

BGS SERVICES (BERMUDA) LIMITED

SECTION 172 (1) STATEMENT

31 DECEMBER 2021

Registered No. 08656912

This Section 172 (1) Statement is reproduced from BGS Services (Bermuda) Limited's 2021 'Strategic Report, Directors' Report and Financial Statements' document which was approved by its Board on 20 September 2022.

Introduction

As Directors, our key responsibility is to promote the success of the Company. This principle is embodied in our terms of reference and 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.

The Board's approach to section 172(1) and decision making

The Board's terms of reference articulate the Board's responsibilities, financial authorities and other relevant activities of the Board. The Chair ensures that these terms of reference are adhered to and, by doing so, ensures that Directors have due regard for all appropriate factors during the decision-making process.

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, as set out in its terms of reference. 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. They have received a number of in-depth briefings on specific relevant issues. For the wider workforce, 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 and in our brand purpose, which was launched in October 2019. The wider group also maintains 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 Insurance Holdings Limited. The Board is also mindful of the interests of its ultimate majority shareholder, Fairfax Financial Holdings Limited, and wider Brit Limited Group. The Company's ultimate majority shareholder is represented on the Brit Limited board and there is regular contact between Company executives and senior management and those of the ultimate majority shareholder. This engagement helps ensure that the Company's strategy is aligned to and supported by our shareholders.

Key decisions made by the Directors during the year

The principal decision made by the Directors during the year was to maintain its current strategy of writing insurance business on behalf of Brit's underwriting entities and its generation of commission income therefrom.

In arriving at this decision, the Directors considered the Company's immediate and longer-term strategic priorities, together with the needs and expectations of its key stakeholders.