

BRIT INSURANCE HOLDINGS LIMITED

SECTION 172 (1) STATEMENT

31 DECEMBER 2020

Registered No. 03121594

This Section 172 (1) Statement is reproduced from Brit Insurance Holdings Limited's 2020 'Strategic Report, Directors' Report and Financial Statements' document which was approved by its Board on 21 September 2021.

Introduction

As Directors, our key responsibility is to promote the success of the Company. This principle is the cornerstone of our discussions and our decision making. Each Director is cognisant that in discharging this key responsibility, they must have regard to matters set out in s172(1)(a-f) of the Companies Act. The Directors consider, both individually and collectively, that they have acted in the way they consider, in good faith, would be most likely to promote the success of the Company.

Our strategy

The Board is responsible for a number of key strategic decisions and on-going performance monitoring. The Directors' assessment of long-term value creation considers the Company's resilience. They determine and monitor risk appetites and tolerances, and they ensure the Company has an effective risk management framework in place

Board information

The Board receives information on a range of relevant topics, and receives information on other areas as requested by the Directors from time to time.

Our policies and practices

All relevant factors are appropriately addressed by the Board when considering matters reserved for it. It ensures that all relevant considerations to assist it discharge its responsibilities are embedded in the key operations of the business, in order to help promote the long-term success of the Company.

Training

To assist the Directors discharge their responsibilities, they are provided with on-going training and development opportunities. For the wider workforce who provide operational services under outsourcing arrangements with other Brit Group companies, there is a comprehensive staff development program tailored to meet individual needs. Elements of this training are mandatory, with all staff required to successfully complete e-learning modules on key areas such as money laundering, bribery and corruption, data protection, fraud and cyber risk.

Our culture

Building and maintaining the Company's reputation and its high standards of business conduct are essential to the future success of the Company. This is embedded in our culture. The wider workforce is subject to a Code of Conduct setting out the standard we expect from all of our staff. This is regularly reviewed and updated, and compliance is attested to by each employee on an annual basis.

Our stakeholders

The Board recognises the importance of engaging with its broader stakeholder base. The Company's primary stakeholder is its sole shareholder, Brit Limited. The Board is also mindful of the interests of its ultimate majority shareholder, Fairfax Financial Holdings Limited, and wider Brit group.

Key decisions made by the Directors during the year

- On 1 May 2020, the Company approved the Capital Injection of US\$31.1m into Sussex Capital Management Limited (SCML).
- On 21 May 2020, the Company approved the Capital Injection of US\$50.0m into Brit Reinsurance (Bermuda) Limited by way of the Company's subscription for 50,000,000 shares of US\$1 each in that company.
- On 18 June 2020, the Board approved the investment into Brit UW Limited of 200 shares of £1 nominal each and £984,250.97 share premium per share.
- On 20 November 2020, the Company approved the capital injection into SCML of US\$13,300,000 as total consideration for 133 shares of par value US\$1 and a share premium of US\$99,999.
- On 16 December, the Board approved the investment into Brit UW Limited of 100 shares of £1 nominal each and £1,123,560.85 share premium per share.
- During 2020, the Board approved the sale of the Group's US admitted carrier, Commonwealth Insurance Company of America (CICA). The transaction completed on 5 February 2021 for a consideration of US\$19.7m. In arriving at this decision, the Board considered Brit's immediate and longer-term strategic priorities and the interests of its stakeholders.