

**ARGO GROUP LIMITED**  
**CONSOLIDATED FINANCIAL STATEMENTS**  
For the year ended 31 December 2023

**MANAGEMENT AND ADMINISTRATION**

**DIRECTORS**

David Fisher  
Michael Kloter  
Andreas Rialas  
Kyriakos Rialas  
Kenneth Watterson

**REGISTERED OFFICE**

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Douglas  
Isle of Man  
IM1 1LB

**PRINCIPAL BANKERS**

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Edinburgh EH12 9TH

**AUDITORS**

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Corner C Hatzopoulou & 30 Griva Digheni Avenue  
1066 Nicosia  
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**NOMINATED ADVISER AND STOCKBROKER**

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**CHAIRMAN'S STATEMENT**

**Key highlights for the twelve months ended 31 December 2023**

- Revenues US\$3.1 million (2022: US\$2.5 million)
- Operating loss US\$1.4 million (2022: operating loss US\$2.3 million)
- Loss before tax US\$14.4 million (2022: loss before tax of US\$3.4 million)
- Net assets US\$5.1 million (2022: US\$19.6 million)

**The Group and its objective**

Argo's investment objective is to provide investors with absolute returns in the funds that it manages by investing in multi strategy investments in emerging markets.

Argo was quoted on the AIM market in November 2008 and has a performance track record dating back to 2000.

**Business and operational review**

This report sets out the results of Argo Group Limited for the year ended 31 December 2023.

For the year ended 31 December 2023 the Group generated revenues of US\$3.1 million (2022: US\$2.5 million) with management fees accounting for US\$2.1 million (2022: US\$2.2 million). The Group also generated incentive fees of US\$0.1 million (2022: US\$ nil) during the year.

Total operating costs, ignoring bad debt provisions, are US\$3.8 million (2022: US\$4.2 million). The Group has provided against management fees of US\$0.7 million (2022: US\$0.6 million) from the Designated Investment share class in TAF. In the Directors' view these amounts are fully recoverable however they have concluded that it would be appropriate to carry a provision against these receivables as the timing of the receipts should match the exit from the investments in this share class.

Overall, the financial statements show an operating loss for the year of US\$1.4 million (2022: operating loss US\$2.3 million) and a loss before tax of US\$14.4 million (2022: loss before tax of US\$3.4 million) reflecting the realised and unrealised profit on current asset investments of US\$0.3 million (2022: unrealised loss of US\$1.6 million), an expected credit loss on loan receivable of US\$13.3 million (2022: US\$0.5 million) and interest income of \$0.0 million (2022: \$1.0 million). As the loan receivable is exposed to the performance of an investment property in Ukraine, further to an independent valuation of the property and taking into consideration the seniority of the loan, an expected credit loss allowance to the full loan balance was recognised at the reporting date (note 12).

At the year end, the Group had net assets of US\$5.1 million (2022: US\$19.6 million) and net current assets of US\$4.8 million (2022: US\$6.0 million) including cash reserves of US\$1.3 million (2022: US\$1.6 million). The Directors are not declaring a final dividend.

Net assets include investment in TAF at fair value of US\$3.7 million (2023: US\$4.4 million).

**CHAIRMAN’S STATEMENT (continued)**

**Business and operational review (continued)**

At the year end, The Argo Fund owed the Group total management and performance fees of US\$2.8 million (31 December 2022: US\$2.1 million). The Group received \$0.2 million of these fees in January 2023. The remaining fees of \$2.6 million relate to the Designated Investment share class which will be paid when the investments are sold and against which a full provision has been made in these financial statements.

The Argo Funds ended the year with Assets under Management (“AUM”) at US\$102.0 million (2022: US\$109.8 million). The current level of AUM remains below that required to ensure sustainable profits on a recurring management fee basis in the absence of performance fees. This has necessitated an ongoing review of the Group’s cost basis. Nevertheless, the Group has ensured that the operational framework remains intact and that it retains the capacity to manage additional fund inflows as and when they arise.

The number of permanent employees of the Group at 31 December 2023 was 22 (2022:18 ).

**Fund performance**

<b>Fund</b>	<b>Launch Date</b>	<b>2023 Year Total</b>	<b>2022 Year Total</b>	<b>Since inception</b>	<b>Annualised performance</b>	<b>Sharpe Ratio</b>	<b>Down months</b>
		%	%	%	<b>CAGR %</b>		
<b>The Argo Fund:</b>							
A class	Oct-00	7.83	-12.54	240.87	6.19	0.39	95 of 279
X2 class	Feb-21	30.34	-16.83	21.26	9.66	0.29	18 of 35
Designated Investment class	Jan-20	-35.84	-2.82	21.37	NA	NA	NA

In the aftermath of broad market declines in 2022, last year started with low expectations for global growth and heightened fears of the onset of a recession. However, China’s reopening after the pandemic, large fiscal stimulus packages in the US and Europe, and the resilience of US consumers stabilized global growth. For much of 2023, nearly all of the S&P 500’s gains came from the small number of companies that capitalized on technology growth trends including artificial intelligence and cloud computing, as the rest of the stock market was largely in a “holding pattern”.

However, there were considerable headwinds, namely the largest increase of interest rates in decades; a continuing war in Ukraine, renewed conflict in the Middle East and elevated tension elsewhere; high energy prices; a US regional banking crisis, and a recession in parts of the euro zone. While the second half of the year began with a “higher-for-longer” mentality, the focus in the fourth quarter began to shift to the timing of rate cuts, as many central banks approached the end of their tightening cycles, seemingly reassured by the downward trajectory of inflation in developed markets. In emerging markets, some central banks began their easing cycles, including Hungary in May and Brazil in August.

In the fourth quarter, falling inflation and declining rates expectations supported the view of a relatively soft landing, generating a significant rally in global equities. The fall in the US 10-year Treasury yield from 5% - a fifteen year high- to around 4% was a key catalyst for significant gains. Global equities (MSCI All Country World Index) were up 11% in the fourth quarter and nearly 23% in 2023, while developed market equities (MSCI World Index) posted comparable returns, 11% and 24%, respectively. This meant that by the end of 2023, for developed market equities, many regional indices had recovered most of the ground lost in 2022. However, in emerging markets (MSCI EM Index) the story was different despite ending up nearly 8% in the fourth quarter and 10% in 2023, much of 2022’s losses were unrecovered. Asia and EMEA remained subdued, while Latin America performed better.

**CHAIRMAN'S STATEMENT (continued)****Fund performance (continued)**

2024 is shaping up to be one of the busiest electoral calendars in recent years, not just within emerging markets but also developed markets, with votes taking place in countries accounting for over a third of EM GDP. The upcoming votes will have important implications for geopolitics and potentially global supply chains as well as long-term economic reform prospects and fiscal trajectories in certain markets.

While global economic fracturing between US-led and China-led blocs appears to be the new normal, recent elections in Taiwan at the start of the year and in the United States toward the end of 2024 could potentially contribute to widening this rift. A different US president may also lead to a more isolationist approach that strains relations with allies.

For Indonesia and India, upcoming elections may influence the direction of long-term structural reforms. In Indonesia, outgoing President Joko Widodo has sought to make his country, home to the world's fourth-largest population and a key supplier of metals such as nickel, copper, and bauxite for batteries and electric vehicle production, a more integral part of the international supply chain. This year's election points to policy continuity as both candidates have pledged to continue pursuing business-friendly reforms.

India's Prime Minister Narendra Modi is seeking his third term in office and over the past decade has overseen the roll-out of infrastructure upgrades, a national digital identity system, and digital payments. If successful, his Bharatiya Janata Party could become the first party since 1971 to win a third-consecutive majority. This would likely set the stage for continued gradual reforms to sustain the country's strong economic growth trajectory.

In a handful of countries, elections may mean a shift away from fiscal responsibility, which would raise public debt risks. The most high-profile of these is South Africa. While President Cyril Ramaphosa is expected to be re-elected, there is a risk that the African National Congress party will fail to clinch a majority for the first time since the end of apartheid in 1994 and be forced to enter a coalition.

Argentina, under new President Javier Milei, is actively taking steps to contain its economic crisis and control inflation, by devaluing the peso by about half, cutting public spending, and reducing subsidies for energy and transport.

Emerging market debt ended the year on a high note. The JP Morgan EMBI Global Index recorded a gain of 10.45 per cent in 2023 whilst the performance of local currency debt was even stronger. Lower global inflation eased concerns around the policy trajectory of major global central banks during the fourth quarter, contributing to a sharp decline in global yields. Emerging markets local debt yields also fell, benefiting from the decline in core rates, while emerging markets currencies appreciated in aggregate against the dollar.

Entering 2024, we maintain a constructive outlook on emerging markets amid a backdrop of ongoing monetary cycle easing. Fixed income markets have historically tended to generate equity-like returns during the period between the end of central bank rate hikes and the completion of rate cuts. We expect this trend to continue as major global central banks have concluded their rate hike cycles, though renewed inflation remains a risk to watch out for.

The Argo Fund ("TAF") had a better year in 2023. The Net Asset Value of the Class A shares rose by 7.83 per cent, compared with a loss of 12.54 per cent in the previous year. There were positive contributions to this performance from Argentine and other sovereign bonds, particularly in the fourth quarter. Corporate exposure was more mixed with losses on Chinese property bonds outweighing gains elsewhere. The NAV of the X2 Class, which was launched in February 2021 and is a carve-out of the TAF distressed debt strategy experienced a sharp turnaround from the loss in 2022, increasing by 30.34 per cent in the period up to December due in part to an East European corporate opportunity. It is currently funded internally but efforts continue to be made to market this share class to external investors. Units in the Designated Investment Class – holding a position in distressed sovereign debt – fell by 35.84 per cent during 2023 due to an ongoing conflict and economic fallout in the debtor state.

**Dividends**

The Directors are not declaring a final dividend but intend to restart dividend payments as soon as the Group's performance provides a consistent track record of profitability.

**CHAIRMAN'S STATEMENT (continued)**

**Outlook**

As previously stated, a significant increase in AUM is still required to ensure sustainable profits on a recurring management fee basis. The Group is well placed with capacity to absorb such an increase in AUM with negligible impact on operational costs.

Raising AUM remains Argo's top priority over the coming year. The Group's marketing efforts continues to focus on TAF which has 23 years of track record. However, the Group continues to seek opportunities to increase AUM either through existing fund structures or by identifying external partners with whom to cooperate.

Over the longer term, the Board believes there is significant opportunity for growth in assets and profits and remains committed to ensuring the Group's investment management capabilities and resources are appropriate to meet its key objective of achieving a consistent positive investment performance in the emerging markets sector.



Michael Kloter  
Non-Executive Chairman

Date: 30 April 2024

**DIRECTORS' REPORT**

The Directors present their annual report and the audited accounts of the Group for the year ended 31 December 2023.

**Principal activity**

The principal activity of the Company is that of a holding company and the principal activity of the wider Group is that of an investment management business.

**Results, review of the business and future prospects**

The consolidated statement of profit or loss and other comprehensive income is set out on page 17. The Chairman's Statement set out on page 3 includes other information about the Group's business and performance during the year and an indication of future prospects.

**Dividends and share purchase programme**

Argo is working towards the payment of a dividend which will ultimately depend on the success of the initiatives described in the Chairman's Statement. The Directors are not declaring a final dividend but intend to restart dividend payments as soon as the Group's performance provides a consistent track record of profitability.

**Directors and their interests**

The Directors, who served throughout the year and held office at 31 December 2023 and to date, along with their beneficial interests (including those of connected parties) in the ordinary shares of the Company are as follows:

	<b>31 December 2023</b>	<b>31 December 2022</b>
	<b>Ordinary shares</b>	<b>Ordinary shares</b>
	<b>No.</b>	<b>No.</b>
Michael Kloter	1,000,000	1,000,000
Kyriakos Rialas	8,768,363	8,768,363
Andreas Rialas	18,969,950	16,028,145
David Fisher	-	-
Kenneth Watterson	88,141	88,141

Michael Kloter's interest is represented through a corporate vehicle, currently Dodoni AG, the indirect beneficiaries of which are Michael Kloter and his family.

Kyriakos Rialas' interest is held in his own name.

Andreas Rialas' interest is represented by a direct interest in 3,402,638 shares and the holding of 15,567,312 shares by Farkland Ventures Inc. (a company belonging to Rialco Trust) the beneficiaries of which are potentially Andreas Rialas and his family.

Biographical details of the current directors are set out on page 13.

**Going Concern**

The Directors have carried out a rigorous assessment of all the factors affecting the business in deciding to adopt the going concern basis for the preparation of the accounts. They have reviewed and examined the Group's financial and other processes including the annual budgeting process and expect the Group to have sufficient cash flows in the foreseeable future. On the basis of this review, the liquid assets held and the funding facilities available to the Group should they be required, the Directors are confident that the Group has adequate financial resources available to continue in operational existence for the foreseeable future and therefore continue to adopt the going concern basis for preparing the consolidated financial statements.



**DIRECTORS' REPORT (continued)****Substantial shareholdings**

On 1 February 2024 the following interests in 3% or more of the Company's Ordinary share capital had been reported:

	<b>No. of Ordinary shares</b>	<b>Percentage of issued capital</b>
Lynchwood Nominees Limited	31,916,112	81.92%
Aurora Nominess Limited	1,953,080	5.01%

**Corporate governance statement**

The Directors recognise the importance of sound corporate governance and intend to comply with the Corporate Governance Guidelines, to the extent appropriate for a company of its nature and size.

The Corporate Governance Guidelines were devised by the Quoted Companies Alliance ("QCA"), in consultation with a number of significant institutional small company investors, as an alternative corporate governance code applicable to AIM companies. An alternative code was proposed because the QCA considered the Combined Code to be inappropriate to many AIM companies.

The Corporate Governance Guidelines state that, "The purpose of good corporate governance is to ensure that the company is managed in an efficient, effective and entrepreneurial manner for the benefit of all shareholders over the longer term." The Board will meet at least quarterly to review the Group's strategy and oversee the Group's progress towards its goals. The Board has established Audit and Remuneration Committees, further details of which are set out below. Given the compact size of the Board, the Directors do not believe that there is a requirement to form a Nomination Committee.

**Regulatory Information**

Argo Capital Management Limited ("Argo London"), a subsidiary of the Group, is regulated by the UK Financial Conduct Authority ("FCA"). As such the Group is subject to the conduct of business rules, compliance requirements and minimum capital standards of the FCA. Argo London has satisfied the minimum regulatory capital requirements of its regulatory body and the Board is satisfied that the Group is adequately capitalised to continue its operations effectively.

Argo Group Limited is trading on the Alternative Investment Market of the London Stock Exchange and is subject to the disclosure requirements and governance processes that this status demands.

**DIRECTORS' REPORT (continued)****Internal Control and risk management**

Risk is inherent in all business and is therefore present within the Group's activities. The Group seeks to effectively identify, monitor and manage each of its risks with ultimate responsibility of risk management resting with the Board.

The key risks that the Board considers most important to its business are those associated with operations, illiquidity and valuation. Operational flaws can result from a lack of resources or planning, error or fraud, the inability to capitalise on market opportunities or weaknesses in systems and controls. The Board believes that operational risk is mitigated as follows:

- appropriate financial and management controls are in place which ensure day-to-day operations are managed effectively;
- the valuation of key assets by independent third parties with the Pricing Review Committee providing additional oversight of valuations used for hard-to-price assets; and
- the existence of disaster recovery procedures.

Risk management and control is one element of the Group's overall system of internal controls which provides an ongoing process for identifying, evaluating and managing the Group's significant risks. This control framework enables the Board, through the Audit Committee and the use of an independent compliance review service to oversee the regulated activities of the investment advisors and regular board meetings, to monitor the effectiveness of the risk management and internal control systems. Throughout the year the Board has continued to receive regular financial and other management information related to the control of expenditure against budget as well as reports on compliance and risk matters. The Board is satisfied that appropriate planned actions continue to be effective in improving controls as the Group develops and the overall assessment of the control framework continues to be satisfactory.

**Audit Committee**

Membership comprises at least two members, each being an independent non-executive director. The Audit Committee now comprises Ken Watterson (chair), David Fisher and Michael Kloter. The Board is satisfied that the members of the Audit Committee have recent and relevant financial experience.

The Audit Committee is a sub-committee of the Board and makes recommendations to the Board which retains the right of final decision. The Audit Committee has primary responsibility for reviewing the consolidated financial statements, liaising with the external auditors and reviewing the effectiveness of internal controls.

The terms of reference of the Audit Committee include the following:

- Review of interim and full-year accounts including the accounting policies, principles and practices underlying them and the auditors' findings. The Committee reviews this information in advance of its consideration by the Board allowing adequate time before Board approval to complete any actions requested by the Committee;
- review of the effectiveness of the external auditors, approval of the scope and cost of their external audit work and their reappointment;
- review of the valuation policies of the underlying Argo funds which are also audited by the Company's external auditors;
- review of non-audit work carried out by the external auditors (and trends in the non-audit fees) in accordance with the Committee's policy to ensure the safeguarding of audit independence and objectivity;
- monitor and review of the Group's framework of internal controls, the identification and control of major risks and the results of the Group's risk review process;
- consideration of developments in corporate governance and accounting standards in the UK and internationally;
- overseeing and challenging due diligence on risk issues relating to material transactions and strategic proposals that are subject to approval by the Board;
- providing advice to the Remuneration Committee on risk weightings to be applied to performance objectives incorporated in the incentive structure for the executives;

**DIRECTORS' REPORT (continued)**

**Audit Committee (continued)**

- review of reports provided by the external compliance monitoring adviser;
- consideration of the results of the Group's review of intangible asset impairment and going concern;
- consideration of the Group's technology strategy and related risks;
- consideration of the Group's treasury objectives and policies;
- shareholder communications and other announcements; and
- any material litigation involving the Group.

The Audit Committee met formally twice during the year and there was full attendance at the meetings. The Committee met with the external auditors, without the executive directors being present, to review the scope of their audit and findings thereon for the interim and year-end financial statements. The Committee recommended to the Board that a resolution be put to the shareholders for the reappointment of the auditors at the annual general meeting.

The Audit Committee considered the need for an internal audit function and concluded that, for the Group at its current stage of development, such a function is not required. It should be noted, however, that the investment advisor, Argo Cyprus, has an internal audit function, being a requirement of its license under the regulations of the Cyprus Securities and Exchange Commission. Similarly, the investment manager, Argo London, is reviewed by an external compliance consultant as part of its duty to satisfy its responsibilities under the FCA regulations.

**Remuneration Committee**

Membership comprises at least two members, each being an independent non-executive director. The Remuneration Committee now comprises Michael Kloter (chair), Ken Watterson and David Fisher.

In accordance with authority delegated by the Board of Directors the terms of reference of the Remuneration Committee cover the following:

- To determine and agree with the Board of Directors the framework or broad policy for the remuneration of the chief executive and such other members of the executive management as it is designated to consider for purposes of compliance with the FCA remuneration code ("Code");
- To ensure the Group's remuneration policy for all staff is compliant with the Code;
- To review the framework or broad policy for remuneration to ensure it remains appropriate and relevant and in formulating proposals, be sensitive to the need for an appropriate balance between long and short-term elements of pay.

The Remuneration Committee met formally twice during the year and there was full attendance at the meeting. The Chief Executive Officer and Chief Investment Officer attended both meetings at the invitation of the Remuneration Committee but took no part in the determination of their own remuneration.

The Remuneration Committee has considered the final rules on remuneration in financial companies issued by the FCA as applied to the Group, and in particular its emphasis on the need to ensure that remuneration plans do not incentivise excessive risk taking. The Committee believes that the nature of the variable remuneration plans in place have been structured appropriately in light of the Group's business model and risk profile, the proportion of variable remuneration which is deferred, the length of the deferral period and the performance conditions attached to the awards.

**ARGO GROUP LIMITED**

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**DIRECTORS' REPORT (continued)**

**Creditor payment policy**

It is the Group's policy and practice to agree commercial terms of business with suppliers prior to the supply of goods and services. In the absence of any dispute, the Group pays, wherever possible, in accordance with those agreed terms. The number of days' purchases of the Group represented by trade creditors at 31 December 2023 was 12 (2022: 7).


**Statement of disclosure to auditor**

The Directors who held office at the date of approval of this Directors' Report confirm that, so far as they are each aware, there is no relevant audit information of which the Group's auditors are unaware. Each Director has taken all the steps that they ought to have taken as Directors to make themselves aware of any relevant audit information and to establish that the Group's auditors are aware of that information.

**Auditors**

Our auditors, Baker Tilly Klitou & Partners Ltd, being eligible, have expressed their willingness to continue in office. A resolution to reappoint them will be proposed at the forthcoming Annual General Meeting.

Signed on behalf of the Board



Kyriakos Ridas  
Chief Executive Officer

Date: 30 April 2024

**STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE DIRECTORS' REPORT AND THE CONSOLIDATED FINANCIAL STATEMENTS**

The Directors are responsible for preparing the Directors' Report and the consolidated financial statements in accordance with applicable law and regulations. In addition, the Directors have elected to prepare the consolidated financial statements in accordance with International Financial Reporting Standards as adopted by the EU.

The consolidated financial statements are required to give a true and fair view of the state of affairs of the Group and of the profit or loss of the Group for that period.

In preparing these consolidated financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether they have been prepared in accordance with International Financial Reporting Standards as adopted by the EU; and
- prepare the consolidated financial statements on the going concern basis unless it is inappropriate to presume that the Group will continue in business.

The Directors are responsible for keeping proper accounting records that are sufficient to show and explain the Parent Company's transactions and disclose with reasonable accuracy at any time its financial position. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Group and to prevent and detect fraud and other irregularities.

The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website. Legislation governing the preparation and dissemination of financial statements may differ from one jurisdiction to another.

**DIRECTORS**

**Michael Kloter**

**Non-Executive Chairman**

Michael holds a law degree from the University of Geneva, Switzerland, and a lawyer's licence of the Canton of Zurich, Switzerland. After gaining professional experience as a clerk at the District Court of Zurich and experience in a business law practice in Zurich, Switzerland he founded his own law firm in Zurich in 1995. Since then he has practised as a business lawyer and acts as director for a number of companies.

**Kyriakos Rialas**

**Chief Executive Officer**

Kyriakos has over 30 years of professional investment and managerial experience in the financial services sector. He has overall responsibility for risk management, legal, regulatory and general management of the Argo business. Prior to joining Argo, he was General Manager of Emporiki Bank in Cyprus from 1999 to 2003 where he managed a portfolio of syndicated loans worth US\$1 billion. Kyriakos has also worked for the Treasury department of the Bank of Cyprus Group and London Forfaiting Cyprus where he was Finance Director, overseeing subsidiaries in India, Russia, Thailand and Hong Kong. Before that he worked for Capital Intelligence in bank analysis and rating for emerging markets. He has a degree in Engineering from the University of Cambridge and qualified as a Chartered Accountant with KPMG in London. He started his banking career in the fixed income division of SG Warburg & Co in London.

**Andreas Rialas**

**Chief Investment Officer**

Andreas is the Founder and CIO of Argo Capital Management. Prior to founding Argo in 2000, Andreas worked for Deutsche Bank for three years in the emerging markets proprietary trading division, trading in emerging markets loans and trade finance specialist products. Before that, he was at London Forfaiting (Asia) Ltd as Head of Secondary Debt Trading in emerging markets. At Argo, Andreas built up a formidable distressed/activist reputation in emerging markets and spearheaded some of the firm's most successful distressed debt/restructuring investments across global emerging markets. Andreas studied Law at the University of London, graduating in 1991, and subsequently qualified to be an English Barrister specializing in banking law in 1993.

**David Fisher**

**Non-Executive Director**

David Andrew Fisher has over 30 years of experience in business, finance and law. He is currently (a) Board Member at Innova Capital, a PE firm in Central Europe, (b) Chairman of the Investment Committee of Da Vinci CIS PE Fund 2 and (c) Investment Committee Member at Taxim Capital, a Turkish mid-cap PE fund. He has also taken on several projects on behalf of major shareholders to fix funds and companies going through difficult periods. Mr. Fisher served as a Captain in the US Army, is a member of MENSAs, and holds degrees from Davidson College (BA), Vanderbilt Law School (JD), and Harvard Business School (MBA). He is an American citizen who resided in Europe for more than 15 years and worked in many emerging markets. Currently, he spends about half of his time on charitable activities and speaks at numerous investing conferences. He strongly supports sustainable and inclusive international economic development as a way to create a fair, prosperous and peaceful planet.

**Kenneth Watterson**

**Non-Executive Director**

Kenneth has more than 30 years of experience within the financial services industry. His specific areas of expertise include compliance and risk management, operations and change management. Kenneth holds a Master's degree from the University of St. Andrews and a Master's degree from London Guildhall University in Financial Regulation & Compliance Management, specialising in Corporate Governance. He has board experience within a number of UK, Isle of Man and Channel Islands companies. Kenneth has worked with Coutts and Close Bros international private banks and as the Chief Operating Officer and director of a US\$1.6 billion hedge fund group. He is a recently retired Chartered Fellow of both the Institute of Directors and of the Chartered Institute for Securities and Investments.

# Independent Auditor's Report

## To the Members of Argo Group Limited

### Opinion

We have audited the consolidated financial statements of Argo Group Limited (the "Company"), and its subsidiaries ("the Group"), which are presented in pages 17 to 42 and comprise the consolidated statement of financial position as at 31 December 2023, and the consolidated statements of profit or loss and other comprehensive income, changes in equity and cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information.

In our opinion, the accompanying consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2023, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRSs) as adopted by the IASB.

### Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Group in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code) and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Key Audit Matters incorporating the most significant risks of material misstatements, including assess risk of material misstatement due to fraud

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

#### Key audit matter

##### *Expected credit loss on loans receivable*

During 2023, the Group recognised in the consolidated statement of profit or loss and other comprehensive income an expected credit loss on a loans receivable of USD13,320 thousand.

Relevant disclosures regarding this are disclosed in Note 12 of the consolidated financial statements.

#### How the matter was addressed in our audit

Our audit procedures included, among others:

- Obtain an understanding of the history and current status of the loan receivable
- Examine the accuracy of the relevant values in the consolidated financial statements
- We assessed the appropriateness of the expected credit loss methodology and examined the parameters applied by Management regarding the calculation of the expected credit loss on the loans receivable
- Review the completeness and accuracy of the information disclosed in the notes

## **Independent Auditor's Report (continued)**

### **Other information**

The Board of Directors is responsible for the other information. The other information comprises the:

- Chairman's statement
- Director's report
- Statement of Director's Responsibilities in respect of the consolidated financial statements
- Directors

but does not include the consolidated financial statements and our auditor's report there on.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### **Responsibilities of the Board of Directors for the Consolidated Financial Statements**

The Board of Directors is responsible for the preparation of consolidated financial statements that give a true and fair view in accordance with International Financial Reporting Standards as adopted by the IASB, and for such internal control as the Board of Directors determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the Board of Directors is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Consolidated Financial Statements**

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.



**Auditor's Responsibilities for the Audit of the Consolidated Financial Statements (continued)**

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.
- Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves a true and fair view.

We communicate with the Board of Directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

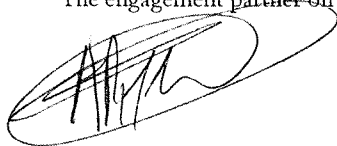
We also provide the Board of Directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the Board of Directors, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

**Other Matters**

This report, including the opinion, has been prepared for and only for the Company's members as a body and for no other purpose. We do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whose knowledge this report may come to.

The engagement partner on the audit resulting in this independent auditor's report is Andreas Pittakas.



Andreas Pittakas  
Certified Public Accountant and Registered Auditor  
for and on behalf of

Baker Tilly Klitou and Partners Ltd  
Certified Public Accountants and Registered Auditors

Corner C Hatzopoulou & 30 Griva Digheni Avenue  
CY-1066 Nicosia  
Cyprus  
Nicosia, 30 April 2024

**ARGO GROUP LIMITED**
**CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME**  
**YEAR ENDED 31 DECEMBER 2023**

		Year ended 31 December 2023 US\$'000	Year ended 31 December 2022 US\$'000
Management fees		2,137	2,193
Performance fees		99	2
Other income		812	351
<b>Revenue</b>	2(c), 3	<b>3,048</b>	<b>2,546</b>
Legal and professional expenses		(236)	(272)
Management and incentive fees payable		(287)	(312)
Operational expenses		(753)	(728)
Employee costs	4	(2,383)	(2,782)
Foreign exchange (loss)/gain		(4)	20
Expected credit loss on trade receivables	11	(686)	(636)
Depreciation	9	(98)	(125)
<b>Operating loss</b>	6	<b>(1,399)</b>	<b>(2,289)</b>
Interest income		6	971
Realised and unrealized losses on financial assets at fair value through profit or loss	10	283	(1,541)
Expected credit loss on loan receivable	12	(13,320)	(538)
<b>Loss on ordinary activities before taxation</b>	3	<b>(14,430)</b>	<b>(3,397)</b>
Taxation	7	-	-
<b>Loss for the year after taxation attributable to members of the Company</b>	8	<b>(14,430)</b>	<b>(3,397)</b>
<b>Other comprehensive income</b>			
<i>Items that may be reclassified subsequently to profit or loss:</i>			
Exchange differences on translation of foreign operations		(9)	(123)
<b>Total comprehensive income for the year</b>		<b>(14,439)</b>	<b>(3,520)</b>
		Year ended 31 December 2023 US\$	Year ended 31 December 2022 US\$
<b>Earnings per share (basic)</b>	8	<b>(0.37)</b>	<b>(0.09)</b>
<b>Earnings per share (diluted)</b>	8	<b>(0.34)</b>	<b>(0.08)</b>

The directors consider that all results derive from continuing activities.

The notes on pages 21 to 42 form part of these consolidated financial statements.

ARGO GROUP LIMITED

CONSOLIDATED STATEMENT OF FINANCIAL POSITION  
AS AT 31 DECEMBER 2023

	Note	At 31 December 2023 US\$'000	At 31 December 2022 US\$'000
<b>Assets</b>			
<b>Non-current assets</b>			
Land, fixtures, fittings and equipment	9	526	607
Loans and advances receivable	12	98	13,416
<b>Total non-current assets</b>		<b>624</b>	<b>14,023</b>
<b>Current assets</b>			
Financial assets at fair value through profit or loss	10	3,711	4,387
Trade and other receivables	11	400	413
Cash and cash equivalents		1,333	1,642
<b>Total current assets</b>		<b>5,444</b>	<b>6,442</b>
<b>Total assets</b>	<b>3</b>	<b>6,068</b>	<b>20,465</b>
<b>Equity and liabilities</b>			
<b>Equity</b>			
Issued share capital	13	390	390
Share premium		25,353	25,353
Revenue reserve		(17,407)	(2,977)
Foreign currency translation reserve	2(d)	(3,218)	(3,209)
<b>Total equity</b>		<b>5,118</b>	<b>19,557</b>
<b>Current liabilities</b>			
Trade and other payables	14	618	497
Taxation payable	7	-	-
<b>Total current liabilities</b>	<b>3</b>	<b>618</b>	<b>497</b>
<b>Non-current Liabilities</b>			
Trade and other payables	14	332	411
<b>Total non-current liabilities</b>		<b>332</b>	<b>411</b>
<b>Total equity and liabilities</b>		<b>6,068</b>	<b>20,465</b>

These consolidated financial statements were approved by the Board of Directors on 30 April 2024 and signed on its behalf by:



Kyriakos Rialas  
Chief Executive Officer

Michael Kloter  
Non-Executive Chairman

The notes on pages 21 to 42 form part of these consolidated financial statements.

ARGO GROUP LIMITED

CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY  
YEAR ENDED 31 DECEMBER 2023

	Issued share capital 2022 US\$'000	Share premium 2022 US\$'000	Revenue reserve 2022 US\$'000	Foreign currency translation reserve 2022 US\$'000	Total 2022 US\$'000
<b>At 1 January 2022</b>	390	25,353	420	(3,086)	23,077
<b>Total comprehensive income</b>					
Loss for the year after taxation	-	-	(3,397)	-	(3,397)
Other comprehensive income	-	-	-	(123)	(123)
<b>At 31 December 2022</b>	390	25,353	(2,977)	(3,209)	19,557

	Issued share capital 2023 US\$'000	Share premium 2023 US\$'000	Revenue reserve 2023 US\$'000	Foreign currency translation reserve 2023 US\$'000	Total 2023 US\$'000
<b>At 1 January 2023</b>	390	25,353	(2,977)	(3,209)	19,557
<b>Total comprehensive income</b>					
Loss for the year after taxation	-	-	(14,430)	-	(14,430)
Other comprehensive income	-	-	-	(9)	(9)
<b>As at 31 December 2023</b>	390	25,353	(17,407)	(3,218)	5,118

The notes on pages 21 to 42 form part of these consolidated financial statements.

CONSOLIDATED STATEMENT OF CASH FLOWS  
YEAR ENDED 31 DECEMBER 2023

		Year ended 31 December 2023 US\$'000	Year ended 31 December 2022 US\$'000
	Note		
<b>Net cash outflow from operating activities</b>	15	(1,220)	(800)
<b>Cash flows from investing activities</b>			
Interest received on cash and cash equivalents		6	1
Disposal of financial assets at fair value through profit or loss	10	959	924
Loan repayment received	12	-	26
Purchase of fixtures, fittings and equipment	9	(4)	(7)
<b>Net cash (used)/generated from investing activities</b>		<b>961</b>	<b>944</b>
<b>Cash flows from financing activities</b>			
Payment of lease liabilities	2(n)	(24)	(124)
<b>Net cash used in financing activities</b>		<b>(24)</b>	<b>(124)</b>
<b>Net (decrease)/increase in cash and cash equivalents</b>		<b>(283)</b>	<b>20</b>
Cash and cash equivalents at 1 January 2023 and 1 January 2022		1,642	1,709
Foreign exchange loss on cash and cash Equivalents		(26)	(87)
<b>Cash and cash equivalents as at 31 December 2023 and 31 December 2022</b>		<b>1,333</b>	<b>1,642</b>

The notes on pages 21 to 42 form part of these consolidated financial statements.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

For the year ended 31 December 2023

**1. CORPORATE INFORMATION**

The Company is domiciled in the Isle of Man under the Companies Act 2006. Its registered office is at 33-37 Athol Street, Douglas, Isle of Man, IM1 1LB and the principal place of business is at 24-25 New Bond Street, London, W1S 2RR. The principal activity of the Company is that of a holding company and the principal activity of the wider Group is that of an investment management business. The functional currencies of the Group undertakings are US dollars, Sterling, Euros and Romanian Lei. The presentational currency is US dollars. The Group has 22 (2022: 18) employees.

**Wholly owned subsidiaries**

Argo Capital Management Limited  
Argo Property Management Srl

**Country of incorporation**

United Kingdom  
Romania

**2. MATERIAL ACCOUNTING POLICY INFORMATION**

The material accounting policies adopted in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all years presented in these consolidated financial statements unless otherwise stated.

Management seeks not to reduce the understandability of these consolidated financial statements by obscuring material information with immaterial information. Hence, only material accounting policy information is disclosed, where relevant, in the related disclosure notes.

**(a) Accounting convention**

These consolidated financial statements have been prepared on a historical cost basis, except for the revaluation of certain financial instruments, and in accordance with International Financial Reporting Standards, as issued by IASB.

**Going concern**

The financial statements have been prepared on a going concern basis which assumes that the Group will be able to meet its liabilities as they fall due for the foreseeable future.

The Directors have carried out a rigorous assessment of all the factors affecting the business in deciding to adopt the going concern basis for the preparation of the accounts. They have reviewed and examined the Group's financial and other processes including the annual budgeting process and expect the Group to have sufficient cash resources available in the foreseeable future. This has included the preparation of forecast financial information focussed on cash flow requirements through to at least March 2025. These forecasts reflect current cost patterns of the Group and take into consideration current liquidity constraints of funds under management and therefore their ability to settle management fees and other receivables (refer to notes 11 and 12).

On the basis of review of this forecast financial information, the liquid assets currently held and forecast inflows during the period, the Directors are confident that the Group has adequate financial resources available to continue in operational existence for the foreseeable future and therefore continue to adopt the going concern basis for preparing the consolidated financial statements.

The Directors have therefore concluded that it is appropriate to prepare the consolidated financial statements on a going concern basis.

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

2. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

(b) **Basis of consolidation**

The consolidated financial statements incorporate the financial statements of the Company and its subsidiaries. Subsidiaries are consolidated from the date upon which control is transferred to the Company and cease to be consolidated from the date upon which control is transferred from the Company.

Where necessary, adjustments are made to the financial statements of subsidiaries to bring the accounting policies used into line with those used by the Company. All intra-group transactions, balances, income and expenses are eliminated on consolidation.

(c) **Business combinations**

The acquisition of subsidiaries is accounted for using the acquisition method. The cost of the acquisition is measured at the aggregate of the fair values, at the date of exchange, of assets given, liabilities incurred or assumed and equity instruments issued by the Group in exchange for control of the acquiree, plus any costs directly attributable to the business combination. The acquiree's identifiable assets, liabilities and contingent liabilities that meet the conditions for recognition under IFRS 3 are recognised at their fair value at the acquisition date.

**Goodwill**

Goodwill arising on the consolidation represents the excess of the cost of the acquisition over the Company's interest in the fair value of the identifiable assets and liabilities of a subsidiary at the date of acquisition. Any excess of the Company's interest in the fair value of the identifiable assets and liabilities over the cost of the acquisition (negative goodwill) is immediately recognised in the Consolidated statement of profit or loss. Goodwill is initially recognised as an asset at cost and is subsequently measured at cost less any accumulated impairment losses. Goodwill which is recognised as an asset is reviewed at least annually for impairment. Any impairment is recognised immediately in the Consolidated statement of profit or loss.

**Impairment of intangible assets**

At each reporting date the Group reviews the carrying amounts of its intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have been adjusted.

If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

(d) **Foreign currency translation**

The consolidated financial statements are expressed in US dollars. Transactions denominated in currencies other than US dollars have been translated at the rate of exchange prevailing at the date of the transaction. Assets and liabilities in other currencies are translated to US dollars at the rates of exchange prevailing at the reporting date. The resulting profits or losses are reflected in the Consolidated statement of profit or loss.

2. MATERIAL ACCOUNTING POLICIY INFORMATION (continued)

(d) Foreign currency translation (continued)

For the purpose of presenting consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated at exchange rates prevailing on the reporting date. Income and expense items are translated at the average exchange rates for the year. Exchange differences arising, if any, are classified as equity and transferred to the Group's foreign currency translation reserve.

(e) Revenue

Revenue is recognised to the extent that it is probable that economic benefit will flow to the Group and the revenue can be reliably measured.

**Management and incentive fees receivable**

The Group recognises revenue for providing management services to funds. Revenue is accrued on a monthly basis on completion of management services. In the Argo funds revenue is based on the assets under management of each mutual fund.

Incentive fees arise monthly, quarterly or on realisation of an investment. Incentive fees are recognised in the month they arise.

(f) Depreciation

Plant and equipment is initially recorded at cost and depreciated on a straight-line basis over the expected useful lives of the assets, after taking into account the assets' residual values, as follows:

Leasehold	20% per annum
Fixtures and fittings	33 1/3% per annum
Office equipment	33 1/3% per annum
Computer equipment and software	33 1/3% per annum

(g) IFRS 9 "Financial instruments"

The standard requires debt financial assets to be classified into two measurement categories: those to be measured subsequently at fair value (either through other comprehensive income (FVOCI) or through profit or loss (either FVTPL or FVPL) and those to be measured at amortized cost. The determination is made at initial recognition. For debt financial assets the classification depends on the entity's business model for managing its financial instruments and the contractual cash flows characteristics of the instruments. For equity financial assets it depends on the entity's intentions and designation.

In particular, assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income. Lastly, assets that do not meet the criteria for amortised cost or fair value through other comprehensive income are measured at fair value through profit or loss.



2. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

(g) IFRS 9 "Financial instruments"(continued)

For investments in equity instruments that are not held for trading, the classification depends on whether the entity has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income. If no such election has been made or the investments in equity instruments are held for trading they are required to be classified at fair value through profit or loss.

IFRS 9 also introduces a single impairment model applicable for debt instruments at amortised cost and fair value through other comprehensive income and removes the need for a triggering event to be necessary for recognition of impairment losses. The new impairment model under IFRS 9 requires the recognition of allowances for doubtful debts based on expected credit losses (ECL), rather than incurred credit losses as under IAS 39. The standard further introduces a simplified approach for calculating impairment on trade receivables as well as for calculating impairment on contract assets and lease receivables; which also fall within the scope of the impairment requirements of IFRS 9.

Financial liabilities are initially recognised at fair value and classified as subsequently measured at amortised cost, except for (i) financial liabilities at FVTPL: this classification is applied to derivatives, financial liabilities held for trading (e.g. short positions in securities), contingent consideration recognised by an acquirer in a business combination and other financial liabilities designated as such at initial recognition and (ii) financial guarantee contracts and loan commitments. A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

(h) Trade date accounting

All 'regular way' purchases and sales of financial assets are recognised on the 'trade date', i.e. the date that the entity commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of the asset within the time frame generally established by regulation or convention in the market place.

(i) Financial instruments

**Financial assets – Classification**

The Group classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through OCI or through profit or loss), and
- those to be measured at amortised cost

The classification and subsequent measurement of debt financial assets depends on: (i) the Group's business model for managing the related assets portfolio and (ii) the cash flow characteristics of the asset. On initial recognition, the Group may irrevocably designate a debt financial asset that otherwise meets the requirements to be measured at amortized cost or at FVOCI at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

All other financial assets are classified as measured at FVTPL.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or OCI. For investments in equity instruments that are not held for trading, this will depend on whether the Group has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income (FVOCI).

**2. MATERIAL ACCOUNTING POLICY INFORMATION (continued)****(i) Financial instruments (continued)**

Currently the Group holds only investments which have been classified as financial assets at fair value through profit or loss. Investments held at fair value in managed mutual funds are valued at fair value of the net assets as provided by the administrators of those funds. Where funds contain level 3 assets the Directors will consider the carrying value based on information regarding future expected cash flows using appropriate valuation techniques such as discounted cash flow analysis. Investment in the management shares of The Argo Fund Limited is stated at fair value, being the recoverable amount.

**Financial assets – Measurement**

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss (FVTPL), transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVTPL are expensed in profit or loss. Fair value at initial recognition is best evidenced by the transaction price. A gain or loss on initial recognition is only recorded if there is a difference between fair value and transaction price which can be evidenced by other observable current market transactions in the same instrument or by a valuation technique whose inputs include only data from observable markets.

**Financial assets – impairment – credit loss allowance for ECL**

The Group assesses on a forward-looking basis the ECL for debt instruments (including loans) measured at Amortized Cost and FVOCI and with the exposure arising from loan commitments and financial guarantee contracts. The Group measures ECL and recognises credit loss allowance at each reporting date. The measurement of ECL reflects: (i) an unbiased and probability weighted amount that is determined by evaluating a range of possible outcomes, (ii) time value of money and (iii) all reasonable and supportable information that is available without undue cost and effort at the end of each reporting period about past events, current conditions and forecasts of future conditions.

**Cash and cash equivalents**

For the purpose of the cash flow statement, cash and cash equivalents comprise cash at bank. Cash and cash equivalents are carried at Amortized Cost because: (i) they are held for collection of contractual cash flows and those cash flows represent SPPI, and (ii) they are not designated at FVTPL.

**Financial Liabilities**

Financial liabilities are initially recognised at fair value and classified as subsequently measured at amortised cost, except for (i) financial liabilities at FVTPL: this classification is applied to derivatives, financial liabilities held for trading (e.g. short positions in securities), contingent consideration recognised by an acquirer in a business combination and other financial liabilities designated as such at initial recognition and (ii) financial guarantee contracts and loan commitments.

**(j) Loans and borrowings**

Loans and borrowings are recognised initially at fair value, net of transaction costs incurred. Loans and borrowings are subsequently carried at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption value is recognised in profit or loss over the period of the borrowings, using the effective interest method, unless they are directly attributable to the acquisition, construction or production of a qualifying asset, in which case they are capitalised as part of the cost of that asset. Loans and borrowings are classified as current liabilities, unless the Group has an unconditional right to defer settlement of the liability for at least twelve months after the statement of financial position date.

**(k) Current taxation**

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amounts are those enacted or substantively enacted by the reporting date.

2. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

(k) Current taxation (continued)

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the Consolidated statement of profit or loss because it excludes items of income or expense that are taxable or deductible in other periods or because it excludes items that are never taxable or deductible.

(l) Deferred taxation

Deferred income tax is provided for using the liability method on temporary timing differences at the reporting date between the tax basis of assets and liabilities and their carrying amounts for financial reporting purposes. Deferred tax liabilities are recognised in full for all temporary differences. Deferred tax assets are recognised for all deductible temporary differences, carried forward unused tax credits and unused tax losses to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and carry-forward of unused tax credits and unused losses can be utilised.

The carrying amount of deferred income tax assets is revalued at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised. Unrecognised deferred income tax assets are reassessed at each reporting date and are recognised to the extent that it is probable that future taxable profits will allow the deferred tax asset to be recovered. Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability settled, based on tax rates that have been enacted or substantively enacted at the reporting date.

(m) Accounting estimates, assumptions and judgements

The preparation of the consolidated financial statements necessitates the use of estimates, assumptions and judgements. These estimates, assumptions and judgements affect the reported amounts of assets, liabilities and contingent liabilities at the reporting date as well as affecting the reported income and expenses for the year. Although the estimates are based on management's knowledge and best judgment of information and financial data, the actual outcome may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that and prior periods, or in the period of the revision and future periods if the revision affects both current and future periods.

In the process of applying the Group's accounting policies, which are described above, management has made best judgements of information and financial data that have the most significant effect on the amounts recognised in the consolidated financial statements:

- Investments fair value
- Management fees
- Trade receivables
- Going concern
- Loans and advances

It has been assumed that, when available, the audited financial statements of the funds under the Group's management will confirm the net asset values used in the calculation of management and performance fees receivable.

(n) Leases

At inception of a contract, the Group assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether:

- the contract involves the use of an identified asset this may be specified explicitly or implicitly and should be physically distinct or represent substantially all of the capacity of a physically distinct asset. If the supplier has a substantive substitution right, then the asset is not identified;

**2. MATERIAL ACCOUNTING POLICY INFORMATION (continued)****(n) Leases (continued)**

- the Group has the right to obtain substantially all of the economic benefits from use of the asset throughout the period of use; and
- the Group has the right to direct the use of the asset. The Group has this right when it has the decision-making rights that are most relevant to changing how and for what purpose the asset is used. In rare cases where the decision about how and for what purpose the asset is used is predetermined, the Group has the right to direct the use of the asset if either:
  - the Group has the right to operate the asset; or
  - the Group designed the asset in a way that predetermines how and for what purpose it will be used.

At inception or on reassessment of a contract that contains a lease component, the Group allocates the consideration in the contract to each lease component on the basis of their relative stand-alone prices. However, for the leases of land and buildings in which it is a lessee, the Group has elected not to separate non-lease components and account for the lease and non-lease components as a single lease component.

**The Group as lessee**

The Group recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The estimated useful lives of right-of-use assets are determined on the same basis as those of property and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate. Generally, the Group uses its incremental borrowing rate as the discount rate.

Lease payments included in the measurement of the lease liability comprise the following:

- fixed payments, including in-substance fixed payments;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable under a residual value guarantee; and
- the exercise price under a purchase option that the Group is reasonably certain to exercise, lease payments in an optional renewal period if the Group is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the Group is reasonably certain not to terminate early.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, or if the Group changes its assessment of whether it will exercise a purchase, extension or termination option.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

2. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

(o) **Financial instruments and fair value hierarchy**

The following represents the fair value hierarchy of financial instruments measured at fair value in the consolidated statement of financial position. The hierarchy groups financial assets and liabilities into three levels based on the significance of inputs used in measuring the fair value of the financial assets and liabilities. The fair value hierarchy has the following levels:

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The level within which the financial asset or liability is classified is determined based on the lowest level of significant input to the fair value measurement.

(p) **Future changes in accounting policies**

IASB (International Accounting Standards Board) and IFRIC (International Financial Reporting Interpretations Committee) have issued the following standards and interpretations with an effective date after the date of these financial statements:

Below are the standards that have been endorsed and not endorsed, effective after 31 December 2023:

Standards and Interpretations	Effective for annual period beginning on or after
IFRS S1 General Requirements for Disclosure of Sustainability-related Financial Information	1 January 2024
IFRS S2 Climate-related Disclosures	1 January 2024
Classification of Liabilities as Current or Non-Current (Amendments to IAS 1)	1 January 2024
Non-current Liabilities with Covenants (Amendments to IAS 1)	1 January 2024
Lease Liability in a Sale and Leaseback (Amendments to IFRS 16)	1 January 2024
Supplier Finance Arrangements (Amendments to IAS 7 and IFRS 7)	1 January 2024
Lack of Exchangeability (Amendments to IAS 21)	1 January 2025

The Directors do not expect the adoption of these standards and interpretations to have a material impact on the Group's financial statements in the period of initial application.

(q) **Dividends payable**

Interim and final dividends are recognised when declared.

**ARGO GROUP LIMITED**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**

For the year ended 31 December 2023

**3. SEGMENTAL ANALYSIS**

The Group operates as a single asset management business. The operating results of the companies set out in note 1 above are regularly reviewed by the Directors for the purposes of making decisions about resources to be allocated to each company and to assess performance. The following summary analyses revenues, profit or loss, assets and liabilities:

	Argo Group Ltd 2023 US\$'000	Argo Capital Management Limited 2023 US\$'000	Argo Property Management Srl 2023 US\$'000	Year ended 31 December 2023 US\$'000
Total revenues for reportable segments	-	2,236	812	3,048
Intersegment revenues	-	-	-	-
Total loss for reportable segments	(12,956)	(1,237)	69	(14,430)
Intersegment profit/(loss)	-	-	-	-
Total assets for reportable segments	4,454	1,324	290	6,068
Total liabilities for reportable segments	28	542	380	950

Revenues, profit or loss, assets and liabilities may be reconciled as follows:

	Year ended 31 December 2023 US\$'000
<b>Revenues</b>	
Total revenues for reportable segments	3,048
Elimination of intersegment revenues	-
<b>Group revenues</b>	<b>3,048</b>
<b>Profit or loss</b>	
Total loss for reportable segments	(14,430)
Other unallocated amounts	-
<b>Loss on ordinary activities</b>	<b>(14,430)</b>
<b>Assets</b>	
Total assets for reportable segments	6,071
Elimination of intersegment receivables	(3)
<b>Group assets</b>	<b>6,068</b>
<b>Liabilities</b>	
Total liabilities for reportable segments	953
Elimination of intersegment payables	(3)
<b>Group liabilities</b>	<b>950</b>

**ARGO GROUP LIMITED**
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**

For the year ended 31 December 2023

 3. **SEGMENTAL ANALYSIS (continued)**

	Argo Group Ltd	Argo Capital Management Limited	Argo Property Management Srl	Year ended 31 December
	2022	2022	2022	2022
	US\$'000	US\$'000	US\$'000	US\$'000
Total revenues for reportable segments	-	2,201	345	2,546
Intersegment revenues	-	-	-	-
Total loss for reportable segments	(1,357)	(1,717)	(323)	(3,397)
Intersegment profit/(loss)	-	-	-	-
Total assets for reportable segments	18,390	1,553	522	20,465
Total liabilities for reportable segments	24	528	356	908

Revenues, profit or loss, assets and liabilities may be reconciled as follows:

	Year ended 31 December 2022 US\$'000
<b>Revenues</b>	
Total revenues for reportable segments	2,546
Elimination of intersegment revenues	-
<b>Group revenues</b>	<b>2,546</b>
<b>Profit or loss</b>	
Total loss for reportable segments	(3,397)
Other unallocated amounts	(-)
<b>Loss on ordinary activities</b>	<b>(3,397)</b>
<b>Assets</b>	
Total assets for reportable segments	24,008
Elimination of intersegment receivables	(3,543)
<b>Group assets</b>	<b>20,465</b>
<b>Liabilities</b>	
Total liabilities for reportable segments	4,448
Elimination of intersegment payables	(3,543)
<b>Group liabilities</b>	<b>908</b>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

## 4. EMPLOYEE COSTS

	Year ended 31 December 2023 US\$'000	Year ended 31 December 2022 US\$'000
Wages and salaries - under employment contract	1,914	1,682
Wages and salaries – under service contract	155	250
Social security costs	198	187
Other	116	101
	2,383	2,220

## 5. KEY MANAGEMENT PERSONNEL REMUNERATION

Included in employee costs are payments to the following:

	Year ended 31 December 2023 US\$'000	Year ended 31 December 2022 US\$'000
Directors and key management personnel	883	1,326

The remuneration of the Directors of the Company for the year was as follows:

	Salaries US\$'000	Fees US\$'000	Benefits US\$'000	Cash bonus US\$'000	Year ended 31 December 2023 US\$'000	Year ended 31 December 2022 US\$'000
<b>Executive Directors</b>						
Kyriakos Rialas	206	-	-	-	206	241
Andreas Rialas	197	-	15	-	212	559
<b>Non-Executive Directors</b>						
Michael Kloter	-	56	-	-	56	53
David Fisher	-	31	-	-	31	31
Ken Watterson	-	31	-	-	31	31

## 6. OPERATING LOSS

Operating profit is stated after charging:

	Year ended 31 December 2023 US\$'000	Year ended 31 December 2022 US\$'000
Auditors' remuneration	61	51
Depreciation - owned assets	4	5
Depreciation – right of use assets	93	119
Directors' fees and key management personnel	883	1,326
Rent expense	48	58



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

7. TAXATION

Taxation rates applicable to the parent company, and to the UK and Romanian subsidiaries, range from 0% to 19% (2022: 0% to 19%).

**Consolidated statement of profit or loss**

	Year ended 31 December 2023 US\$'000	Year ended 31 December 2022 US\$'000
Taxation charge for the year on Group companies	-	-
<b>Tax on profit on ordinary activities</b>	-	-

The tax charge for the year can be reconciled to the profit on ordinary activities before taxation shown in the consolidated statement of profit or loss as follows:

	Year ended 31 December 2023 US\$'000	Year ended 31 December 2022 US\$'000
Loss before tax	(14,430)	(3,397)
Applicable Isle of Man tax rate for Argo Group Limited of 0%	-	-
Timing differences	2	(2)
Non-deductible expenses	(4)	2
Other adjustments	(238)	(79)
Tax effect of different tax rates of subsidiaries operating in other jurisdictions	240	79
Tax charge	-	-

**Consolidated statement of financial position**

	At 31 December 2023 US\$'000	At 31 December 2022 US\$'000
Corporation tax payable/receivable	-	-

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

## 8. EARNINGS PER SHARE

The Company presents basic and diluted earnings per share (EPS) data for its ordinary shares. Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the period. Diluted EPS is determined by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding, adjusted for the effects of all dilutive potential ordinary shares (see note 20).

	Year ended 31 December 2023 US\$'000	Year ended 31 December 2022 US\$'000
Loss for the year after taxation attributable to members	(14,430)	(3,397)
	No. of Shares	No. of Shares
Weighted average number of ordinary shares for basic earnings	38,959,986	38,959,986
Effect of dilution (note 20)	3,895,998	3,895,998
Weighted average number of ordinary shares for diluted earnings per share	42,855,984	42,855,984

	Year ended 31 December 2023 US\$	Year ended 31 December 2022 US\$
Earnings per share (basic)	(0.37)	(0.09)
Earnings per share (diluted)	(0.34)	(0.08)

For the year ended 31 December 2023

## 9. LAND, FIXTURES, FITTINGS AND EQUIPMENT

	Right of use asset US\$'000	Fixtures, fittings & US\$'000	Land US\$'000	Total US\$'000
<b>Cost</b>				
At 1 January 2022	732	201	182	1,115
Additions	455	7	-	462
Disposals	(732)	(3)	-	(735)
Foreign exchange movement	-	(17)	(10)	(27)
At 31 December 2022	455	188	172	815
Additions	-	6	-	6
Disposals	-	(20)	-	(20)
Foreign exchange movement	24	(5)	(6)	13
At 31 December 2023	479	169	166	14
<b>Accumulated Depreciation</b>				
At 1 January 2022	634	191	-	825
Depreciation charge for period	120	5	-	125
Disposals	(732)	(3)	-	(735)
Foreign exchange movement	8	(16)	-	(8)
At 31 December 2022	30	177	-	207
Depreciation charge for period	93	4	-	97
Disposals	-	(20)	-	(20)
Foreign exchange movement	5	(1)	-	4
At 31 December 2023	128	160	-	2887
<b>Net book value</b>				
At 31 December 2023	351	9	166	526
At 31 December 2022	425	11	172	608

**ARGO GROUP LIMITED****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**

For the year ended 31 December 2023

**10. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS**

		31 December 2023	31 December 2023
<b>Holding</b>	<b>Investment in management shares</b>	<b>Total cost US\$'000</b>	<b>Fair value US\$'000</b>
10	The Argo Fund Ltd	-	-
		-	-
<b>Holding</b>	<b>Investment in ordinary shares</b>	<b>Total cost US\$'000</b>	<b>Fair value US\$'000</b>
10,920	The Argo Fund Ltd*	3,000	3,711
		<b>3,000</b>	<b>3,711</b>
		31 December 2022	31 December 2022
<b>Holding</b>	<b>Investment in management shares</b>	<b>Total cost US\$'000</b>	<b>Fair value US\$'000</b>
10	The Argo Fund Ltd	-	-
		-	-
<b>Holding</b>	<b>Investment in ordinary shares</b>	<b>Total cost US\$'000</b>	<b>Fair value US\$'000</b>
13,920	The Argo Fund Ltd*	3,824	4,387
		<b>3,824</b>	<b>4,387</b>

\*Classified as current in the consolidated statement of financial position

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

11. TRADE AND OTHER RECEIVABLES

	At 31 December 2023 US\$ '000	At 31 December 2022 US\$ '000
Trade receivables – Gross	2,947	2,255
Less: expected credit loss on trade receivables	(2,676)	(1,980)
Trade receivables – Net	271	275
Other receivables	44	41
Prepayments and accrued income	84	97
	399	413

The Directors consider that the carrying amount of trade and other receivables approximates their fair value. All trade receivable balances are either recoverable within one year from the reporting date or are fully provided for. Since the year end the Group received US\$0.3 million in full settlement of these trade receivables.

The movement in the Group's expected credit loss on trade receivables is as follows:

	At 31 December 2023 US\$ '000	At 31 December 2022 US\$ '000
As at 1 January	1,980	1,499
Bad debt written off	-	(125)
Expected credit loss recognized during the year	686	636
Foreign exchange movement	10	(30)
As at 31 December	2,676	1,980

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

12. LOANS AND ADVANCES RECEIVABLE

	At 31 December 2023 US\$'000	At 31 December 2022 US\$'000
Deposits on leased premises – current	-	-
Deposits on leased premises - non-current	98	96
Other loans and advances receivable – current	-	-
Other loans and advances receivable – non-current	-	13,320
	98	13,416

The deposits on leased premises relate to the Group's offices in London and Romania.

Other loans and advances receivable:

Loan 1: the Group in February 2020 granted a loan to Argo Real Estate Limited Partnership "ARE LP", an entity that is 100% owned by Andreas Rialas of US\$11 million (€10.2 million). At 31 December 2022, further to accumulation of interest and an expected credit loss adjustment of US\$0.5 million, the balance of the loan was US\$13.3 million. In March 2023, ARE LP assigned its loan receivable from Novi Biznes Poglyady LLC to Argo Group Limited in exchange for the cancellation of its loan payable to Argo Group Limited. As this loan is exposed to the performance of an investment property in Ukraine, further to an independent valuation of the property and taking into consideration the seniority of the loan, an expected credit loss allowance to the full loan balance was recognised at the reporting date.

Loan 2: The Group also has a balance receivable for US\$12,4million (€11.2 million) from ARE LP that was assigned from Argo Real Estate Opportunities Fund Limited during 2021. The carrying value of this balance is \$nil.

The movement in the Group's expected credit loss on loan receivables is as follows:

	At 31 December 2023 US\$ '000	At 31 December 2022 US\$ '000
As at 1 January	12,570	12,753
Expected credit loss recognized during the year	13,320	539
Foreign exchange movement	334	(722)
As at 31 December	26,224	12,570

13. SHARE CAPITAL

The Company's authorised share capital is unlimited ordinary shares with a nominal value of US\$0.01.

	31 December 2023 No.	31 December 2023 US\$'000	31 December 2022 No.	31 December 2022 US\$'000
Issued and fully paid				
Ordinary shares of US\$0.01 each	38,959,986	390	38,959,986	390
	38,959,986	390	38,959,986	390

The Directors do not recommend the payment of a final dividend for the year ended 31 December 2023 (31 December 2022: US\$nil).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

14. TRADE AND OTHER PAYABLES

	At 31 December 2023 US\$ '000	At 31 December 2022 US\$ '000
Trade creditors	16	26
Other creditors and accruals	602	471
Total current trade and other payables	618	497

Trade creditors are normally settled on 30-day terms.

	At 31 December 2023 US\$ '000	At 31 December 2022 US\$ '000
Other creditors and accruals	332	411
Total non-current trade and other payables	332	411
Total trade and other payables	950	908

15. RECONCILIATION OF NET CASH OUTFLOW FROM OPERATING ACTIVITIES TO LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION

	Year ended 31 December 2023 US\$ '000	Year ended 31 December 2022 US\$ '000
Loss on ordinary activities before taxation	(14,430)	(3,397)
Interest income	(6)	(971)
Depreciation	98	125
Expected credit loss on trade receivables	686	636
Increase in payables	64	343
(Increase)/decrease in receivables	(673)	405
Realized and unrealized losses on financial assets at fair value through profit or loss	(283)	1,541
Expected credit loss on loan receivable	13,320	538
Net foreign exchange loss/(loss)	4	(20)
Income taxes paid	-	-
Net cash outflow from operating activities	(1,220)	(800)

**16. RELATED PARTY TRANSACTIONS**

All Group revenues derive from funds or entities in which two of the Company's directors, Andreas Rialas and Kyriakos Rialas, have an influence through directorships and the provision of investment services.

At the reporting date the Company holds an investment in The Argo Fund Limited. This investment is reflected in the consolidated financial statements at a fair value of US\$3.7 million (31 December 2022: US\$4.4 million).

On 21 March 2023, ARE LP, an entity that is 100% owned by Andreas Rialas, assigned its loan receivable from Novi Biznes Poglyady LLC to Argo Group Limited in exchange for the cancellation of its loan payable to Argo Group Limited. The loan carries an interest rate of 9.25%. As this loan is exposed to the performance of an investment property in Ukraine, it was provided for in full at the reporting date and an unrealised loss on investment of US\$13.3 million was reported in the current year.

The Group also has a balance receivable for \$12.4 million (€11.2 million) from ARE LP (note 11) that was assigned from Argo Real Estate Opportunities Fund Limited during 2021. The carrying value of this balance is \$nil.

**17. FINANCIAL INSTRUMENTS RISK MANAGEMENT**

**(a) Use of financial instruments**

The wider Group has maintained sufficient cash reserves not to use alternative financial instruments to finance the Group's operations. The Group has various financial assets and liabilities such as trade and other receivables, loans and advances, cash, short-term deposits, and trade and other payables which arise directly from its operations.

The Group's non-subsiary investments in funds were entered into with the purpose of providing seed capital, supporting liquidity and demonstrating the commitment of the Group towards its fund investors.

**(b) Market risk**

Market risk is the risk that a decline in the value of assets adversely impacts on the profitability of the Group, either as a result of an asset not meeting its expected value or through the decline of assets under management generating lower fees. The principal exposures of the Group are in respect of its seed investments in its own funds (refer to note 10). Lower management fee and incentive fee revenues could result from a reduction in asset values.

**(c) Capital risk management**

The primary objective of the Group's capital management is to ensure that the Company has sufficient cash and cash equivalents on hand to finance its ongoing operations. This is achieved by ensuring that trade receivables are collected on a timely basis and that excess liquidity is invested in an optimum manner by placing fixed short-term deposits or using interest bearing bank accounts.

At the year-end cash balances were held at Royal Bank of Scotland and Banca Transilvana.

**(d) Credit/counterparty risk**

The Group will be exposed to counterparty risk on parties with whom it trades and will bear the risk of settlement default. Credit risk is concentrated in the funds under management and in which the Group holds significant investments as detailed in notes 10, 11 and 12. As explained within these notes the Group is experiencing collection delays with regard to management fees receivable and monies advanced. Some of the investments in funds under management (note 10) are illiquid and may be subject to events materially impacting recoverable value.

The Group's principal financial assets are bank and cash balances, trade and other receivables and investments held at fair value through profit or loss. These represent the Company's maximum exposure to credit risk in relation to financial assets and are represented by the carrying amount of each financial asset in the statement of financial position. At the reporting date, the financial net assets past due but not impaired amounted to US\$nil (2021: US\$nil).



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

19. FINANCIAL INSTRUMENTS RISK MANAGEMENT (continued)

e) **Liquidity risk**

Liquidity risk is the risk that the Group may be unable to meet its payment obligations. This would be the risk of insufficient cash resources and liquid assets, including bank facilities, being available to meet liabilities as they fall due.

The main liquidity risks of the Group are associated with the need to satisfy payments to creditors. Trade payables are normally on 30-day terms (note 14).

As disclosed in note 2(a), Accounting Convention: Going Concern, the Group has performed an assessment of available liquidity to meet liabilities as they fall due during the forecast period. The Group has concluded that it has sufficient resources available to manage its liquidity risk during the forecast period.

f) **Foreign exchange risk**

Foreign exchange risk is the risk that the Group will sustain losses through adverse movements in currency exchange rates.

The Group is subject to short-term foreign exchange movements between the calculation date of fees in currencies other than US dollars and the date of settlement. The Group holds cash balances in US Dollars, Sterling, Romanian Lei and Euros with carrying amounts as follows: US dollar – US\$1.12 million, Sterling – US\$0.05 million, Romanian Lei – US\$0.05 million and Euros - US\$0.11 million.

If there was a 5% increase or decrease in the exchange rate between the US dollar and the other operating currencies used by the Group at 31 December 2023 the exposure would be a profit or loss to the Consolidated statement of comprehensive income of approximately US\$0.011 million (2022: US\$0.025 million).

g) **Interest rate risk**

The interest rate profile of the Group at 31 December 2023 is as follows:

	Total as per balance sheet US\$ '000	Variable interest rate instruments* US\$ '000	Fixed interest rate instruments US\$ '000	Instruments on which no interest is receivable US\$ '000
<b>Financial Assets</b>				
Financial assets at fair value through profit or loss	3,711	-	-	3,711
Loans and receivables	498	98	-	400
Cash and cash equivalents	1,333	737	-	596
	5,542	835	-	4,707
<b>Financial liabilities</b>				
Trade and other payables	950	-	493	457

\* Changes in the interest rate may cause movements.

Any movement in interest rates would have an immaterial effect on the profit/(loss) for the year.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

## 19. FINANCIAL INSTRUMENTS RISK MANAGEMENT (continued)

The interest rate profile of the Group at 31 December 2022 is as follows:

	Total as per balance sheet US\$ '000	Variable interest rate instruments* US\$ '000	Fixed interest rate instruments US\$ '000	Instruments on which no interest is receivable US\$ '000
<b>Financial Assets</b>				
Financial assets at fair value through profit or loss	4,387	-	-	4,387
Loans and receivables	13,829	96	13,320	413
Cash and cash equivalents	1,642	-	-	1,642
	19,858	96	13,320	6,442
<b>Financial liabilities</b>				
Trade and other payables	908	-	470	438

\* Changes in the interest rate may cause movements.

Any movement in interest rates would have an immaterial effect on the profit/(loss) for the year.

**(h) Fair value**

The carrying values of the financial assets and liabilities approximate the fair value of the financial assets and liabilities and can be summarised as follows:

	At 31 December 2023 US\$ '000	At 31 December 2022 US\$ '000
<b>Financial Assets</b>		
Financial assets at fair value through profit or loss	3,711	4,387
Loans and receivables	498	13,829
Cash and cash equivalents	1,333	1,642
	5,542	19,858
<b>Financial Liabilities</b>		
Trade and other payables	950	908

Financial assets and liabilities, other than investments, are either repayable on demand or have short repayment dates. The fair value of investments is stated at the redemption prices quoted by fund administrators and are based on the fair value of the underlying net assets of the funds because, although the funds are quoted, there is no active market for any of the investments held.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

## 19. FINANCIAL INSTRUMENTS RISK MANAGEMENT (continued)

**Fair value hierarchy**

The table below analyses financial instruments measured at fair value at the end of the reporting period by the level of the fair value hierarchy (note 20).

	At 31 December 2023			Total US\$ '000
	Level 1 US\$ '000	Level 2 US\$ '000	Level 3 US\$ '000	
Financial assets at fair value through profit or loss	-	3,711	-	3,711
	At 31 December 2022			Total US\$ '000
	Level 1 US\$ '000	Level 2 US\$ '000	Level 3 US\$ '000	
Financial assets at fair value through profit or loss	-	4,387	-	4,387

## 20. SHARE-BASED INCENTIVE PLANS

To incentivise personnel and to align their interests with those of the shareholders of Argo Group Limited, Argo Group Limited has granted share options to directors and employees under The Argo Group Limited Employee Stock Option Plan. The options are exercisable within 10 years of the grant date.

The fair value of the options granted during the period was measured at the grant date using a Black-Scholes model that takes into account the effect of certain financial assumptions, including the option exercise price, current share price and volatility, dividend yield and the risk-free interest rate. The fair value of the options granted is spread over the vesting period of the scheme and the value is adjusted to reflect the actual number of shares that are expected to vest.

The principal assumptions for valuing the options are:

Exercise price (pence)	21.0/24.0
Weighted average share price at grant date	19.0
Average option life at date of grant (years)	10.0
Expected volatility (% p.a.)	15.0
Dividend yield (% p.a.)	10.0
Risk-free interest rate (% p.a.)	2

The fair value of options granted is recognised as an employee expense with a corresponding increase in equity. The total charge to employee costs in respect of this incentive plan is £nil (2022: £nil).

The number and weighted average exercise price of the share options during the period is as follows:

	Weighted average exercise price	No. of share options
Outstanding at beginning of period	21.2p	3,895,998
Granted during the period	-	-
Forfeited during the period	-	-
<u>Outstanding at end of period</u>	<u>21.2p</u>	<u>3,895,998</u>
<u>Exercisable at end of period</u>	<u>21.2p</u>	<u>3,895,998</u>

Outstanding share options are contingent upon the option holder remaining an employee of the Group. The weighted average fair value of the options issued during the period was £nil (2022: £nil).

## 21. EVENTS AFTER THE REPORTING PERIOD

There were no material events after the reporting period, which have a bearing on the understanding of the consolidated financial statements.