

BRIT INSURANCE HOLDING LIMITED

SECTION 172 (1) STATEMENT

31 DECEMBER 2024

**Registered No. 03121594**

***This Section 172 (1) Statement is reproduced from Brit Insurance Holding Limited's 2024 'Strategic Report, Directors' Report and Financial Statements' document which was approved by its Board on 4 July 2025.***

## **Section 172(1) Statement**

### ***Introduction***

As Directors, our key responsibility is to promote the success of the Company for the benefit of members as a whole. In order for that success to be sustainable, the Directors recognise the importance of considering the long-term consequences of decisions, the need to foster business relationships, the preservation of a positive reputation, and the Company's ongoing impact on the community and environment (the "Relevant Matters"). In relation to the remaining considerations under Section 172(1)(a)-(f) of the Companies Act 2006, the Directors do not believe it is necessary to (1) have regard to the interests of employees, on the basis the Company has no employees and all business functions are performed by employees of the service company within the Brit Group (Brit Group Services Limited) and (2) the need to act fairly between the members of the Company, on the basis the Company has only one shareholder (Brit Group Holdings Limited).

### ***Decision-making***

The Board is responsible for monitoring the performance of the Company and reviewing its strategy. To ensure the Relevant Matters can be duly considered in such decision-making, the Directors promote the receipt of timely and accurate information pertaining to the Relevant Matters at Board meetings. Furthermore, it is recognised that the Directors and the staff engaged in the business remain apprised of such information outside of Board meetings through the performance of their duties as employees within the Brit Group.

### ***Training & Culture***

Through their employment within the Brit Group, the Directors and the staff engaged in the business receive ongoing training and development opportunities which are both general and tailored to their individual needs. They also contribute to and embody the culture promoted by the Brit Group, which fosters openness, inclusiveness and collaboration. Together, the Directors believe that these qualities and arrangements are pivotal to maintaining strong business relationships and a positive reputation for the Company.

### ***Our stakeholders***

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

### ***Key decisions made by the Directors during the year***

- On 9 January 2024, the Board authorised the Company to subscribe for shares upon incorporation (as a minority shareholder) in BIGCC Services India Private Limited. This entity supports the Brit group in the provision of certain technology and data services.
- On 3 June 2024, the Board appointed Hamlin Watsa Investment Counsel to manage a portfolio of assets on behalf of the Company.
- On 24 June 2024, the Board approved the statutory financial statements of the Company for the year ended 31 December 2023.
- On 4 November 2024, the Board approved an unsecured loan to a subsidiary, NameCo (No. 1341) Limited, bearing interest of 1.5% plus the Secured Overnight Financing Rate. The Board considered the terms of the loan to provide commercial value.

- On 5 November 2024, the Board approved the transfer of its investment in Ki Group Services Limited to its immediate holding company, Fairfax UK Holdings Limited, as an in-specie distribution equal to the book value of the shares (\$599k). In doing so, the Board believed that it had sufficient profits available for the distribution, being its accumulated, realised profits, so far as not previously utilised by distribution or capitalisation, less its accumulated, realised losses, so far as not previously written off in a reduction or reorganisation of capital duly made. The distribution occurred immediately following the Company's receipt of the investment from its subsidiary, Brit Group Services Limited, as an in-specie distribution.
- On 25 November the Board approved a loan from Fairfax UK Holdings Limited to fund further investment in the Company's direct subsidiary, Brit UW Limited. The loan is denominated in GBP, has a principal amount of £126,972k, carries an annual interest rate of 3.7% and is due to be repaid on 9 December 2030. The further investment in Brit UW Limited was achieved through the subscription of 100 Ordinary Shares of £1.00 nominal value for a total consideration of \$160,000k
- On 25 November 2024 the Board approved an interim dividend of \$140,000k,. As above, the Board approved the distribution upon the belief that it had sufficient profits available for that purpose.

In making these decisions, the Directors considered the Company's immediate and longer-term strategic priorities, together with the needs and expectations of its stakeholders and the wider Brit Group. The Directors concluded that the decisions were in the Company's and its key stakeholders' best interests, met its overall objectives and were consistent with their key responsibility of promoting the success of the Company.