

# MS Amlin Investment Management Limited

## Annual Report and Financial Statements

31 December 2024

Registered Number: 9110461

Registered Office:  
The Leadenhall Building  
122 Leadenhall Street  
London  
EC3V 4AG

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## Directors and Officers

### Directors

P J Amer  
C M Place  
A E Troup (independent non-executive)  
L N C Worboyes

### Secretary

H Lipscomb

### Registered Office

The Leadenhall Building  
122 Leadenhall Street  
London  
EC3V 4AG

### Business Location

The Willis Building  
51 Lime Street  
London  
EC3M 7DQ

### Independent Auditor

KPMG LLP,  
15 Canada Square  
London E14 5GL

## Strategic Report

The Directors present their strategic report on MS Amlin Investment Management Limited ('the Company') for the year ended 31 December 2024.

### Business review, principal activities and future developments

MS Amlin Investment Management Limited ('the Company') is a Financial Conduct Authority regulated business whose principal activity is to provide investment management services to Toro Prism Trust ('the Trust'), an open-ended umbrella unit trust regulated by the Central Bank of Ireland as well as (more recently) directly to other entities within the Group (being Mitsui Sumitomo Insurance Company, Limited ('MSI') and its subsidiaries) following the transfer of investment management services (including respective employees) from MS Amlin Corporate Services ('MS ACS') to the Company in 2023.

The range of investment management services provided includes the implementation of investment policies, allocating to and overseeing sub-investment managers, ensuring regulatory requirements are met and monitoring investment risks. In return for providing these services, the Company receives management fees from the Trust and the Group.

During the year, the Company issued two shares in exchange for £6,000,000 from its direct parent MS Amlin Investment Holdings Limited ('MS AIHL').

As part of its strategic objectives for 2025 and 2026, the Company is currently working to implement a strategic operating platform transformation project, to support the Company's vision to become a significant asset manager providing effective investment solutions.

From 2025 onwards, the Company will be changing the way in which it calculates its investment management fee chargeable to its clients. Previously, fees charged for the management of assets held outside of the Trust were charged as a fixed fee based on the Company's expense budget for the period. Going forward, the fee will be structured to align with market standards with investment management fees based on assets under management ('AUM'). Fixed fees will continue to be charged for the provision of additional services.

### Geopolitical and macroeconomic issues

The Company has assessed the cumulative impact of global geopolitical tension and the subsequent impact on the macroeconomic environment by looking at the possible changes in income and expenditure through scenario modelling and the impact on its own future profits and capital.

The Company does not consider that the ongoing geopolitical and economic environment will materially impact the Company's going concern assessment. This is based on:

- The surplus capital currently available to the Company;
- Minimal direct exposures (as a % of NAV) to assets impacted by the Ukraine/Gaza conflicts;
- The proportional decrease in certain expenses of the Company that would directly result from a decrease in AUM held in the Trust;
- The limited credit risk given that management fees earned are earned from the funds managed and from other entities within the Group;
- The Company has sufficient cash (and liquid assets) on hand to pay expenses as they become due, even in stressed scenarios; and
- The absence of any debt obligations (interest bearing or otherwise).

The Company also continues to monitor the impact from a general downturn in the markets, however given its level of surplus regulatory capital and cash/liquid asset reserves, it does not expect this to affect the going concern assessment.

## Strategic report for the year ended 31 December 2024 (continued)

The Company is aware of the risks associated in undertaking a business and operating model transformation over the next two years. The Company factors into its capital thresholds an operational risk buffer of £4,500k to provide financial resilience to the Company (outside those required for regulatory purposes) for instances like this when operational risk is heightened during a transition stage, should the need arise. The Company has some control over the level of exposed risk insofar that the extent to which the Company will invest in the transformation is dependent on the availability of surplus capital and funding from HO for which there is already a letter of intent in place. So whilst the Company acknowledges these risks, they do not expect the impact of them to threaten the going concern of the Company over the assessment period.

### Sustainability

The Company has developed a robust framework for monitoring and reporting on Environmental, Social and Governance (ESG) exposures in the investment portfolios. This framework includes the Company's Responsible Investing Policy and associated documentation. The Board has overall responsibility for strategy, performance and risk management and only through careful management in each of these areas of our business can the Company achieve our strategic objectives and manage the risks and opportunities arising from ESG factors.

The Company has established a Sustainability Committee focusing on ESG considerations both in the provision of investment management services to clients, and in relation to practices used in the management of the business, such as its own management procedures and oversight of outsourced service providers.

The Company produces regular reporting for its clients providing ESG scoring and analysis of their investment portfolios. The Company works with its clients to develop and implement their ESG strategies in relation to their investment portfolios.

The Board of the Company has taken note of requirements for climate related financial disclosures as set by the Bank of England (through the Prudential Regulation Authority and Financial Conduct Authority) in various announcements and consultation processes. This also applies to the Task Force on Climate-related Financial Disclosures. The Company's approach to managing the impacts from climate change is incorporated into the Company's commitment to the practice of Responsible Investing.

The Board is committed to making transparent, sustainable financial decisions and to actively managing the long term financial risks of climate change, in partnership with our customers, as we transition together towards a low carbon future.

Diversity and inclusion forms part of the Company's sustainability strategy. The Company is committed to an inclusive approach and has undertaken analysis to understand the current position. This includes pay gap analysis, as well as a wider review of diversity by role level. Action has been taken to improve recruitment procedures and practices as well as pay benchmarking and management training. The Company's Remuneration

Committee reviews pay gap data and monitors progress. Participants in training programmes intended to support career progress are reviewed to ensure a diverse talent pool.

### Key performance indicators (KPIs)

The Company's KPIs, which align with its primary activities, are shown below, together with the Company's performance against these; all KPIs have been met.

1. Capital: As at 31 December 2024, the Company's regulatory capital was £14,811,258 (2023: £6,862,249), representing a surplus of £10,581,506 or 350% (2023: a surplus of £3,806,999 or 225%) over the Company's minimum capital requirement of £4,229,752 (2023: £3,055,250) and a surplus of £9,089,040 or 259% (2023: a surplus of £2,362,249 or 152%) over the Company's own funds threshold target requirement of £5,722,218 (2024: £4,500,000). Minimum capital requirements increased in 2024, reflecting an increase in the Company's fixed overheads as the Company began to implement its business service and operating model review. The Company remains strongly capitalised in part due to additional capital of £6,000,000 received from its parent, MS AIHL, in 2024.

## Strategic report for the year ended 31 December 2024 (continued)

2. Cash: As at 31 December 2024, the Company held sufficient cash to meet all its commitments in a timely manner. The amount held as cash at bank was £2,064,034 as at 31 December 2024 (2023: £1,701,440). Additionally, the Company held £15,717,106 (2023: £8,564,346) in a cash equivalent liquidity fund.
3. Profit before tax: The Company made a profit before tax for the year ended 31 December 2024 of £69,428 (2023: £2,812,052 profit). Compared to 2023, the Company's profit before tax has decreased as a result of investment in the transformation of its business services and operational model.

### Risk Management Framework

The Company has established a firm-wide Risk Management Framework which consists of a suite of policies, standards, appetites, governance processes and procedures that provide the infrastructure to put risk management into practice. The framework is built into the core operating model of the business and forms part of the overall approach to internal control. It provides the infrastructure within risk governance and also sets out the processes required to sustain risk management across the business.

As part of the Risk Management Framework, the Company has implemented a Risk Management Policy (which is supplemented by Risk Standards) and Risk Appetite Statements.

### Risk appetite

The Company defines the level of risk within which it wishes to operate. This includes the requirement to:

- Stipulate risk appetites and tolerance limits (where relevant) for all categories of risk faced by the Company;
- Achieve a balance of risk versus reward and seek to maximise the benefit of the Company's strengths and core competencies;
- Be accessible to support decision making; and
- Be reviewed, updated, and reapproved at appropriate intervals.

### Risk management cycle

The risk management cycle is a continuous process to align to the evolving risk profile of the business. The principles are described below:

- i. Risk Identification by the Company, with a risk owner assigned to each key risk;
- ii. Risk Assessment. Assessment of risk using expert judgement, at a given return period, taking account of control mitigation;
- iii. Risk Response. Controls to mitigate identified risks are both understood and evaluated regularly. Where the level of residual net risk is deemed to be too high further mitigation controls are identified and implemented;
- iv. Risk Reporting. A Risk Register is maintained summarising the above and is reported to, and reviewed by the Board on a regular and on-going basis;
- v. Risk Review. Risks and their impacts are reviewed by risk owners, being individuals held accountable for managing the individual risks.

### Principal risks and uncertainties

The Company has a conservative appetite for risks facing its business; the principal risks and uncertainties are:

1. That the level of income received is insufficient to pay expenses and/or maintain adequate regulatory capital.
2. Operational, regulatory and compliance risks exist in relation to the Company's activities as well as the oversight of various outsourced providers such as sub-investment managers within the Toro Prism Trust.
3. Market related risks and uncertainties such as exchange rate risk (due to some of the management fees being payable in USD and EUR), adverse market movements on investments and credit risk (e.g. on third party receivables for investment management fees).

## Strategic report for the year ended 31 December 2024 (continued)

The impact of emerging risks and impending events are assessed and managed through the Risk Management Framework and reviewed by the Board.

The Directors have no reason to believe that a material uncertainty exists that may cast significant doubt about the ability of the Company to continue as a going concern.

### Control activities

The Company maintains a robust Internal Control Framework which is regularly assessed for effectiveness, this is supported by additional controls operated by other functions within the MS Amlin Group.

### Future developments

As part of its strategic objectives for 2025 and 2026, the Company is currently working to implement a strategic operating platform transformation project, to support the Company's vision to become a significant asset manager providing effective investment solutions.

### Events after the reporting date

The Board have approved the payment of an interim dividend totalling £184,000 to its parent MS AIHL. In February 2024 the Company moved offices from The Leadenhall Building, London to 51 Lime Street, London. Its registered offices remain in The Leadenhall Building.

### Section 172(1) Statement

The Directors of the Company are required to give an annual statement which describes how the Directors have had regard to the matters set out in section 172(1) of the Companies Act 2006 when discharging their duty under that section. Under section 172 of the Companies Act 2006, the Directors of a Company must act in the way that they consider, in good faith, would be most likely to promote the success of the Company for the benefit of its members as a whole. In doing so, they should have regard to other factors, including but not limited to: (a) the likely consequences of any decision in the long term; (b) the interests of the Company's employees; (c) the need to foster the Company's business relationships with suppliers, customers and others; (d) the impact of the Company's operations on the community and the environment; (e) the desirability of the Company maintaining a reputation for high standards of business conduct; and (f) the need to act fairly as between members of the Company.

The Directors of the Company are fully aware of their responsibilities to promote the success of the Company in accordance with section 172 of the Companies Act 2006. The Board considers key stakeholders as part of the process for setting strategy and making decisions. Considerations relating to stakeholders are included, where relevant, in board papers and other information provided to the Board.

The Directors acknowledge that effective and meaningful engagement with stakeholders and high standards of business conduct, consistent with the Company's values, are key to promoting the success of the Company especially as the Company's business model extended from January 2023 to include the provision of investment management services to other Group entities. As the Company's scope of activities increases so do the stakeholders in the Company, these are currently MSI, the sole shareholder (MS AIHL), the Toro Prism Trust, MSI's subsidiaries to whom the Company provides investment management services, its employees, its suppliers, its regulators, the community and the environment.

The Directors consider the likely consequences of any decision in the long term and identify the stakeholders who may be affected. They consider their interests and any potential impact as part of the decision-making process. This is explained further below.

#### Shareholder

The Company's shareholder is represented by attendance of board meetings by a shareholder liaison manager. These representatives are regularly consulted by management on key strategic decisions and other operational matters.

## Strategic report for the year ended 31 December 2024 (continued)

### Section 172(1) Statement (continued)

#### *MSI subsidiaries to whom the Company provides services*

The Directors regularly engage with the senior management of the MSI subsidiaries that receive the Company's services to ensure that those services meet agreed levels and are appropriate to the long-term success of those companies. The Directors engage their clients through various committees that enhance collaboration in the best interests of the Group.

#### *Employees*

The Directors recognise that the Company's employees are fundamental to its long term success and seek to promote the interests of all employees. Through employee surveys and other engagement actions, the interests of employees are regularly evaluated by Directors. In addition, the Employee Assistance Programme provides expert and confidential support to employees in difficult circumstances and a comprehensive learning and development programme supports the different development needs of employees. A Speak Up policy and process is utilised as well as a talent management programme to support staff and to complement all of the above. A Diversity & Inclusion hub is operational with several employee-led networks, as part of a commitment to an inclusive approach.

#### *Suppliers*

The Directors recognise the importance of the Company's suppliers to the delivery of its strategy. As such, the Directors seek to build long term relationships with suppliers through a fair procurement process and regular engagement. Terms of trade are agreed which are considered appropriate to the supplier's size and industry sector.

The following paragraphs explain how these interests were considered in key strategic decisions during 2024.

During 2024, the Company continued to operate its workplace strategy as a hybrid model of home and office working, thereby optimising flexible ways of working, together with a consolidation of office space. Under the hybrid working strategy, the amount of time an employee works from the office will depend on the nature of the employee's work, as well as employee wellbeing considerations. This approach has been formulated in light of extensive employee feedback. In conjunction with this, the Company has been reassessing its property requirements, reflecting the new operating model and the new ways of working, and cost remediation activity. As such, from February 2025, the Company's staff moved to a London serviced office space, consistent with the Company's hybrid working strategy.

In 2024 the Company began implementation of a project to evaluate how it can further reduce operational risks. Stakeholders such as shareholders, management, employees, customers, and regulatory bodies all stand to gain from smoother, more predictable operations, greater quality of services resulting in better customer satisfaction, and stronger partnerships. This work is intended to be undertaken throughout 2025 and beyond.

The Directors believe that the above decisions are in the long term interests of the Company and its stakeholders through building value across MSI and its subsidiaries by increasing efficiency, using talent to greater effect and ultimately driving improved financial performance and growth.

Signed on behalf of the Board by:

Signed by:  
  
7F974DA4D127441...  
**C M Place**  
Director  
22 April 2025



## Directors' Report

The Directors present the Company's annual report and the audited financial statements for the year ended 31 December 2024.

### Results and dividends

The result after tax of the Company for the year ended 31 December 2024 amounted to a profit of £104,401 (2023: profit of £2,197,301). Compared to 2023, the Company's profit after tax has decreased as a result of investment in the transformation of its business services and operational model. Full details are set out in the statement of profit or loss account on page 16 and the related notes.

The statement of financial position on page 17 of the financial statements shows that the net assets of the Company as at 31 December 2024 were £14,963,951 (2023: £9,059,550). The increase from 2023 is mainly attributable to the transfer of capital of £6,000,000 from its parent MS AIHL in exchange for two shares in the Company during the period.

The Directors do not propose to pay a final dividend for the year (2023: nil). An interim dividend was paid during the year to the Company's immediate parent MS AIHL of £200,000 (2023: £nil). The Directors have proposed a further interim dividend of £184,000 to MS AIHL to be paid in 2025.

The Directors have disclosed both principal risks and development and performance of the business of the Company during the year in the Strategic report.

### Future developments

As part of its strategic objectives for 2025 and 2026, the Company is currently working to implement a strategic operating platform transformation project, to support the Company's vision to become a significant asset manager providing effective investment solutions.

### Directors

The current Directors of the Company are shown on page 3. During the period and up to the date of approval there were no changes.

### Directors' indemnity

The Directors have the benefit of the indemnity provision contained in the Company's articles of association, subject to the provisions set out in applicable legislation including the Companies Act 2006. This is a "qualifying third party indemnity provision" as defined by section 234 of the Companies Act 2006.

### Political contributions

The Company made no political donations or incurred any political expenditure during the year (2023: £nil).

## Directors' Report (continued)

### Statement on the disclosure of information to the auditor

Each of the persons who is a Director at the date of approval of this report confirms that:

- So far as they are aware, there is no relevant audit information of which the Company's auditor is unaware; and
- They have taken all the steps that they ought to have taken as a Director in order to make himself or herself aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of section 418 of the Companies Act 2006.

### Independent auditor

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

Signed on behalf of the Board by:

Signed by:  
  
7F974DA4D127441...

**C M Place**

Director

22 April 2025

The Leadenhall Building  
122 Leadenhall Street  
London  
EC3V 4AG

## Statement of Directors' responsibilities in respect of the Strategic Report, the Directors' Report and the Financial Statements

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 they 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 101 'Reduced Disclosure Framework' ("FRS 101").

Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing these financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and 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;
- assess the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website. Legislation in the UK governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

# Independent Auditor's Report to the members of MS Amlin Investment Management Limited

## Opinion

We have audited the financial statements of MS Amlin Investment Management Limited ("the Company") for the year ended 31 December 2024 which comprises the statement of profit or loss, statement of financial position, statement of changes in equity and related notes, including the accounting policies in note 5.

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2024 and of its profit for the year then ended;
- have been properly prepared in accordance with UK accounting standards, including FRS 101 Reduced Disclosure Framework; 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 are described below. We have fulfilled our ethical responsibilities under, and are independent of the Company in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

## Going concern

The directors have prepared the financial statements on the going concern basis as they do not intend to liquidate the Company or to cease its operations, and as they have concluded that the Company's financial position means that this is realistic. They have also concluded that there are no material uncertainties that could have cast significant doubt over its ability to continue as a going concern for at least a year from the date of approval of the financial statements ("the going concern period").

In our evaluation of the directors' conclusions, we considered the inherent risks to the Company's business model and analysed how those risks might affect the Company's financial resources or ability to continue operations over the going concern period.

Our conclusions based on this work:

- we consider that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate;
- we have not identified and concur with the directors' assessment that there is not, a material uncertainty related to events or conditions that, individually or collectively, may cast significant doubt on the Company's ability to continue as a going concern for the going concern period.

However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the above conclusions are not a guarantee that the Company will continue in operation.

## Independent Auditor's Report to the members of MS Amlin Investment Management Limited (continued)

### Fraud and breaches of laws and regulations – ability to detect

#### *Identifying and responding to risks of material misstatement due to fraud*

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

- Enquiring of directors, and inspection of policy documentation as to the Company's high-level policies and procedures to prevent and detect fraud, and the Company's channel for "whistleblowing", as well as whether they have knowledge of any actual, suspected or alleged fraud.
- Reading Board minutes.
- Using analytical procedures to identify any unusual or unexpected relationships.

We communicated identified fraud risks throughout the audit team and remained alert to any indications of fraud throughout the audit.

As required by auditing standards, we perform procedures to address the risk of management override of controls, in particular the risk that management may be in a position to make inappropriate accounting entries. On this audit we do not believe there is a fraud risk related to revenue recognition because these figures are calculated and recharged based on service level agreements with other entities and the process is non-complex.

We did not identify any additional fraud risks.

We performed procedures including:

- Identifying journal entries to test based on risk criteria and comparing the identified entries to supporting documentation. These included entries created and posted by individuals who typically do not create or post journal entries, entries to seldom-used accounts and entries that contain unusual combination of debits and credits between revenue and other accounts and entries posted to unusual accounts relating to cash or borrowings.

#### *Identifying and responding to risks of material misstatement due to non-compliance with laws and regulations*

We identified areas of laws and regulations that could reasonably be expected to have a material effect on the financial statements from our general commercial and sector experience and through discussion with the directors and other management (as required by auditing standards) and discussed with the directors and other management the policies and procedures regarding compliance with laws and regulations.

As the Company is regulated, our assessment of risks involved gaining an understanding of the control environment including the entity's procedures for complying with regulatory requirements.

We communicated identified laws and regulations throughout our team and remained alert to any indications of non-compliance throughout the audit.

*The potential effect of these laws and regulations on the financial statements varies considerably.*

Firstly, the Company is subject to laws and regulations that directly affect the financial statements including financial reporting legislation (including related companies' legislation), distributable profits legislation, and taxation legislation and we assessed the extent of compliance with these laws and regulations as part of our procedures on the related financial statement items.

Secondly, the Company is subject to many other laws and regulations where the consequences of non-compliance could have a material effect on amounts or disclosures in the financial statements, for instance through the imposition of fines or litigation or the loss of the Company's capacity to operate. We identified the following areas as those most likely to have such an effect: health and safety, data protection laws, anti-bribery, employment law, regulatory capital

# Independent Auditor's Report to the members of MS Amlin Investment Management Limited (continued)

## Fraud and breaches of laws and regulations – ability to detect (continued)

and liquidity, FCA regulations and financial crime recognising the financial and regulated nature of the Company's activities.

Auditing standards limit the required audit procedures to identify non-compliance with these laws and regulations to enquiry of the directors and other management and inspection of regulatory and legal correspondence, if any. Therefore, if a breach of operational regulations is not disclosed to us or evident from relevant correspondence, an audit will not detect that breach.

### *Context of the ability of the audit to detect fraud or breaches of law or regulation*

Owing to the inherent limitations of an audit, there is an unavoidable risk that we may not have detected some material misstatements in the financial statements, even though we have properly planned and performed our audit in accordance with auditing standards. For example, the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely the inherently limited procedures required by auditing standards would identify it.

In addition, as with any audit, there remained a higher risk of non-detection of fraud, as these may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls. Our audit procedures are designed to detect material misstatement. We are not responsible for preventing non-compliance or fraud and cannot be expected to detect non-compliance with all laws and regulations.

## Other Information

The directors are responsible for the other information, which comprises the strategic report and the directors' report. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work:

- we have not identified material misstatements in the other information;
- in our opinion the information given in the strategic report and the directors' report for the financial year is consistent with the financial statements; and
- in our opinion those reports have been prepared in accordance with the Companies Act 2006.

## Matters on which we are required to report by exception

Under the Companies Act 2006 we are required 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, or

We have nothing to report in these respects.

# Independent Auditor's Report to the members of MS Amlin Investment Management Limited (continued)

## Directors' responsibilities

As explained more fully in their statement set out on page 11, the directors are responsible for: the preparation of the financial statements and for being satisfied that they give a true and fair view; such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; 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 they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

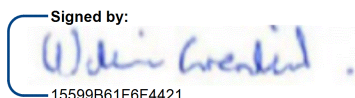
## Auditor's responsibilities

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 our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not 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 aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

A fuller description of our responsibilities is provided on the FRC's website at [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities).

## The purpose of our audit work and to whom we owe our responsibilities

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

Signed by:  
  
15599B61F6F4421...

William Greenfield (Senior Statutory Auditor)  
for and on behalf of KPMG LLP, Statutory Auditor  
*Chartered Accountants*  
15 Canada Square  
Canary Wharf  
London E14 5GL

22 April 2025

## Statement of profit or loss

### For the year ended 31 December 2024

	Note	2024 £	2023 £
Revenue from contracts with customers		27,334,499	24,466,025
Operating expenses	6	(28,022,438)	(21,841,243)
<b>Operating (loss) / profit</b>		<b>(687,939)</b>	2,624,782
Interest receivable and other similar income	7	762,861	187,270
Interest payable and other similar expenses	8	(5,494)	-
<b>Profit before taxation</b>		<b>69,428</b>	2,812,052
Tax on profit	10	34,973	(614,751)
<b>Profit for the financial year</b>		<b>104,401</b>	2,197,301

The attached notes and information on pages 19 to 30 form an integral part of these financial statements. All activities relate to continuing operations.

All reported profit before taxation is on the Company's ordinary activities. There were no other amounts recognised in comprehensive income, other than those included in the statement of profit or loss and therefore no statement of other comprehensive income has been presented.



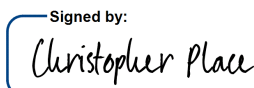
## Statement of financial position

### For the year ended 31 December 2024

	Note	2024 £	2023 £
<b>Fixed assets</b>			
Intangible assets	13	58,976	-
		<b>58,976</b>	-
<b>Current assets</b>			
Cash at bank and in hand	14	2,064,034	1,701,440
Financial assets	15	15,717,106	8,565,285
Other debtors: due within 1 year	16	4,591,204	4,187,698
		<b>22,372,344</b>	14,454,423
<b>Current liabilities</b>			
Current tax liabilities	10	-	(660,833)
Other creditors	17	(7,467,369)	(4,734,040)
		<b>(7,467,369)</b>	(5,394,873)
<b>Net current assets</b>		<b>14,904,975</b>	9,059,550
<b>Net assets</b>		<b>14,963,951</b>	9,059,550
<b>Equity</b>			
Called up share capital	18	625,005	625,003
Share premium		9,499,996	3,499,998
Retained earnings		4,838,950	4,934,549
<b>Total shareholder's funds</b>		<b>14,963,951</b>	9,059,550

The attached notes and information on pages 19 to 30 form an integral part of these financial statements. All activities relate to continuing operations.

The financial statements on pages 16 to 30 were approved by the Board and authorised for issue on 22 April 2025. They were signed on its behalf by:

Signed by:  
  
 7F974DA4D127441...

**C M Place**  
 Director

MS Amlin Investment Management Limited

Registered number: 9110461

## Statement of changes in equity

### For the year ended 31 December 2024

	Share capital £	Share premium £	Retained earnings £	Total equity and reserves £
<b>Opening balance 2024</b>	625,003	3,499,998	4,934,549	9,059,550
Dividend paid	-	-	(200,000)	(200,000)
Profit for the year	-	-	104,401	104,401
Shares issued	2	5,999,998	-	6,000,000
<b>Closing balance 2024</b>	<b>625,005</b>	<b>9,499,996</b>	<b>4,838,950</b>	<b>14,963,951</b>

	Share capital £	Share premium £	Retained earnings £	Total equity and reserves £
<b>Opening balance 2023</b>	625,003	3,499,998	2,737,248	6,862,249
Profit for the year	-	-	2,197,301	2,197,301
<b>Closing balance 2023</b>	<b>625,003</b>	<b>3,499,998</b>	<b>4,934,549</b>	<b>9,059,550</b>

The attached notes and information on pages 19 to 30 form an integral part of these financial statements. All activities relate to continuing operations.

## **Notes to the financial statements**

### **For the year ended 31 December 2024**

#### **1. General information**

The Company is a private company limited by shares and is incorporated in Great Britain and registered in England and Wales. The address of its registered office is The Leadenhall Building, 122 Leadenhall Street, London EC3V 4AG.

#### **2. Basis of preparation**

The financial statements have been prepared on a going concern basis, under the historical cost convention modified by the revaluation of financial assets and financial liabilities measured at fair value through profit or loss, and in accordance with FRS 101 Reduced Disclosure Framework and with the Companies Act 2006. In preparing these financial statements, the Company applies the recognition, measurement and disclosure requirements of UK-adopted international accounting standards in conformity with the requirements of the Companies Act 2006 ('UK-adopted IFRSs'), but makes amendments where necessary in order to comply with Companies Act 2006 and has set out below where advantage of the FRS 101 disclosure exemptions has been taken.

In these financial statements, the Company has applied the exemptions available under FRS 101 in respect of the following disclosures:

- Comparative period reconciliations for number of shares outstanding;
- Certain disclosures required by IAS 1 Presentation of Financial Statements.
- Cash Flow Statement and certain related disclosures;
- The effects of new but not yet effective IFRSs;
- Disclosures in respect of the compensation of Key Management Personnel;
- Disclosures of transactions with a management entity that provides key management personnel services to the Company;
- Disclosures of related party transactions entered into between two or more members of a group, provided that any subsidiary which is a party to the transaction is wholly owned by such a member.
- Certain disclosures regarding revenue.

As the consolidated financial statements of MS&AD include the equivalent disclosures, the Company has also taken the exemptions under FRS 101 available in respect of the following disclosures:

- Certain disclosures required by IFRS 2 Share based payments; and
- Certain disclosures required by IFRS 13 Fair Value Measurement and the disclosures required by IFRS 7 Financial Instrument Disclosures.
- Certain disclosures in relation to Pillar II required by IAS 12 Income taxes.

All figures in these financial statements are presented in British Pounds Sterling (Sterling).

#### **Going Concern**

In evaluating the appropriateness of the use of the going concern assumption in preparing these financial statements, the Board has reviewed the Company's cash flow and regulatory capital projections for a period of at least 12 months from the date of approval of these financial statements, including considering the after effects arising from various geopolitical and macroeconomic issues as well as factoring in ongoing changes to the Company's business and operating model. In considering the impact that each of these risks have on the value of the investment portfolios held, the Directors have had regard to possible changes in income and expenditure through scenario modelling and the impact on the Company's future profits and capital.

## **Notes to the financial statements**

### **For the year ended 31 December 2024**

#### **2. Basis of preparation (continued)**

##### **Going Concern (continued)**

If there were a reduction in assets under management (AUM) and a subsequent reduction in revenue generated of between 20% and 43%, over the next three years the Company will have sufficient capital and liquid assets following management actions to meet regulatory and liquidity requirements. Management actions include a reduction in variable and fixed costs.

The Board therefore does not consider these risks will materially impact the Company's going concern assessment due to the surplus capital currently available to the Company and the fact that as the value of AUM held within the Toro Prism Trust and the related management fees decrease, a significant proportion of the Company's expenses would proportionally decrease. Management fees earned are earned either from the funds managed and other entities within the Group, thus there is limited credit risk. The Company also has sufficient cash/liquid assets on hand to pay expenses as they become due, even in such stressed scenarios.

Furthermore, the Board does not consider these risks to have an impact on the Company's own operational resilience, with limited changes to the demand of the investment management services it provides to the Trust and limited impact to the Company's own core business processes notwithstanding the changes to the Company's business model.

The Company's forecasts therefore take account of reasonably possible changes in income and expenditure and show that the Company should be able to meet the Financial Conduct Authority requirements for an investment management company.

After performing this assessment, the Directors have a reasonable expectation that the Company has access to adequate resources to continue in operational existence for the foreseeable future. The Company therefore continues to adopt the going concern basis in preparing its financial statements.

#### **3. Adoption of new and revised standards**

(a) Amendments of published standards that came into effect from 1 January 2024 but do not have a material effect on the Company's financial statements are:

- IFRS 16 Leases: Lease liability in a sale and leaseback;
- IAS 1 Presentation of Financial Statements: Classification of liabilities as Current or Non-Current and Non-current Liabilities with Covenants; and
- IAS 7 Statement of Cash Flows and IFRS 7 Financial Instruments: Disclosures: Supplier Finance Arrangements.

There were no new standards effective from 1 January 2024.

(b) Forthcoming requirements, amendments to published standards and interpretations issued but not effective by 31 December 2024 are:

- IAS 21 The Effects of Changes in Foreign Exchange Rates: Lack of exchangeability;
- IFRS 9 Financial Instruments & IFRS 7 Financial Instruments Disclosures: Classification and Measurement of Financial Instruments;
- IFRS 18 Presentation and Disclosure in Financial Statements - New standard; and
- IFRS 19 Subsidiaries without public accountability - New standard.

The Company did not early adopt any standards or interpretations.

## **Notes to the financial statements**

### **For the year ended 31 December 2024**

#### **4. Critical accounting estimate and judgements and key sources of estimation uncertainty**

The preparation of the financial statements requires management to consider judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods. In the process of applying the Company's accounting policies, management have made no significant judgements.

There are no key sources of estimation uncertainty at the reporting date that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

#### **5. Significant accounting policies**

Accounting policies have been applied consistently during the current and preceding years in dealing with items which are considered material in relation to the Company's financial statements.

##### **Revenue from contracts with customers**

Turnover in the current year represents investment management fees earned from Toro Prism Trust which are calculated as a percentage of the net asset value of funds under management and are recognised on an accruals basis. As well as a fixed investment management fee charged directly to entities within the Group based on the current period's budgeted costs.

##### **Interest receivable and similar income**

Interest receivable on cash at bank is recognised in the statement of profit or loss on an accruals basis.

Interest income on the investment in money market funds is included in the statement of profit or loss in the period in which it arises. Other investment income and interest receivable are recognised in the statement of profit or loss on an accruals basis.

##### **Interest payable and other similar expenses**

Expenses and interest payable are recognised in the statement of profit or loss on an accruals basis.

##### **Foreign currency translation**

Transactions denominated in foreign currencies are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Monetary assets and liabilities are translated at the rates of exchange at the reporting date. Non-monetary assets and liabilities are translated at the rate prevailing in the year in which the asset or liability first arose or, where such items are revalued, at the latest valuation date. Exchange gains and losses are recognised within operating expenses..

##### **Taxation**

Income tax expense represents the sum of the current tax payable and deferred tax.

The current tax is based on taxable profit for the year. Taxable profit differs from net profit as reported in the statement of profit or loss because it excludes items of income or expense that are taxable or deductible in other years or 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 date.

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax base used in the computation of taxable profit, and are accounted for using the liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting 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.

## **Notes to the financial statements**

### **For the year ended 31 December 2024**

#### **5. Significant accounting policies (continued)**

Deferred tax is calculated at the substantively enacted tax rates that are expected to apply in the year when the liability is settled or the asset is realised. Deferred tax is charged or credited to the statement of profit or loss, except when it relates to items charged or credited directly to other comprehensive income or equity, in which case the deferred tax is also charged or credited directly to other comprehensive income or equity respectively.

##### **Current assets**

Current assets relate to cash and cash equivalents and other debtors. Non-derivative current assets are measured at amortised cost using an effective interest rate.

##### **Current liabilities**

Current liabilities relate to financial liabilities, management fee payables, intercompany payables and other payables. Non-derivative current liabilities are measured at amortised cost using an effective interest rate.

Derivative financial instruments primarily include over-the-counter financial instruments that derive their value mainly from underlying interest rates or foreign exchange rates. Derivatives are initially recognised at fair value on the date on which a derivative contract is entered into. They are subsequently measured at fair value, with their fair values obtained from quoted market prices or, where these are not available, by using valuation techniques such as discounted cash flow models or option pricing models. Changes in the fair value of derivative instruments are recognised immediately in the statement of profit or loss.

##### **Financial instruments**

##### **Financial assets: Classification and measurement**

On initial recognition, a financial asset is classified as measured at amortised cost or fair value through profit or loss.

Financial assets are not reclassified subsequent to their initial recognition unless the Company changes its business model for managing financial assets in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model.

##### **Financial assets: Subsequent measurement and gains and losses**

Financial assets at fair value through profit or loss are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss.

Financial assets at amortised cost are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on de-recognition is recognised in profit or loss.

##### **Financial liabilities: Classification, subsequent measurement and gains and losses**

Financial liabilities are classified as measured at amortised cost. Financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on de-recognition is also recognised in profit or loss.

##### **Impairments - Financial instruments and contract assets**

The Company recognises loss allowances for expected credit loss ('ECL') on:

- Financial assets measured at amortised cost; and
- Contract assets (as defined in IFRS 15).

The Company measures loss allowances at an amount equal to lifetime ECL, except for the following, which are measured as 12-month ECL:

- Debt securities and bank balances for which credit risk (i.e. the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition.

## **Notes to the financial statements**

### **For the year ended 31 December 2024**

#### **5. Significant accounting policies (continued)**

Loss allowances for trade receivables and contract assets (including intercompany) are measured at an amount equal to lifetime ECL.

##### **Measurement of ECLs**

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the Company expects to receive).

ECLs are discounted at the effective interest rate of the financial asset.

##### **Credit impaired financial assets**

At each reporting date, the Company assesses whether financial assets carried at amortised cost are credit-impaired. A financial asset is "credit-impaired" when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

##### **Impairment of trade receivables (including intercompany)**

Trade receivables relate mainly to management fees due from the Trust. Given the nature of the Trust means that outstanding fees would be paid ahead of assets being distributed there is no expectation of losses in relation to fees due, although delays may be possible. Therefore no impairment provision has been made on these balances.

##### **Presentation of allowance for ECL in the statement of financial position**

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets.

##### **Write-off**

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Company determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Company's procedures for recovery of amounts due.

##### **Retirement benefit obligations**

For defined contribution and defined benefit schemes (where the Company is not responsible for funding the deficit) the amounts charged to the statement of profit or loss in respect of pension costs and other post-retirement benefits are the contributions payable in the year. Differences between contributions payable in the year and contributions actually paid are shown as either accruals or prepayments in the balance sheet.

##### **Dividends paid**

Dividends paid are recognised in the period in which they are declared and become a present obligation of the Company.

##### **Intangible assets**

The Company recognises internally generated software as intangible assets where they can be identified separately and measured reliably and it is probable that they will be recovered by directly related future economic benefits. Intangible assets are reviewed for impairment losses at each reporting date or whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. Intangible assets are carried at cost less accumulated amortisation and impairment losses. Amortisation is recognised in line with the consumption of the benefits based on the estimated useful economic life of the assets, typically the life is estimated to be no more than 5 years for the assets held, and is charged to administrative expenses in the statement of profit or loss. Any impairment in value is charged to the statement of profit or loss.

## Notes to the financial statements

### For the year ended 31 December 2024

#### 6. Operating expenses

Operating profit is stated after charging:

		2024 £	2023 £
Asset management fees		9,415,852	10,170,244
Professional fees		4,446,141	2,269,682
Employee expenses	11	8,751,095	5,350,084
Other administrative expenses		5,409,350	4,051,233
<b>Total operating expenses</b>		<b>28,022,438</b>	<b>21,841,243</b>

Other administrative expenses is mainly comprised of the recharge of administrative costs from another group entity MS Amlin Corporate Services ('ACS').

Please note that 2023 employee expenses and other administrative expenses have been restated in line with note 11a.

#### 7. Interest receivable and similar income

		2024 £	2023 £
Interest from cash at bank		27,919	112,925
Realised gain on investments		406,088	16,075
Unrealised gain on investments		328,854	58,270
<b>Total interest receivable and similar income</b>		<b>762,861</b>	<b>187,270</b>

Realised gains on investments relates to investment in a UCITS liquidity fund made during the period. These investments also contribute to the unrealised gain on investments, together with fair value gains on a loan to MS ACS, representing funding provided to facilitate the purchase of MS&AD shares on behalf of the Company via an employee benefit trust ('EBT'), in connection with the Company's long-term incentive plan.

#### 8. Interest payable and similar expense

		2024 £	2023 £
Bank charges from cash at bank		5,494	-
<b>Total interest payable and similar expense</b>		<b>5,494</b>	<b>-</b>

#### 9. Auditor fees payable

		2024 £	2023 £
Audit fees		38,091	31,444
Fees for other audit-related services		20,500	20,000
<b>Total auditor fees payable</b>		<b>58,591</b>	<b>51,444</b>

Fees for other audit-related services represents CASS audit fees on account of the Company being an FCA-regulated entity.



## Notes to the financial statements

### For the year ended 31 December 2024

#### 10. Tax on profit on ordinary activities

##### a. Analysis of the tax charge for the year

	2024 £	2023 £
<b>Current Tax</b>		
UK corporation tax on profit for the year	-	660,833
Adjustments in respect of prior periods	(34,973)	(46,082)
<b>Total current tax (credit)/charge</b>	<b>(34,973)</b>	<b>614,751</b>

##### b. Factors affecting the tax charge for the year

The tax assessed for the year varies from the standard rate of corporation tax in the UK and has been assessed at 25% (2023: 23.5%). The differences are explained below:

	2024 £	2023 £
Profit on ordinary activities before taxation	<b>69,428</b>	2,812,052
Tax on profit on ordinary activities at the standard rate of corporation tax	<b>17,357</b>	660,833
Effects of:		
- Permanent differences	<b>(35,201)</b>	-
- Adjustment in respect of prior periods: Group relief adjustment	<b>(34,973)</b>	(46,082)
- Current year losses for which no deferred tax asset has been recognised	<b>17,844</b>	
<b>Tax (credit)/charge</b>	<b>(34,973)</b>	<b>614,751</b>

In December 2021, the OECD published Pillar Two model rules outlining a structure for a new 15% global minimum tax regime. A number of countries have now enacted this in local legislation. These include the UK, which did so in the Finance (No.2) Act 2023 substantively enacted on 20 June 2023. The legislation implements a domestic top-up tax and a multinational top-up tax, effective for accounting periods starting on or after 31 December 2023.

The Company has performed a preliminary assessment of the UK Group's potential exposure to Pillar Two income taxes for the year ending on 31 December 2024 and, as initial calculations indicate an Effective Tax Rate exceeding 15% for the UK Group, the Company does not currently anticipate any material impact on the Company's financial statements.

At the end of the accounting period ending on 31 December 2024, the Company has total unused tax losses of £71,377 (2023: nil) for which no deferred tax asset has been recognised. This is on the basis that future taxable profits are not considered to be sufficiently certain in the coming years.

#### 11. Employee information

In April 2023 investment staff previously employed by MS ACS transferred to the Company - prior to this the Company had nil employees.

##### Average monthly number of persons employed

The average monthly number of persons employed by the Company during the year, including individuals on fixed term contracts and Directors, were 64 (2023: 41 – average includes Jan-Mar 23 of nil employees), all of whom were based in the UK. These are categorized as follows:

## Notes to the financial statements

### For the year ended 31 December 2024

	2024 £	2023 £
Front office	10	6
Risk and compliance	9	5
Operations	45	30
<b>At 31 December</b>	<b>64</b>	<b>41</b>

#### a) Employee benefit expense

All staff are employed to provide investment management services to the Trust and Group companies. The information detailed below represents the employee costs for the period (excluding other benefits). Data presented for 2023 represents the equivalent costs but for the period 1 April 2023 – 31 December 2023 rather than the whole year. Prior to April 2023, the Company's employees were employed by MS ACS and therefore costs in relation to this period are not included in 2023 comparatives.

	2024 £	2023 (restated) £
Wages and salaries	7,343,112	4,566,218
Social security costs	781,916	393,942
Apprenticeship levy	30,527	19,970
Other pension costs	595,540	369,954
<b>At 31 December</b>	<b>8,751,095</b>	<b>5,350,084</b>

Wages and salaries in the table above include costs incurred during the period for both short-term and long-term incentive plans (£1,951,785) as well as basic salary. Figures for 2023 have been restated to also include incentive costs that were previously omitted (£1,200,000). Employee costs have increased significantly in 2024 as a result of the prior year comparative only including costs during the period 01 April 2023 – 31 December 2023 (after the Company became an employing entity), and additional headcount to support both client requirements and Company business and operating model projects.

#### b) Long term employee incentive scheme

	2024 £	2023 £
Long term incentive plan charge	352,540	50,137
	<b>352,540</b>	<b>50,137</b>

During the period cash-based awards were granted to eligible employees. The value of the award is linked to the underlying share price of the Company's ultimate parent MS&AD. The awards have a three year vesting period and vest according to service and performance criteria.

The carrying amount of the liability under the plan at 31 December 2024 is £402,677 (2023: £50,137).

During the period, eligible employees were awarded cash of £41,627 from the 2021 scheme that vested in April 2024. As the Company's employees were employed by MS ACS at the time the awards were granted, then this cost was borne by MS ACS.

## Notes to the financial statements

### For the year ended 31 December 2024

#### c) Pensions

Employees of the Company participate in a defined contribution pension scheme. For the period in which employees were employed by the Company a summary of the charges incurred for the defined contribution scheme is set out below:

	2024 £	2023 £
Defined contribution schemes	595,540	369,954
	595,540	369,954

## 12. Directors' remuneration

Executive directors and certain non-executive directors are also directors or employees of other companies within the MSI Group. As such a proportion of the total emoluments have been allocated to the Company. However, this is not necessarily a reflection of the amount, if any, charged to the Company by the company employing the Director. Only amounts in respect of qualifying services are disclosed in the table below.

The Directors received the following proportionate total emoluments during their time in office:

	2024 £	2023 £
Salaries and other short term benefits	1,147,377	1,051,926
Amounts received under cash based long-term incentive schemes	284,807	-
Employer's contribution to pension schemes	64,436	59,146
	1,496,620	1,111,072

Payments were made to three directors (2023: three) in respect of defined contribution pension schemes. No payments were made in respect of defined benefit pension schemes in the current or prior year. During the year, three directors were members of a long-term incentive scheme (2023: three).

The highest paid director received the following proportionate total emoluments during their time in office:

	2024 £	2023 £
Salaries and other short term benefits	448,352	430,562
Amounts received under cash based long-term incentive schemes	124,695	-
Employer's contribution to pension schemes	7,800	6,630
	580,847	437,192

The highest paid director was (2023: was) a member of a long-term incentive scheme, did not (2023: did not) receive payment in respect of the defined benefit pension scheme and did (2023: did) receive payment in respect of a defined contribution scheme.

## Notes to the financial statements

### For the year ended 31 December 2024

#### 13. Intangible assets

	2024 £	2023 £
<b>Cost</b>		
At 1 January	-	-
Additions	71,297	-
At 31 December	71,297	-
<b>Accumulated amortisation</b>		
At 1 January	-	-
Charge for year	12,321	-
At 31 December	12,321	-
<b>Net book value at 31 December</b>	<b>58,976</b>	<b>-</b>

Intangible additions during the period relate to computer software projects to enhance systems as part of the Company's early implementation of their operating and business model review.

#### 14. Cash at bank and in hand

	2024 £	2023 £
<b>At 31 December</b>	<b>2,064,034</b>	<b>1,701,440</b>

#### 15. Financial assets and liabilities

##### a) Financial Instruments

	At Valuation 2024 £	At cost 2024 £	At Valuation 2023 £	At cost 2023 £
<b>Financial assets at fair value through profit or loss</b>				
Derivatives	-	-	939	939
Holdings in collective investments	15,717,106	15,554,164	8,564,346	8,506,076
<b>Total financial assets</b>	<b>15,717,106</b>	<b>15,554,164</b>	<b>8,565,285</b>	<b>8,507,015</b>

Financial assets comprise the fair value of investment in unlisted open-ended investments determined using an unadjusted net asset value as well as derivative instruments traded over-the-counter, which are valued by the Company's outsourced pricing agents using multiple market inputs such as foreign exchange rates in their valuation models.

## Notes to the financial statements

### For the year ended 31 December 2024

#### 16. Other debtors

	2024 £	2023 £
<b>Amounts falling due within one year</b>		
Management fees receivable	2,267,377	1,557,025
Amounts due from other Group companies	1,272,279	1,804,957
Prepayments	337,403	313,416
VAT recoverable	714,145	512,300
<b>At 31 December</b>	<b>4,591,204</b>	<b>4,187,698</b>

Management fees receivable and amounts due from other Group companies represent receivables from contracts with customers.

Amounts due from other Group companies include a loan receivable of £1,070,422 (2023: £271,387) in relation to funding provided by the Company to its sister company MS ACS to purchase shares in its ultimate parent MS&AD in connection with the LTIP scheme. The loan is repayable on demand and its value is linked to the underlying value of the shares.

#### 17. Creditors: amounts falling due within one year

	2024 £	2023 £
<b>Amounts falling due within one year</b>		
Amounts owed to other group companies	559,060	332,953
Accruals	3,544,538	1,909,087
Management fees payable	2,717,274	2,492,000
Trade creditors	646,497	-
Current income tax liabilities	-	660,833
<b>At 31 December</b>	<b>7,467,369</b>	<b>5,394,873</b>

#### 18. Called up share capital

##### a) Share capital

	2024 £	2023 £
<b>Allotted, called up and fully paid ordinary shares</b>		
625,005 (2023: 625,003) ordinary shares of £1 each	625,005	625,003

During the year, the Company issued two additional shares to its direct parent MS AIHL in exchange for £6,000,000 cash. The shares issued had a nominal value of £1 each, with the remaining £5,999,998 recorded as share premium.

#### 19. Ultimate parent company

The Company's immediate parent company is MS Amlin Investment Holdings Limited ('MS AIHL'). MS AIHL is a company incorporated and registered in the UK. The smallest group in which the results of the Company will be included is that of Mitsui Sumitomo Insurance Company Limited, a company incorporated in Japan. The Company's ultimate parent company and controlling party is MS & AD Insurance Group Holdings, Inc, a company incorporated in Japan and is the largest group in which the results of the Company are consolidated. The consolidated financial statements of

## ***Notes to the financial statements***

### ***For the year ended 31 December 2024***

MS & AD Insurance Group Holdings, Inc are available to the public and may be obtained from the Company Secretary at The Leadenhall Building, 122 Leadenhall Street, London, EC3V 4AG. The ultimate parent company address is Tokyo Sumitomo Twin Building (West Tower), 27-2, Shinkawa 2-chome, Chuo-ku, Tokyo, Japan. The address of Mitsui Sumitomo Insurance Company Limited is 9, Kanda-Surugadai 3-chome, Chiyoda-ku, Tokyo, Japan.

## **20. Events after the reporting date**

The Board have approved the payment of an interim dividend totalling £184,000 to its parent MS AIHL. In February 2024 the Company moved offices from The Leadenhall Building, London to 51 Lime Street, London. Its registered offices remain in The Leadenhall Building.