

DL Insurance Services Limited

Directors' report

For the year ended 31 December 2024

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

The Company has chosen, in accordance with section 414c(11) of the Companies Act 2006, and as noted in this Directors' report, to include certain additional matters in its Strategic report, that would otherwise be required to be disclosed in this Directors' report. These are as follows:

- a summary of the Company's trading activities;
- details of dividends declared;
- principal risks and uncertainties;
- future prospects; and
- principal activities of the Company.

Directors and Secretary

The present Directors and Company Secretary are listed on page 1.

From 1 January 2024 to date, the following changes have taken place:

Director	Appointed	Resigned
H W Hessing	24 July 2024	
J P Greenwood		5 August 2024
A Johoo		2 October 2024
N Manser		10 October 2024
M P Milliner	17 October 2024	
J C Poole	4 November 2024	
V J wallis		10 March 2025
H M Tomlinson		16 March 2025
J V Storm	17 March 2025	

Going concern

As a standalone business, the Directors believe that the Company has sufficient financial resources to meet its financial needs. The Directors believe the Company is well positioned to manage its business risks successfully in the current economic climate. The Company's business activities, together with the factors likely to affect its future development, performance and position are set out in the Strategic report on pages 2 to 5 of this report

Having made due enquiries, the Directors believe they can reasonably expect that the Company has adequate resources to continue in operational existence on a standalone basis for at least 12 months from 28 March 2025 (the date of approval of the financial statements). Accordingly, the Directors have adopted the going concern basis in preparing the financial statements.

Material uncertainty in relation to going concern

On 23 December 2024, the Boards of DLIG and Aviva plc ("Aviva") reached an agreement pursuant to which Aviva agreed to purchase the entire share capital of DLIG, subject to regulatory approval. Although the Directors cannot be certain about the actions of Aviva should a deal complete, they consider that the ability of the Company to continue as a going concern should not be adversely affected by the transaction should it proceed. In making this assessment, they have considered many factors, including the strategic fit of Aviva for DLIG as well as Aviva's record of executing transactions, including integrating a number of acquisitions, and of delivering profitable growth. While the Directors would expect Aviva to continue to deliver long term value from the Company's ongoing operations they note however, that it is beyond their control as to whether Aviva would undertake any restructuring of the Group's legal entities. Therefore, given the potential change in control, the Directors consider these conditions to constitute a material uncertainty (as defined under IAS 1) which may cast significant doubt over the Company's ability to continue as a going concern. The Directors would not expect this to impact the continued operation of the Company's core insurance activities.

Notwithstanding this uncertainty, the Directors are satisfied that the going concern basis remains appropriate for the preparation of the financial statements.

Research and development activities

The Company's research and development activities are concentrated on projects to develop computer software and associated operational business capability.

Engagement with employees

The Company, which is a member of, and the employing entity for, the Group, values the wellbeing and enthusiasm of its employees and has well-established mechanisms for engaging with the workforce, including through regular meetings of the regional and national Employee Representative Bodies ("ERB").

All employees are invited to participate regularly in the 'DiaLoGue' survey, a tool to measure engagement. The results of each survey are reviewed and discussed by the Group's Executive Committee and the Board of the Company's parent company, DLIG. All Directors of the Company are members of the Group's Executive Committee.

The results of these surveys and the views exchanged through the ERB assist the Directors in setting people-focused action plans and in exercising their duty under section 172 of the Companies Act 2006 and in having regard to the interests of the Company's employees.

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The Group's intranet enables engagement and communication on a single platform and provides the Directors, management and employees with a forum in which to share information and exchange views. Interaction with employees takes place via newsletters, team meetings, drop-in sessions, town halls and all-employee video conferences.

The Group continues to focus on building pride in the Group, encouraging and celebrating staff equality, diversity, inclusion and human rights. The Group's diversity and inclusion practices are in line with the Universal Declaration of Human Rights and the Group supports diversity through its internal diversity forum: the Diversity Network Alliance.

The Group provides a cost-effective way for employees to acquire shares in DLIG. Eligible employees are permitted to participate in the Group's Buy As You Earn ("BAYE") Share Incentive Plan. The Group also complies with the principles of the Living Wage Foundation.

The Group believes that the engagement and morale of employees, and their pride in working for the Group and the Company is linked to its reputation in the community. The Group and the Company seek to align their giving with their employees' interests through our community and social committees, volunteering, and participating in a payroll giving scheme.

Further examples of how the Group has engaged with employees, and how DLIG's Directors have had regard to the interests of employees, can be found throughout the DLIG annual report.

Employees with disabilities

The Group and the Company are committed to promoting diversity and inclusion across every area of the business through initiatives such as the Diversity Network Alliance. At recruitment, we adjust and enhance our application and selection process, and guide and provide additional training for interviewers, where necessary. Our Diversity Network Alliance focuses on a number of strands including employees with disabilities. It identifies areas where we can improve and help people to continue working for us. We reasonably adjust employees' working environments and equipment, and roles and role requirements. We also ensure that everyone can access the same opportunities.

Disclosure of information to the Auditor

Each person who was a Director of the Company on the date of approval of this report confirms that:

- i. so far as the Director is aware, there is no relevant audit information, being information needed by auditors in connection with preparing their report, of which the Company's Auditor is unaware; and
- ii. each Director has taken all the steps that they ought to have taken as a Director in order to make themselves aware of any relevant audit information, and to establish that the Auditor is aware of that information.

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

Auditor

KPMG LLP have expressed their willingness to continue in office as Auditor and it is the intention of the Directors to seek shareholder approval to reappoint KPMG LLP so as to be able to take advantage of deemed of reappointment provisions in future years.

Directors' indemnities

The Directors have the benefit of an indemnity provision contained in the Company's Articles of Association, subject to the conditions set out in the Companies Act 2006.

Statement of corporate governance arrangements

The Directors are committed to maintaining the highest standards of corporate governance. The Company did not apply a separate corporate governance code as its parent, DLIG, applied the UK Corporate Governance Code, which was applied across the Group and accordingly also by the Company. The Group provides each member company with access to its central resources and provides policies in all key areas such as finance, risk human resources and the environment. These central resources and policies are aligned to the Groups governance framework, which is consistent with the 2018 UK Corporate Governance Code.

The core elements of the governance framework are the:

- Matters Reserved to the DLIG Board and the DLIG Board Committees Terms of Reference;
- System of Governance Framework document;
- risk appetite statements;
- Enterprise Risk Management Strategy & Framework;
- Internal Control Framework;
- Group policies, which address specific risk areas, are aligned to the Groups risk appetite, and inform the business how it needs to conduct its activities to remain within risk appetite; and
- minimum standards, which interpret the Group policies into a set of requirements that can be implemented throughout the Group.

During the year, the Company complied with the Groups governance framework. Further information on the system of governance in operation throughout the Group can be found in the DLIG annual report.

Business relationships

Examples of how the Directors have had regard to the need to foster the Company's business relationships with suppliers, customers and others, and the effect of that regard, including on the principal decisions taken by the Company during the financial year can be found in the DLIG corporate governance report on pages 88.

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Statement of Directors responsibilities

The Directors are responsible for preparing the annual 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 the Directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), including FRS 101 and applicable law. 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 at the end of the year and the profit or loss of the Company for the financial year. In preparing these financial statements the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable United Kingdom standards, comprising FRS 101, 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 Company will continue in business.

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, the Company's financial position at any time; and enable them to ensure the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the Company's assets and, hence, taking reasonable steps to prevent and detect fraud and other irregularities.

Approved by the Board of Directors and signed on behalf of the Board by:



J C Poole

Director

28 March 2025