

## Directors' Report

### For the year ended 31 December 2024

The Directors present their annual report and 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 the 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:

- details of dividends declared;
- a summary of Company's trading activities;
- future prospects;
- principal activities of the Company; and
- risk management of financial instruments disclosures.

### Directors and Secretary

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

From 1 January 2024 to date, the following changes of Directors have taken place.

<b>Director</b>	<b>Appointed</b>	<b>Resigned</b>
J T Gearey	6 June 2024	12 November 2024
C Bradley		21 May 2024
M P Milliner	29 October 2024	

### Going concern

The Directors consider 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 strategic report on pages 2 to 4 and this report describe the Company's business activities and financial performance for the year, together with the factors likely to affect its future development, performance and position. Additionally, the strategic report includes the Company's principal risks and uncertainties, including credit, operational and liquidity risks which may affect the Company's financial position. The Directors have assessed the principal risks of the Company over the duration of the planning cycle. These included the ongoing potential for challenging market conditions due to the difficult economic environment. The Company provides services to other subsidiary companies in the Group as well as directly to customers and the Group's strategic plan modelled a number of different scenarios across the members of the Group (including the Company) over the planning period. The key judgements applied were in relation to the impact of inflation in areas such as claims and operating expenses across the Group and the subsequent impact on the Company.

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 16 April 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 activities.

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

### Employees

All staff are employed by a fellow subsidiary undertaking of DLIG, DL Insurance Services Limited ("**DLIS**"). Disclosures relating to employees can be found in the 2024 annual report and financial statements of DLIS.

### 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:

- so far as each 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
- each Director has taken all the steps that they ought to have taken 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.

**Directors' Report****For the year ended 31 December 2024****Auditor**

KPMG LLP have expressed their willingness to continue in office as Auditor. The Directors sought, and received, shareholder approval: to reappoint KPMG LLP as the Company's auditor for the financial year ending 31 December 2024; and to take advantage of deemed of reappointment provisions in future years, in accordance with s487(2) of the Companies Act 2006.

**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 Section 172(1) statement on page 4.

**Events after the balance sheet date**

For a review of events after the balance sheet date, please see page 2 of the strategic report.

**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 'Reduced Disclosure Framework', 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 on 16 April 2025 and signed on its behalf by:

**D W Sheppard**

Director