised as interest income.

Revenue from contracts for the provision of professional services is recognised by reference to the stage of completion when the stage of completion, costs incurred and costs to complete can be estimated reliably. The stage of completion is calculated by comparing costs incurred, mainly in relation to contractual hourly staff rates and materials, as a proportion of total costs. Where the outcome cannot be estimated reliably, revenue is recognised only to the extent of the expenses recognised that are recoverable.

1 Accounting policies **(Continued)**

1.3 Intangible fixed assets - goodwill

Goodwill represents the excess of the cost of acquisition of unincorporated businesses over the fair value of net assets acquired. It is initially recognised as an asset at cost and is subsequently measured at cost less accumulated amortisation and accumulated impairment losses. Goodwill is considered to have a finite useful life and is amortised on a systematic basis over its expected life, which is 10 years.

For the purposes of impairment testing, goodwill is allocated to the cash-generating units expected to benefit from the acquisition. Cash-generating units to which goodwill has been allocated are tested for impairment at least annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro-rata on the basis of the carrying amount of each asset in the unit.

1.4 Tangible fixed assets

Tangible fixed assets are initially measured at cost and subsequently measured at cost or valuation, net of depreciation and any impairment losses.

Depreciation is recognised so as to write off the cost or valuation of assets less their residual values over their useful lives on the following bases:

Land and buildings Leasehold	Over period of lease
Fixtures, fittings & equipment	20% straight line basis
Computer equipment	25% straight line basis

The gain or loss arising on the disposal of an asset is determined as the difference between the sale proceeds and the carrying value of the asset, and is credited or charged to profit or loss.

1.5 Fixed asset investments

Interests in subsidiaries, associates and jointly controlled entities are initially measured at cost and subsequently measured at cost less any accumulated impairment losses. The investments are assessed for impairment at each reporting date and any impairment losses or reversals of impairment losses are recognised immediately in profit or loss.

A subsidiary is an entity controlled by the company. Control is the power to govern the financial and operating policies of the entity so as to obtain benefits from its activities.

An associate is an entity, being neither a subsidiary nor a joint venture, in which the company holds a long-term interest and where the company has significant influence. The company considers that it has significant influence where it has the power to participate in the financial and operating decisions of the associate.

Entities in which the company has a long term interest and shares control under a contractual arrangement are classified as jointly controlled entities.

1.6 Impairment of fixed assets

At each reporting period end date, the company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

1 Accounting policies **(Continued)**

Recoverable amount is the higher of fair value less costs to sell and value in use. 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 which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Recognised impairment losses are reversed if, and only if, the reasons for the impairment loss have ceased to apply. Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

1.7 Cash at bank and in hand

Cash at bank and in hand are basic financial assets and include cash in hand, deposits held at call with banks, other short-term liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities.

1.8 Financial instruments

The company has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102 to all of its financial instruments.

Financial instruments are recognised in the company's balance sheet when the company becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset, with the net amounts presented in the financial statements, when there is a legally 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.

Basic financial assets

Basic financial assets, which include debtors and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. Financial assets classified as receivable within one year are not amortised.

Classification of financial liabilities

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

1 Accounting policies **(Continued)**

Basic financial liabilities

Basic financial liabilities, including creditors, bank loans, loans from fellow group companies and preference shares that are classified as debt, are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future payments discounted at a market rate of interest. Financial liabilities classified as payable within one year are not amortised.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Amounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade creditors are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

1.9 Equity instruments

Equity instruments issued by the company are recorded at the proceeds received, net of direct issue costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the company.

1.10 Taxation

The tax expense represents the sum of the tax currently payable and deferred tax.

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the profit and loss account because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the reporting end date.

Deferred tax

Deferred tax liabilities are generally recognised for all timing differences and deferred tax assets are recognised to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. Such assets and liabilities are not recognised if the timing difference arises from goodwill or from the initial recognition of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each reporting end date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax is charged or credited in the profit and loss account, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity. Deferred tax assets and liabilities are offset when the company has a legally enforceable right to offset current tax assets and liabilities and the deferred tax assets and liabilities relate to taxes levied by the same tax authority.

1 Accounting policies **(Continued)**

1.11 Employee benefits

The costs of short-term employee benefits are recognised as a liability and an expense, unless those costs are required to be recognised as part of the cost of stock or fixed assets.

The cost of any unused holiday entitlement is recognised in the period in which the employee's services are received.

Termination benefits are recognised immediately as an expense when the company is demonstrably committed to terminate the employment of an employee or to provide termination benefits.

1.12 Retirement benefits

Payments to defined contribution retirement benefit schemes are charged as an expense as they fall due.

1.13 Leases

Rentals payable under operating leases, including any lease incentives received, are charged to income on a straight line basis over the term of the relevant lease except where another more systematic basis is more representative of the time pattern in which economic benefits from the lease asset are consumed.

2 Employees

The average monthly number of persons (including directors) employed by the company during the year was 24 (2016 - 23).

3 Intangible fixed assets

	Goodwill
	£
Cost	
At 1 June 2016	-
Additions	49,201
At 31 May 2017	49,201
Amortisation and impairment	
At 1 June 2016	-
Amortisation charged for the year	2,050
At 31 May 2017	2,050
Carrying amount	
At 31 May 2017	47,151
At 31 May 2016	-

Goodwill is amortised over its expected life which is 10 years, pro-rata in the year to 31 May 2017.

4 Tangible fixed assets

	Land and buildings Leasehold	Fixtures, fittings & equipment	Computer equipment	Total
	£	£	£	£
Cost				
At 1 June 2016	15,463	26,366	57,164	98,993
Additions	1,440	-	30,576	32,016
At 31 May 2017	16,903	26,366	87,740	131,009
Depreciation and impairment				
At 1 June 2016	7,926	18,753	44,827	71,506
Depreciation charged in the year	3,733	3,827	12,066	19,626
At 31 May 2017	11,659	22,580	56,893	91,132
Carrying amount				
At 31 May 2017	5,244	3,786	30,847	39,877
At 31 May 2016	7,537	7,613	12,337	27,487

5 Fixed asset investments

	2017	2016
	£	£
Investments	80	80

6 Subsidiaries

Details of the company's subsidiaries at 31 May 2017 are as follows:

Name of undertaking	Registered office	Nature of business	Class of shares held	% Held Direct	Indirect
Case Insurance Services Limited	England and Wales	Non-life insurance brokerage	'A' Ordinary	80.00	

The aggregate capital and reserves and the result for the year of the subsidiaries noted above was as follows:

Name of undertaking	Profit/(Loss)	Capital and Reserves
	£	£
Case Insurance Services Limited	90,627	147,063

7 Debtors

	2017	2016
Amounts falling due within one year:	**£**	**£**
Trade debtors	1,155,460	1,252,878
Other debtors	641,017	26,290
	1,796,477	1,279,168

8 Creditors: amounts falling due within one year

	2017	2016
	£	**£**
Trade creditors	1,603,400	1,642,117
Amounts due to group undertakings	170,085	-
Corporation tax	74,000	67,155
Other taxation and social security	29,961	39,781
Other creditors	29,953	43,006
	1,907,399	1,792,059

9 Called up share capital

	2017	2016
	£	**£**
Ordinary share capital		
Issued and fully paid		
4,156 Ordinary of £1 each	4,156	4,156
	4,156	4,156

10 Events after the reporting date

On 19 September 2017, the whole of the issued share capital of the Company's holding company, Aqmen Holdings Limited, was acquired by PIB Risk Services Limited ("PIB"), a Company registered in England and Wales.

As part of this transaction, the minority holding of 20% in the Company's subsidiary, Case Insurance Services Limited, was acquired by Aqmen Limited.

PIB's immediate parent Company is PIB Group Limited, a company registered in England & Wales. Its ultimate parent undertaking is Ivy Topco Limited, a Company registered in Jersey. The Company is ultimately owned by entities doing business as "The Carlyle Group".

The smallest set of consolidated financial statements that will include the Company will be those of PIB Group Limited for the year ended 31 December 2017. PIB Group Limited is registered Company 09900466, registered office 5th Floor 68 Lombard Street, London, EC3V 9LJ

The largest consolidated set of financial statements that will include the Company will be those of Ivy Topco Limited for the year ended 31 December 2017. Ivy Topco Limited is registered in Jersey, number 120448, and its registered office is at 44 Esplanade, St Helier, Jersey, JE4 9WG.

11 Related party transactions

The Company reimbursed and recharged expenses of £140,990 (2016 £219,459) to Aqmen Recruitment Solutions LLP, £519,024 (2016 £490,417) to Case Insurance Services Limited and £ Nil to Aqmen Holdings Limited (2016 - £ 28,762). Aqmen Projects LLP was reimbursed £39,753 (2016 £40,514) by Aqmen Limited.

At the year end Aqmen Projects LLP owed £ Nil (2016 £ Nil) and Aqmen Holdings Limited owed £367,947 (2016 - £28,762) to Aqmen Limited. At 31 May 2017 Aqmen Limited owed Case Insurance Services Limited £170,089 (2016 - £79,167) and Aqmen Recruitment Solutions LLP £ Nil (2016 - £1,834).

Aqmen Recruitment Solutions LLP ceased trading on 31 December 2016 and its business and assets were transferred to Aqmen Limited. From 1 January 2017, Aqmen Recruitment Solutions LLP is a part of Aqmen Limited.

C Mays, N Rudnai and P Drake are designated members of both Aqmen Projects LLP and Aqmen Recruitment Solutions LLP, C Mays and N Rudnai are Directors of Case Insurance Services Limited and Aqmen Limited is the majority shareholder in Case Insurance Services Limited. C Mays resigned as Member of Aqmen Recruitment Solutions LLP and as Director of Case Insurance Services Limited and Aqmen Limited on 1 August 2016.

The entire issued share capital of Aqmen Limited comprising of 4,156 Ordinary Shares of £1, each valued at £720.46 per share was acquired by Aqmen Holdings Limited on 1 August 2016. 1,735 of the shares in Aqmen Limited were acquired in consideration for £750,000 cash and £500,000 loan notes. 2,421 of the shares were acquired in consideration for the allotment of 2,421 shares in Aqmen Holdings Limited.The loan notes of £500,000 are registered as a Fixed and Floating charge against Aqmen Limited's real and intellectual property by C Mays on 1 August 2016.

Aqmen Holdings Limited has granted the security to Metro Bank plc for the bank loan to finance the share purchase in Aqmen Limited. This loan is registered as a Fixed and Floating charge against Aqmen Holdings Limited's real and intellectual property by Metro Bank plc on 1 August 2016.

N Rudnai, P Drake and M Ingram are Directors and shareholders of Aqmen Holdings Limited. P Drake resigned as Director of Aqmen Holdings Limited on 20 September 2017.

12 Parent company

The ultimate controlling party of Aqmen Limited is Aqmen Holdings Ltd, a Company incorporated in England and Wales. The Company registration number is 10153214 and the registered office address is 5th Floor 68 Lombard Street, London, United Kingdom, EC3V 9LJ.