Enterprise Holdings Limited (Formerly ADYE Holdings Limited)

GROUP REPORT & FINANCIAL STATEMENTS

31 March 2013

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DIRECTORS, OFFICERS AND OTHER INFORMATION

Directors: A Flowers N Cruz

J Jacobson
P Martinez

Joint Secretaries: Acquarius Company Secretaries Limited

Elaine Jones

Auditors: EY Limited

Regal House Queensway Gibraltar

Registered Office: Suite 3, 2nd Floor

ICOM House 1/5 Irish Town Gibraltar

DIRECTORS' REPORT

The directors submit their report and the audited financial statements of Enterprise Holdings Limited and its subsidiaries ("the Group") for the year ended 31 March 2013.

Principal activity

Enterprise Holdings Limited ("the Company") is registered in Gibraltar and is an investment holding company. The principal activity of its main subsidiary undertaking, Enterprise Insurance Company Plc ("EICP") is the provision of a number of bespoke and tailored wholesale insurance solutions.

Review of business and future developments

The Group has had a challenging year due to the under-performance of its subsidiary company, Enterprise Insurance Company Plc. Enterprise suffered due to two poorly performing motor accounts, both of which have been placed into run-off and the Board are comfortable that the position is fully reserved and this is reflected in the year-end numbers. Notwithstanding this, the Board are delighted that many new strategic initiatives have been implemented in the business to prepare for its future growth plans.

These initiatives will see improved claims handling, tighter underwriting controls and a platform for business growth, which will all see increased business growth with a return to significant profitability for the Group in the new financial year.

It is noteworthy that the Group's subsidiary, Enterprise Insurance Company Plc, has now introduced standards into its Corporate Governance in line with those envisaged for Solvency II, Pillar II. This has seen the formation of a number of new internal Committee's which has added further levels of control within the trading business.

The Company issued a €35 million Bond on the Frankfurt Stock Exchange in 2012 achieving a credit rating of A- from Creditreform, one of Germany's leading credit reference agencies. The Bond was not fully subscribed at the end of the financial year however post year-end it is now fully subscribed and the proceeds will be invested in Enterprise Insurance to provide solvency capital for future growth.

Whilst overall a difficult year, much has been achieved and the Directors look forward with anticipation to further significant profitable growth, utilising the platform that has been created within its subsidiary businesses. The Directors are continuing to seek out further strategic investments as part of its on-going strategy to further enhance business growth and shareholder value.

Results and dividends

The results of the Group for the year are shown in the profit and loss account on pages 6 and 7. The directors do not recommend the payment of a dividend.

Directors

The directors of the Company during the period and to the date of signing the financial statements were as stated on page 1.

Financial risk management objectives and policies

The Group is exposed to financial risk through its financial assets, reinsurance assets and insurance liabilities. In particular, the key financial risk is that the proceeds from its financial assets are not sufficient to fund the obligations arising from its insurance contracts. The financial risk management objectives and policies are set out in note 2 to the financial statements.

DIRECTORS' REPORT (continued)

Statement of Directors' responsibilities

Company law requires the directors to prepare financial statements for each financial period, which give a true and fair view of the state of affairs of the Group and the Company and of the profit or loss for that period. In preparing those financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and 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 Group and the Company will continue in business.

The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the Group and the Company and to enable them to ensure that the accounts comply with the Gibraltar Companies Act and the Insurance Companies (Accounts Directive) Regulations 1997. They are also responsible for safeguarding the assets of the Group and the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The maintenance and integrity of the Group's website is the responsibility of the directors. The directors' responsibility extends to the ongoing integrity of the financial statements contained therein.

Director

Auditors

The retiring auditors are EY Limited who are eligible for reappointment.

Director

26 September 2013



INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF ENTERPRISE HOLDINGS LIMITED

Report on the Financial Statements

We have audited the group financial statements of Enterprise Holdings Limited for the year ended 31 March 2013 which comprise the group profit and loss account, the group and parent company balance sheets, the group statement of total recognised gains and losses, the group cash flow statement and the related notes. These financial statements have been prepared under the accounting policies set out therein.

This report, including the opinion, has been prepared for and only for the company's members as a body in accordance with Section 182 of the Companies Act and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

Directors' responsibilities for the financial statements

The directors are responsible for the preparation and true and fair presentation of these financial statements in accordance with applicable law in Gibraltar and Gibraltar Accounting Standards ("Gibraltar Generally Accepted Accounting Practice"). This responsibility includes designing, implementing and maintaining internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

Auditors' responsibilities

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and true and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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



INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF ENTERPRISE HOLDINGS LIMITED (Continued)

Opinion

In our opinion, the group financial statements:

- give a true and fair view, in accordance with Gibraltar Generally Accepted Accounting Practice, of the state of the group and the company's affairs as at 31 March 2013 and of the group's loss and cash flows for the year then ended; and
- have been properly prepared in accordance with the Companies Act, the Insurance Companies (Accounts Directive) Regulations 1997 and other applicable legislation.

Opinion on other matter prescribed by the Companies Act

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Matters on which we are required to report by exception

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

- the company has not kept proper accounting records; or
- if information specified by law regarding directors' remuneration and other transactions is not disclosed; or
- we have not received all the information and explanations we require for our audit.

Dale Cruz

Statutory auditor for and on behalf of

EY LIMITED

Registered auditors

Chartered Accountants Regal House Queensway Gibraltar

26 September 2013

GROUP PROFIT AND LOSS ACCOUNT for the year ended 31 March 2013

TECHNICAL ACCOUNT					
		Year ended per 31/03/2013 9:			ne month od ended /03/2012 restated)
Earned premiums, net of reinsurance	Notes	£		£	£
Gross written premiums Outward reinsurance premiums	3	134,809,542 (57,509,054)		75,196,960 (32,495,744))
Net written premiums			77,300,488		42,701,216
Change in the gross provision for unearned premiums Change in the provision for unearned	3	(18,828,660)		(10,620,205)	
premiums, reinsurers' share	3	9,531,414		7,017,255	
			(9,297,246)		(3,602,950)
Earned premiums, net of reinsurance			68,003,242		39,098,266
Other technical income			2,740,762		1,596,363
Claims incurred, net of reinsurance Claims paid					
Gross amount Reinsurers' share	4 4	(46,616,735) 16,331,627		(20,790,171) 6,139,098	
		(30,285,108)		(14,651,073)	
Change in the provision for claims Gross amount Reinsurers' share	4 4	(31,409,327) 15,203,200		(15,909,496) 7,159,103	
		(16,206,127)		(8,750,393)	
Claims incurred, net of reinsurance			(46,491,235)	((23,401,466)
Net operating expenses	5	((24,912,104)		(9,598,139)
Balance on the Technical Account			(659,335)		7,695,024

GROUP PROFIT AND LOSS ACCOUNT for the year ended 31 March 2013

NON - TECHNICAL ACCOUNT			
		Year ended 31/03/2013	Nine month period ended 31/03/2012
	Notes	£	(As restated) £
Balance on the General Business Technical Account		(659,335)	7,695,024
Investment income Interest receivable Unrealised gain / (loss) on investments Realised gains on investments		566,114 18,652 22,879	257,968 (24,965) 650
Other income		43,225	15,480
Other charges	6	(12,591,335)	(5,725,967)
(Loss) / profit on ordinary activities before tax		(12,599,800)	2,218,190
Tax on (loss) / profit on ordinary activities	7	(152,183)	(411,689)
(Loss) / profit on ordinary activities after taxas	tion	(12,751,983)	1,806,501
Minority interest		133	(6,459)
(Loss) / profit for the financial year		(12,751,850)	1,800,042

The Group has had no discontinued activities in the year. Accordingly, the above results for the Group relate solely to continuing activities and include all recognised gains and losses in arriving at the profit for the year. This profit is stated on an historical cost basis modified by marking to market of other financial investments and revaluation of land and buildings to fair value.

GROUP STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES for the year ended 31 March 2013

		Year ended 31/03/2013	Nine month period ended 31/03/2012 (As restated)
	Note	£	£
Total recognised (losses) / gains relating to the year (as restated)		(12,751,850)	1,800,042
Prior year adjustments – effect on 2012 profit	1	(994,937)	
Total losses recognised since last annual report		(13,746,787)	

GROUP BALANCE SHEET as at 31 March 2013

ASSETS		31	As at ./03/2013	21	As at //03/2012
		51	705/2015		restated)
	Note	es :	££		,
Intangible asset Goodwill	8		172,797		249,597
Investments Land and buildings Other financial investments	9 10	2,050,083 22,262,279		1,056,000 15,066,963	
Reinsurers' share of technical provisions Provision for unearned premiums Claims outstanding	3 4	22,820,281 24,870,395		13,288,867 9,667,195	16,122,963
Debtors Debtors arising out of direct insurance operations Debtors arising out of reinsurance operations Other debtors		41,508,363 13,320,947 2,927,242		31,161,922 4,295,123 1,364,765	22,956,062 36,821,810
Other assets Tangible fixed assets Cash at bank and in hand	11 12	235,344 21,105,107		670,408 9,587,317	10,257,725
Prepayments and accrued income Accrued interest Deferred acquisition costs Other prepayments and accrued income		273,906 13,087,977 878,214		181,377 8,099,496 118,111	10,201,120
			14,240,097		8,398,984
Total assets		•	165,512,935	_	94,807,141
				=	

GROUP BALANCE SHEET as at 31 March 2013(continued)

LIABILITIES	****				
		As at 31/03/2013		As at 31/03/2012	
	Notes	£	£	(As re	estated) £
Capital and reserves Called up share capital Share premium account Profit and loss account	13, 14 14 14	700 699,550 (4,709,845	1	700 699,550 8,042,005	
Equity shareholders' funds			(4,009,595)		8,742,255
Equity minority interests			2,632,434		2,457,567
Technical provisions Provision for unearned premiums - gross amount Claims outstanding - gross amount	3	53,212,922 58,049,453		34,384,262 26,640,126	
		1	11,262,375	1	61,024,388
Creditors Creditors arising out of direct insurance oper Creditors arising out of reinsurance operation Debenture loans		3,811,021 23,196,762 17,993,079	2	3,401,190 11,936,847	
Other creditors - including taxation and social security	16	5,171,213	}	4,066,817	
			50,172,075		19,404,854
Accruals and deferred income			5,455,646		3,178,077
Total liabilities and shareholders' equity		1	65,512,935		94,807,141

Approved and signed on behalf of the Board of directors on 26 September 2013

Director

Director

COMPANY BALANCE SHEET as at 31 March 2013

		As a 31/03/2		As 31/03	at /2012
ASSETS	Notes	£	£	£	£
Investments Investments in group undertakings	10(b)	12	2,000,000		2,000,000
Debtors Amount due from subsidiary undertaking Sundry debtors			4,000,000 250		251
Other assets Cash at bank	12	;	3,181,952		5,234
Total assets		1	9,182,202	-	2,005,485
LIABILITIES					
Capital and reserves Called up share capital Share premium account Profit and loss account	13,14 14 14	700 699,550 (1,246,969)		700 699,550 1,020,907	
Equity shareholders' funds			(546,719)		1,721,157
Creditors Amounts due to group undertakings Debenture loans Other creditors	15	970,067 17,993,079 89,027		271,170	
		1	19,052,173		279,478
Accruals and deferred income		_	676,748		4,850
Total liabilities and shareholders' equity		=	19,182,202		2,005,485

Approved and signed on behalf of the Board of directors on 16 September 2013

Director

Director

GROUP CASH FLOW STATEMENT for the year ended 31 March 2013

	Year ended 31/03/2013				Nine month eriod ended 31/03/2012
	Note	£	£	,	As restated) £
Net cash inflow from operating activities	17(i)		1,349,536		7,736,877
Returns on investments and servicing of final Interest received Interest paid	nce	566,114 (28,000)		257,968 (21,000)	
Taxation			538,114		236,968
Taxation paid			(317,783)		(297,650)
Capital expenditure Payments to acquire tangible fixed assets Sale of fixed assets		(62,058) 3,272	1	(601,595) -	
			(58,786)		(601,595)
Net cash inflow before financing			1,511,081		7,074,600
Financing Net proceeds from financing		1	17,825,494		-
Net increase in cash		1	19,336,575		7,074,600
CASH FLOWS WERE INVESTED AS FOL	LOWS:				
Increase in cash at bank and in hand		1	1,517,790		5,397,491
Net portfolio investment (excluding cash) Increase in other financial investments Payments to acquire land and buildings		_	7,153,785 665,000		1,527,109 150,000
Net investment of cash flows		1	19,336,575		7,074,600

GROUP CASH FLOW STATEMENT for the year ended 31 March 2013 (continued)

19,336,575	7,074,600
329,083	-
41,531	(24,315)
25,710,280	18,659,995
45,417,469 (17,993,079)	25,710,280
27,424,390	25,710,280
21,105,107 22,262,279 2,050,083 (17,993,079) ————————————————————————————————————	9,587,317 15,066,963 1,056,000
	329,083 41,531 25,710,280 45,417,469 (17,993,079) 27,424,390 21,105,107 22,262,279 2,050,083 (17,993,079)

NOTES TO THE FINANCIAL STATEMENTS

1. Principal accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the group financial statements:

Basis of accounting

The financial statements have been prepared under the historical cost convention (modified by the marking to market of other financial investments and revaluation of land and buildings to fair value), the accounting policies set out below, and applicable legislation and in accordance with Gibraltar Accounting Standards.

Gibraltar legislation applied in the preparation of these financial statements includes the Companies Act and the Insurance Companies (Accounts Directive) Regulations 1997.

The financial statements have been prepared in accordance with the Statement of Recommended Practice issued by the Association of British Insurers (the "ABI SORP") on Accounting for Insurance Business issued in December 2005.

Prior year adjustments

Resulting from errors in the 2012 financial statements, prior year adjustments have been reflected in the financial statements for the year ended 31 March 2013. The effects of this prior year adjustments on the period ended 31 March 2012 are shown below:

Balance Sheet	2012 £	Prior year adjustment £	Restated 2012 £
Provision for unearned premiums Claims outstanding Deferred acquisition costs Profit and loss account	(32,140,151)	(2,244,111)	(34,384,262)
	(27,171,185)	531,059	(26,640,126)
	7,381,381	718,115	8,099,496
	9,036,942	(994,937)	8,042,005

Going concern basis of preparation of the financial statements

The Company's main subsidiary, Enterprise Insurance Company Plc ("EICP") is required to maintain a minimum solvency margin as required by the Insurance Companies (Solvency Margins and Guarantee Funds) Regulations 2004. As at 31 March 2013, EICP had net assets of £17.6m (2012: £13.4m) and a solvency position of £0.1m in excess of the minimum solvency margin of £15.427m (2012: £1.008m deficit below the minimum solvency margin of £13.829m). The solvency position as at 31 March 2013 is subject to normal regulatory review (see note 4).

The Financial Services Commission ("FSC") requested the submission of a restoration plan to strengthen EICP's solvency position and to increase its capital base. During the year, EICP issued shares totalling £14.7m. Subsequent to the year end, EICP has been further capitalised by an additional £8.0m in share capital.

NOTES TO THE FINANCIAL STATEMENTS

1. Principal accounting policies (continued)

Going concern basis of preparation of the financial statements (continued)

The directors consider that the Company continues to have adequate resources to manage its business risks successfully. Accordingly, the Company has adopted the going concern basis in preparing the financial statements.

Basis of consolidation

The group financial statements include the assets, liabilities and results of Enterprise Holdings Limited ("the Company") and its subsidiary undertakings (collectively, "the Group") in which the Group has a controlling interest, using accounts drawn up to 31 March 2013.

The Company has taken advantage of the exemption under Section 7 of the Insurance Companies (Accounts Directive) Regulations 1997 from presenting its own profit and loss account.

Business acquisitions

Business acquisitions are accounted for by applying the acquisition method of accounting, which adjusts the net assets of the acquired company to fair value at the date of purchase. The difference between fair value of net assets of the acquired company and the fair value of the consideration given represents goodwill.

Basis of accounting for insurance business

The results are determined on an annual basis, whereby the incurred cost of claims, commission and related expenses are charged against the earned proportion of premiums, net of reinsurance.

Premiums

Premiums written relate to business incepted during the period, together with any differences between the booked premiums for prior years and those previously accrued, and include estimates of premiums due but not yet receivable or notified to the Group less an allowance for cancellations, discounts, refunds and rebates but before deduction of reinsurance ceded and commission payable.

Premiums are payable on inception of the policy other than for deferred policies where payment is due when the claim has been settled.

Outward reinsurance premiums are accounted for in the same accounting period as the related direct insurance business.

Unearned premiums reserve

The unearned premiums reserve represents the proportion of premiums written in the period that relate to the unexpired terms of the policies in force at the balance sheet date. For policies with an indefinite period of insurance the premiums are fully earned on the inception date with an appropriate claims reserve created.

Critical accounting estimates - Claims provisions and related reinsurance recoveries

The Group makes estimates and assumptions that affect the reported amounts of assets and liabilities. These estimates and judgements are continually evaluated and based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The Group's most critical accounting estimate is the ultimate liability arising from insurance claims.

NOTES TO THE FINANCIAL STATEMENTS

1. Principal accounting policies (continued)

Critical accounting estimates - Claims provisions and related reinsurance recoveries (continued)

Claims incurred comprise claims paid during the financial period together with the movement in the provision for outstanding claims. Reinsurance recoveries are accounted for in the same accounting period as the claims for the related business being reinsured.

The provision for claims outstanding is made on an individual basis and is based on the ultimate cost of all claims notified but not settled by the balance sheet date. The provision also includes the estimated cost of claims incurred but not reported at the balance sheet date based on statistical methods.

Claims outstanding

The estimation of claims incurred but not reported ("IBNR") is generally subject to a greater degree of uncertainty than the estimation of the cost of settling claims already notified to the Group, where more information about the claim event is generally available. Claims IBNR may often not be apparent to the insurer until many years after the event giving rise to the claim has happened. Classes of business where the IBNR proportion of the total reserve is high will typically display greater variations between the initial estimates and the final outcomes because of the greater degree of difficulty of estimating those reserves. Classes of business where claims are typically reported relatively quickly after the claim event will tend to display lower levels of volatility. In calculating the estimated cost of unpaid claims, the Group uses a variety of estimation techniques, generally based upon statistical analyses of historic experience, which assumes that the development pattern of the current claims will be consistent with past experience.

Reinsurance recoveries

Contracts entered into by the Group with reinsurers under which the Group is compensated for losses on one or more insurance contracts issued by the Group are classified as reinsurance contracts held.

The benefits to which the Group is entitled under its reinsurance contracts held are recognised as reinsurance assets. These assets consist of short-term balances due from reinsurers, as well as long-term receivables that are dependent on the expected claims and benefits arising under the related reinsured insurance contracts. Reinsurance liabilities are primarily premiums payable for reinsurance contracts and are recognised as an expense when due.

The Group assesses its reinsurance assets for impairment on an annual basis. The Group gathers the evidence that a reinsurance asset is impaired by having regard to market data on the financial strength of each of the reinsurance companies.

Acquisition costs

Acquisition costs are included within net operating expenses and comprise of direct acquisition costs (like brokerage and service company costs) and indirect acquisition costs (like advertising and marketing costs) in connection with the issuance of insurance contracts written during the financial year. When indirect acquisition costs include other costs but these cannot be reliably determined, the full costs are treated as acquisition costs. They are spread over an equivalent period to that over which the premiums on the underlying business are earned. Deferred acquisition costs represent the proportion of acquisition costs incurred in respect of unearned premiums at the balance sheet date.

NOTES TO THE FINANCIAL STATEMENTS

1. Principal accounting policies (continued)

Sliding scale commission

Where applicable, sliding scale commission is accrued on business written using ultimate loss ratios to calculate the commission. It is spread over a period equivalent to that over which the premiums on the underlying business are earned.

Guarantee fund levies

Provision is made at the balance sheet date for levies declared by the Financial Services Compensation Scheme and Motor Insurers' Bureau based on premium income recognised in the financial statements. The charge in the technical account is matched to earned premiums.

Foreign currencies

(i) Functional and presentation currency

Items included in the group financial statements are measured and presented using British pounds (£), the currency of the primary economic environment in which the Group operates (the 'functional currency'), which is also the Group's presentation currency.

(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at the exchange rate ruling at the balance sheet of monetary assets and liabilities denominated in foreign currencies are recognised in the profit and loss account.

Other financial investments

The Group has designated, on initial recognition, its financial assets held for investment purposes (investments) at fair value through profit and loss account. The fair values of quoted financial investments are based on current bid prices. If the market for an investment is not active, fair value is established by using other valuation techniques.

Financial investments comprise the following:

- Shares and other variable yield securities and unit trusts are shown at market value;
- Debt securities and other fixed income securities shown at market value;
- Deposits with credit institutions shown at fair value;
- Derivative contracts shown at market value; and
- Other loans secured by charges at cost

Investments in group undertakings

Investments in group undertakings are recorded in the Company's balance sheet at cost less any necessary provision for impairment in value.

Impairment reviews

A review for impairment of investments is conducted if events or changes in circumstances indicate that the carrying amount of any asset may not be recoverable in full. To the extent that the carrying amount exceeds the recoverable amount, the asset is impaired and is written down. Any impairment loss is recognised in the profit and loss account.

NOTES TO THE FINANCIAL STATEMENTS

1. Principal accounting policies (continued)

Land and buildings

Land and buildings include freehold and leasehold properties and are valued at open market valuation. Full valuations are made by independent, professionally qualified valuers every three years. The aggregate surplus or deficit on revaluation is taken to the non-technical account.

No depreciation or amortisation is provided in respect of land and buildings as the directors consider that the residual value is not less than the current carrying value. Depreciation is only one of the factors reflected in the annual valuations, and the amounts which might otherwise have been shown cannot reasonably be separately identified or quantified.

Leasehold improvements relating to properties that have been revalued are included in the value of land and buildings.

Investment income

Interest income is accounted for as and when it becomes due and receivable.

Realised gains or losses represent the difference between net sales proceeds and purchase price.

Unrealised gains and losses on investments represent the difference between the current value of investments at the balance sheet date and their purchase price. The movement in unrealised investment gains/losses includes an adjustment for previously recognised unrealised gains/losses on investments disposed of in the accounting period.

Investment return (including realised and the movement in unrealised investment gains and losses) on investments attributable to the general business and associated shareholder's funds is reported in the non-technical account.

Taxation and deferred tax

Current taxation

Current taxation is provided for on the basis of tax rates and tax laws that have been enacted or substantially enacted at the balance sheet date.

Deferred taxation

Deferred tax is recognised in respect of all significant timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the Group's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements.

Deferred tax is measured at the average tax rates that are expected to apply in the periods in which timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantially enacted by the balance sheet date. Deferred tax is measured on a non-discounted basis.

NOTES TO THE FINANCIAL STATEMENTS

1. Principal accounting policies (continued)

Debenture loans

Debenture loans relate to capital instruments issued to raise capital. These include bonds and are recognised initially at fair value, net of bond issue costs. Capital instruments are subsequently recognised at amortised cost. The difference between the proceeds (net of bond issue costs) and the redemption value is recognised in the profit and loss account over the term of the instrument (the earlier of maturity date and early redemption date) using the effective interest method.

Goodwill

Positive goodwill arising on acquisition of a group undertaking represents the excess of the fair value of the consideration given over the fair value of the identifiable assets and liabilities acquired. This is stated at cost less amortisation.

Positive goodwill is capitalised and treated as an asset on consolidation. Positive goodwill is regarded as having a limited useful economic life of eight years and is amortised through the profit and loss account on a straight line basis over its useful economic life.

A provision for impairment is made when necessary.

Tangible fixed assets

The cost of fixed assets is their purchase cost, together with any incidental expenses of acquisition.

Depreciation is calculated so as to write off the cost of tangible fixed assets, less their estimated residual values, on a straight-line basis over the expected useful economic lives of the assets concerned. The principal annual rates used for this purpose are:

Leasehold improvements 20% Computer equipment 25% Office equipment 25%

Operating leases

Rentals payable under operating leases are charged to the profit and loss account as incurred over the term of the lease.

NOTES TO THE FINANCIAL STATEMENTS

2. Financial risk management objectives and policies

The Group's activities expose the business to a number of key risks which have the potential to affect its ability to achieve its business objectives.

The systems in place can only provide reasonable and not absolute assurance. The Board sets appropriate policies on risk management and internal control and seeks regular assurance as to their effectiveness. The following describes the Group's financial risk management policies.

The Group is exposed to financial risk through its financial assets, financial liabilities, reinsurance assets and policyholder liabilities. In particular, the key financial risk is that the proceeds from the financial assets are not sufficient to fund the obligations arising from policies as they fall due. The most important components of financial risk are price risk, currency risk, credit risk, liquidity risk and cash flow interest rate risk.

The Group manages these positions with its investment managers to achieve investment returns in excess of obligations under insurance contracts.

Credit risk

The Group has four significant concentrations of credit risk.

These are (i) the placing of all reinsurance contracts with third party reinsurers (ii) the receipt of insurance premiums from policy holders and intermediaries (iii) the depositing of all of its cash with banks and money market funds, (iv) investments held in equities, variable yield securities (corporate and government bonds) and other fixed income securities.

In respect of its reinsurance contracts, these are placed with reputable reinsurers.

In respect of policy holders and intermediaries, the Group issues statements to all brokers and closely monitors the amounts due from them together with all payments made.

In respect of cash deposits, these are principally held with various high rated banks and money market funds.

In respect of other financial investments, these are managed together with the Group's advisors to ensure that credit risk is mitigated as far as possible.

Liquidity risk

The Group retains a significant proportion of gross written premiums in separately identifiably bank accounts thereby ensuring a prudent level of cash is available to meet its obligations arising from policies. In addition, the Group's other financial investments are held in short term and near cash instruments with money market funds deposits, sterling liquidity fund UCITS and liquid tradable securities.

Currency risk

During the year, the Group was writing insurance business in France, Greece and Italy thereby exposing the Group to the variability of Euro currency. The level of business written in these countries amounted to a sterling equivalent of £48,053,359 (2012: £29,109,089) relative to total premiums written of £134,809,542 (2012: £75,196,960). To the extent that the Directors are comfortable they have sufficient currency cash balances to discharge potential liabilities, surplus balances are exchanged for sterling.

NOTES TO THE FINANCIAL STATEMENTS

2. Financial risk management objectives and policies (continued)

Interest rate risk and price risk

Interest rate risk and price risk arises primarily from cash at banks, debt securities and deposits with credit institutions. In addition, to the extent that claims inflation is correlated to interest rates, liabilities to policyholders are exposed to interest rate risk. The sensitivity analysis for interest rate risk illustrates how changes in fair values or future cash flows of financial assets will fluctuate as a result of changes in market interest rates at the reporting date. Below illustrates the sensitivity of the Group's financial investments to interest rate risk.

During the year, the Group entered into derivative transactions to hedge its exposure from the adverse movement of interest rates in its financial investments.

Interest rate risk		£
Average interest bearing assets Actual interest received for the year Average rate of interest of - 5.0%		10,558,271 566,114
Net loss for the year		(12,751,850)
If interest had been earned at 4.0% or 6.0%;	4.0% £	6.0% £
Interest received for the year would be Effect on net loss for the year	422,331 (143,783)	633,496 67,382
Net loss would be	(12,895,633)	(12,684,468)

NOTES TO THE FINANCIAL STATEMENTS

3. Earned premiums, net of reinsurance

	Year ended 31/03/2013				
	Gross	Reinsurance £	Net £		
Premiums receivable	134,809,542	(57,509,054)	77,300,488		
Unearned premiums carried forward Unearned premiums brought forward	(53,212,922) 34,384,262	22,820,281 (13,288,867)	(30,392,641) 21,095,395		
Change in the provision for unearned premiums	(18,828,660)	9,531,414	(9,297,246)		
Premiums earned	115,980,882	(47,977,640)	68,003,242		
	Nine mor	th period ended (As restated)	31/03/2012		
	Gross £	Reinsurance £	Net £		
Premiums receivable	75,196,960	(32,495,744)	42,701,216		
Unearned premiums carried forward Unearned premiums brought forward	(34,384,262) 23,764,057	13,288,867 (6,271,612)	(21,095,395) 17,492,445		
Change in the provision for unearned premiums	(10,620,205)	7,017,255	(3,602,950)		
Premiums earned	64,576,755	(25,478,489)	39,098,266		

NOTES TO THE FINANCIAL STATEMENTS

4. Claims incurred, net of reinsurance

	Y	Year ended 31/03/2013		
	Gross £	Reinsurance £	Net £	
Claims paid	46,616,735	(16,331,627)	30,285,108	
Outstanding claims carried forward Outstanding claims brought forward	58,049,453 (26,640,126)	(24,870,395) 9,667,195	33,179,058 (16,972,931)	
	31,409,327	(15,203,200)	16,206,127	
Claims incurred	78,026,062	(31,534,827)	46,491,235	
Claims incurred in relation to current year Run off deviations	49,568,829 28,457,233	(22,594,753) (8,940,074)	26,974,076 19,517,159	
	Nine mont	th period ended 3 (As restated)	31/03/2012	
	Gross	Reinsurance £	Net £	
Claims paid	20,790,171	(6,139,098)	14,651,073	
Outstanding claims carried forward Outstanding claims brought forward	26,640,126 (10,730,630)	(9,667,195) 2,508,092	16,972,931 (8,222,538)	
	15,909,496	(7,159,103)	8,750,393	
Claims incurred	36,699,667	(13,298,201)	23,401,466	

EICP commissioned a full actuarial valuation of its geographically diverse motor book.

The review was carried out by TW as at 31 December 2012 and 'updated' to 31 March 2013 to coincide with EICP's reporting date.

NOTES TO THE FINANCIAL STATEMENTS

4. Claims incurred net of reinsurance (continued)

Claims reserves relating to the motor book amount to £52.4 million (2012: £22.9 million).

TW provided EICP with a range of undiscounted best estimates between £54.3 million and £68.3 million (gross of XOL and coinsurance) and £54.9 million and £64.5 million (net of XOL but gross of coinsurance). TW also provided a selected Ultimate of £59.4 million (gross of XOL and coinsurance) and £58.2 million (net of XOL but gross of coinsurance).

The coinsurance share of the selected ultimate is £4.4 million, therefore the TW selected ultimate applicable to EICP is £55.0 million (gross of XOL but net of coinsurance) and £53.8 million (net of XOL and coinsurance).

EICP has set its motor claims reserves at £52.4 million (gross of XOL, but net of coinsurance). The difference to the actuarial selected ultimate is £3.7 million (gross of XOL but net of coinsurance) and £2.7 million (net of XOL and coinsurance). Timing and foreign exchange differences arising from claims payments amount to £0.5 million.

Claims reserves for other lines of business are set at directors' valuation. The directors are confident that the reserves as set are adequate even without taking account of discounting.

5. Net operating expenses

	Year ended 31/03/2013	Nine month period ended 31/03/2012 (As restated)
	£	£
Acquisition costs Change in deferred acquisition costs Change in reinsurance share of deferred acquisition costs Administrative expenses Reinsurance commissions and profit participation	34,429,319 (4,988,479) 60,864 409,758 (4,999,358)	18,079,100 (3,317,044) 1,944,485 1,535,755 (8,644,157)
	24,912,104	9,598,139

Administrative expenses include guarantee fund levies net of the reinsurance share.

NOTES TO THE FINANCIAL STATEMENTS

6. Other charges

	Year ended 31/03/2013 £	Nine month period ended 31/03/2012 £
Legal and professional fees	6,002,308	1,642,812
Gross wages and salaries	4,103,074	2,322,845
Finance costs	689,194	-,0,0 .5
Depreciation of tangible fixed assets	105,509	104,385
Bank charges	88,780	32,458
Goodwill amortisation	76,800	57,600
Auditor's remuneration	65,473	36,095
Bank loan interest payable	28,000	21,000
Other expenses	1,432,197	1,508,772
	12,591,335	5,725,967

Directors emoluments included in gross wages and salaries during the year amounted to £2,240,981 (2012: £1,706,998).

The Group bore the cost of an average thirty-two (2012: twenty-five) employees during the year (including directors).

7. Taxation

Current tax	Year ended 31/03/2013 £	Nine month period ended 31/03/2012 £
Gibraltar corporation tax on profit for the year Adjustment in relation to prior period	301,858 (149,675)	347,332 62,860
Tax on ordinary (loss) / profit on ordinary activities	152,183	410,192
Deferred tax Origination and reversal of timing differences	-	1,497
Tax on (loss) / profit on ordinary activities	152,183	411,689

NOTES TO THE FINANCIAL STATEMENTS

7. Taxation (continued)

The tax assessed for the period is higher (2012: higher) than the standard rate of corporate tax in Gibraltar of 10%. The differences are explained below:

		Year ended 31/03/2013	Nine month period ended 31/03/2012 (As restated) £
	(Loss) / profit on ordinary activities before tax	(12,599,800)	2,218,190
	(Loss) / profits on ordinary activities multiplied by the standard rate of Corporation tax of 10%	(1,259,980)	221,819
	Effects of: Expenses not deductible for tax purposes Difference between depreciation and capital allowances Income not taxable Effect of tax losses on subsidiaries	569,771 13,276 (62,462) 1,041,253	120,012 (5,584) (26,191) 37,276
	Current tax charge for the year	301,858	347,332
8.	Goodwill		
	Cost As at 31 March 2013 and 2012		£ 614,397
	Amortisation As at 1 April 2012		364,800
	Charged during the year		76,800
	As at 31 March 2013		441,600
	Net book value As at 31 March 2013		172,797
	As at 31 March 2012		249,597

Goodwill represents the excess of the fair value of the consideration given over the fair value of the identifiable assets and liabilities acquired in EIG Holdings Limited.

NOTES TO THE FINANCIAL STATEMENTS

9. Land and buildings

At the start of the year	£ 1,056,000
Leasehold improvements transferred to land and buildings	329,083
Additions	665,000
As at 31 March 2013	2,050,083

Land and buildings include commercial property units and car parking spaces at Staff Wharf, Queensway Quay, Gibraltar. The commercial property units are being occupied by the Company as offices.

The last open market revaluation on the commercial property units was on 7 June 2011 by Paul Gibson MRICS of Gibsons Chartered Surveyors. The market value of the properties (including cost of options to purchase and excluding parking spaces) was £1,300,000. The Directors consider that the market value of the property is still appropriate.

During the year the Group acquired a residential property in Gibraltar from a director. The property was professionally valued by Gibson Gale Limited on 21 November 2012 at £665,000.

10. Other financial investments

(a) Financial investments (Group)

	As at	As at
	31/03/13	31/03/12
Shares and variable violat convities	£	£
Shares and variable yield securities		
and units in unit trusts	9,487,127	2,589,854
Debt securities and other fixed income securities	11,275,152	8,341,391
Deposits with credit institutions	-	4,135,718
Other loan	1,500,000	-
	22,262,279	15,066,963

The cost of other financial investments at 31 March 2013 was £21,353,807 (2012: £14,200,798).

Other loans represent 7% fixed rate secured loan notes which are repayable in October 2015. This is secured by way of a charge over certain of the issuer's bank accounts.

NOTES TO THE FINANCIAL STATEMENTS

10. Other financial investments (continued)

(b) Investments in group undertakings (Company)

	As at 31/03/13 £	As at 31/03/12 £
Investment in EIG Holdings Limited	12,000,000	2,000,000

The investment represents 100% of the ordinary shares in EIG Holdings Limited, a company registered in Gibraltar.

	Country of incorporation	Percentage held by the Company	Cost of the investments	Capital and reserves £	Profit & loss £
EIG Holdings Limited	Gibraltar	100% (2012: 100%)	12,000,000 (2012: 2,000,000)	22,499,978 (2012; 8,282,822)	1,467,156 (2012; 2,776,017)

This information is based on the subsidiary company's latest audited accounts as at 31 March 2013.

Indirect holdings

O .					
Company	Country of incorporation	Percentage held by the Company	Cost of the investments	Capital and reserves £	Profit & loss £
Enterprise Insurance Company Plc ("EICP")	Gibraltar	99.99% (2012: 99.99%)	23,600,000 (2012: 9,100,000)	17,601,828 (2012: Restated 13,354,148)	(10,427,320) [(2012: Restated (349,039)]
EIG Services Limited	Gibraltar	100% (2012: 100%)	11,000 (2012: 11,000)	1,893,338 (2012: 731,715)	2,661,623 (2012: 3,226,272)
Quality Rating Limited ("QRL")	United Kingdom	100% (2012: 100%)	150,000* (2012: 150,000) £23,761,000 (2012: 9,261,000)	106,142* (2012: 79,413)	33,392* (2012: 20,623)

^{*} Figures are based on unaudited financial statements for the period from 1 July 2012 to 30 June 2013.

NOTES TO THE FINANCIAL STATEMENTS

11. Tangible fixed assets

Cost	Leasehold improvements	Computer equipment £	Office equipment £	Total £
At 1 April 2012 Additions during the year Disposals during the year Expensed during the year Transferred to land and buildings	332,631 29,924 - (362,555)	1,089,347 22,784 (7,338) (58,462)	119,568 9,350 - -	1,541,546 62,058 (7,338) (58,462) (362,555)
At 31 March 2013	<u>-</u>	1,046,331	128,918	1,175,249
Depreciation At 1 April 2012 Charge for the year Eliminated on disposal Expensed during the year Transferred to land and buildings	33,472 - - (33,472)	803,188 86,672 (3,290) (7,280)	34,478 26,137 - -	871,138 112,809 (3,290) (7,280) (33,472)
At 31 March 2013		879,290	60,615	939,905
Net book value At 31 March 2013	-	167,041	68,303	235,344
At 31 March 2012	299,159	286,159	85,090	670,408

12. Cash at bank

During the year, the Group issued a Euro bond on the Frankfurt Stock Exchange (see note 15). As part of the bond issue, the Group is required to generate a cash fund over the term of the bond up to a level equivalent to the principal plus interest payable. As at the year end, the fund stood at £2.0 million and is included in cash at bank. The cash fund is only to be used for the repayment of the principal and interest upon redemption.

NOTES TO THE FINANCIAL STATEMENTS

13. Called up share capital

Authorised:	As at 31/03/13 £	As at 31/03/12 £
1,000 ordinary shares of £1 each 1,000 non-cumulative redeemable preference shares of £1 each	1,000 1,000	1,000 1,000
Share capital allotted, called up	2,000	2,000
and fully paid: 500 ordinary shares of £1 each 200 non-cumulative redeemable preference shares of £1 each	500 200	500 200
	700	700

The redeemable preference shares are non-cumulative, non-voting, participating redeemable shares which can be redeemed only at the option of the Company.

14. Reconciliation of shareholders' funds and movements in reserves

Group

	Share Capital £	Share Premium account £	Profit and loss account	Total
Balance at 1 April 2012	700	699,550	9,036,942	9,737,192
Prior year adjustments (see Note 1)	-	-	(994,937)	(994,937)
				
Balance at 1 April 2012, as restated	700	699,550	8,042,005	8,742,255
Loss for the year	-	-	(12,751,850)	(12,751,850)
				
Balance at 31 March 2013	700	699,550	(4,709,845)	(4,009,595)

The share premium relates to 200 redeemable preference shares of £1 each issued at a premium of £3,497.75 each.

NOTES TO THE FINANCIAL STATEMENTS

14. Reconciliation of shareholders' funds and movements in reserves (continued)

Company

	Share Capital £	Share Premium account £	Profit and loss account	Total £
Balance at 1 April 2012	700	699,550	1,020,907	1,721,157
Loss for the period	-	-	(2,267,876)	(2,267,876)
Balance at 31 March 2013	700	699,550	(1,246,969)	(546,719)

15. Debenture loans

In September 2012, the Group offered 35 million Euro bonds on the Frankfurt Stock Exchange. As at the year-end, 23 million Euro bonds have been taken up.

The bonds offer a coupon rate of 7% payable annually in September. The bond has a maturity date of 26 September 2017. The bond has a call option (subject to a three month notice period before 28 September 2015) with an effective date of 28 September 2015 wherein the noteholder can demand repayment of the principal and interest accrued up to exercise date.

Interest payable on the bonds is treated as finance costs in the profit and loss account.

16. Other creditors including taxation and social security

	As at 31/03/13 £	As at 31/03/12 £
Insurance premium tax Taxation and social security costs Rhone Holdings Limited loan Sundry creditors	4,216,333 75,861 700,000 179,019	3,077,001 186,279 700,000 103,537
	5,171,213	4,066,817

The loan from Rhone Holdings Limited is secured via a debenture over the Group's subsidiary, EIG Holdings Limited, and subject to interest linked to the French law administrative rate. The loan is repayable on demand.

NOTES TO THE FINANCIAL STATEMENTS

17. (i) Reconciliation of (loss) / profit to net operating cash flows

	Year ended 31/03/2013	Nine month period ended 31/03/2012 (As restated)
	£	£
(Loss) / profit before taxation and minority interest Adjustments for:	(12,599,800)	2,218,190
Depreciation	112,809	104,385
Amortisation of goodwill	76,800	57,600
Interest receivable	(566,114)	(257,968)
Interest expense	717,194	21,000
Changes in market values	(41,531)	24,315
Increase in debtors and prepayments	(26,775,855)	(16,243,713)
Increase in net technical provisions	25,503,373	12,353,343
Increase in creditors and accruals and deferred income	14,695,702	7,722,225
Increase in minority interests	175,000	1,737,500
Fixed assets expensed during the year	51,182	-
Loss on disposal of fixed assets	776	-
Net cash inflow from operating activities	1,349,536	7,736,877

(ii) Movement in opening and closing portfolio investments net of financing

	As at 31/03/12 £	Cash flows for the year	Other movements £	As at 31/03/13
Cash at bank and in hand Land and buildings Other financial investments	9,587,317 1,056,000 15,066,963	11,517,790 665,000 7,153,785	329,083 41,531	21,105,107 2,050,083 22,262,279
Debenture loans	-	(17,825,494)	(167,585)	(17,993,079)
	25,710,280	1,511,081	203,029	27,424,390

NOTES TO THE FINANCIAL STATEMENTS

18. Segmental reporting

Year ended 31/03/13

	Motor	Fire and other damage to property	Legal expense	Liability	Miscellaneous	Total
Gross written premiums	106,390,328	240,378	13,989,184	7,189,235	7,000,417	134,809,542
Gross earned premiums Gross claims incurred Gross operating expenses Other technical income	89,072,606 (70,130,724) (22,946,934) 2,575,261	315,559 (287,614) 235,233	13,746,688 (1,123,224) (3,738,054) 165,501	5,830,752 (1,371,775) (1,569,744)	7,015,277 (5,112,725) (1,831,099)	115,980,882 (78,026,062) (29,850,598) 2,740,762
Reinsurance balance	(7,981,480)	929	(2,583,626)	(176,527)	(763,342)	(11,504,319)

Premiums written for direct insurance business total £134,771,352 and for reinsurance business £38,189 and have been concluded by the Company in

NOTES TO THE FINANCIAL STATEMENTS

18. Segmental reporting (continued)

Nine month period ended 31/03/12 (As restated)

	Motor	Fire and other damage to property	Legal expense	Liability	Miscellaneous	Total
Gross written premiums	54,574,507	1,792,155	10,007,181	4,503,560	4,319,557	75,196,960
Gross earned premiums Gross claims incurred Gross operating expenses Other technical income	45,014,750 (14,339,292) (15,484,420) 1,473,133	1,917,813 (3,075,750) (904,105) (753)	14,185,549 (2,643,872) (2,294,689) 123,983	2,259,449 (531,059) (752,540)	1,199,194 (16,109,694) (725,033)	64,576,755 (36,699,667) (20,160,787) 1,596,363
Reinsurance balance	(3,319,435)	155,966	(2,958,172)	1	641,023	(5,480,616)

Premiums written for direct insurance business total £75,845,258 and for reinsurance business (£648,298) and have been concluded by the Company in Gibraltar.

NOTES TO THE FINANCIAL STATEMENTS

19. Related party transactions

Significant transactions during the period and balances at the end of the period with related parties that require disclosure in accordance with Financial Reporting Standard 8, Related Party Disclosures, were as follows:

	Ехр	enses		ounts due to) parties
	For the year 31/03/2013	For the period 31/03/2012	As at 31/03/2013	As at 31/03/2012
	£	£	£	£
Rhone Holdings Limited Monitor Insurance Services	2,353,000	846,000	(702,333)	(709,333)
Limited	2,204,663	1,431,500	974	(40,599)
A Flowers	1,900,000	1,075,000	_	
Aquarius Company Secretaries				
Limited	19,697	4,765	-	_
Cruz & Co	62,173	25,793	92	(4,000)
PDL International	60,000	45,000	614	
Bradsure Limited	34,084	_	_	-
Enterprise Hellas	198,730	-	-	-

The amount for Rhone Holdings Limited includes £2,333 (2012: £2,333) accrued interest included in accruals and deferred income account.

A Flowers is a director and a beneficial owner of the Company. During the year, the Group acquired a residential property from A Flowers. The property was independently professionally valued prior to the sale and was acquired at market value. See note 6 for directors emoluments.

Rhone Holdings Limited is a related party by virtue of it being a shareholder of Enterprise Holdings Limited. The rest of the above are considered related parties due to having common directors with the Group during the year.

	Ex	penses	Amounts due (to)/from parties	
	For the year 31/03/2013 £	For the period 31/03/2012 £	As at 31/03/2013 £	As at 31/03/2012 £
Eurodommage Assurances S.A Andeva Underwriting	(2,219,235)	-	102,287	-
Agency Limited	(1,721,925)	-	(421,079)	-

The above are considered related parties due to having common ownership with the Group during the year.

NOTES TO THE FINANCIAL STATEMENTS

20. Future rental commitments under operating leases

The Group has annual commitment of £29,494 (2012: £29,494) under a six year non-cancellable operating lease commencing on 4 May 2011.

21. Comparatives

The results shown in the profit and loss account relate to the full year from 1 April 2012 to 31 March 2013. The comparative information shown is for the period from July 2011 to 31 March 2012.

22. Ultimate controlling party

No one individual has a controlling interest in the shares of the Company.