



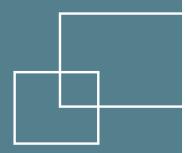
**ANNUAL REPORT** 2020

SURETYCOMPANY S.R.L.

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# Management Report



When we were preparing the Management Report in early 2020 we as Management had no idea of what was ahead. COVID became the immediate topic and Pandemic was the word that spread throughout all our markets. As we reflect on 2020 we as management can say it was a very challenging yet very profitable year. Throughout 2020 we made the switch to an all-virtual world. Through this period the Company saw strong bottom line results. These results are throughout the different lines of Surety Business that the Company underwrites.

Loss ratios continue to hold strong. The results from strenuous underwriting and oversight of the various Surety Bonds that have been issued have performed well in 2020. Expectations for 2021 are that the trend will continue

There was an anticipation that expense margins for 2020 would show a slight increase from 2019. The expense margins actually declined and are below budget forecasts. The decrease is directly attributed to reduced travel due to COVID. There is an expectation that the expenses will increase in 2021 as we plan for more travel in the third and fourth quarter.

Our 2020 plan was to increase our overall bond business by 20%. When COVID hit and lockdowns became the norm we thought that overall production would drop significantly from 2019. What became apparent was that much of the construction industry was considered as essential by many governments. Construction projects slowed down and were delayed but eventually continued. We saw a slight decrease on our top line revenue but expect that it will recover in 2021.

Our broker network continues to expand. Business is now coming from all areas of the globe. Growth in Europe and Africa has been excellent even during COVID.

There is a continued mix of business with no particular class of the Surety business making up more than 10% of the portfolio. The business has good geographical spread and no single block of business represents more than 15% of the entire portfolio.



## Certification

#### NORTHERNLIGHT SURETY COMPANY S.R.L.

 At the request of the shareholder of NORTHERNLIGHT SURETY COMPANY S.R.L., I certify that the attached financial statements as of December 31, 2020 of the financial position and comprehensive income comply in all significant aspects with the principles of measurement, recognition and application of the criteria in the balances of the accounts in accordance with International Financial Reporting Standards (Full IFRS).

#### Additionally, based on the accounting records I certify:

- NORTHERNLIGHT SURETY COMPANY S.R.L., as of December 31, 2020, maintains in the cash and cash equivalents
  account the value of US \$ 108.627.288, representing 93 % of the company's total assets. The balance described above
  includes:
  - a) Short Term Treasuries Series 100 whose value on December 31st, 2020 was USD 55.000.000;
  - b) CD Zero Coupon USD Series 1100 whose value on December 31st, 2020 was USD 50.000.000; and,
  - c) T USD Money Market Fund whose value on December 31st, 2020 was USD 3.629.378.

This information comes from the accounting books and has been confirmed by a confirming letter of balances sent to us by Therom Financial dated July 4th, 2021. These accounts don't have any restriction on the use.

- 3. As of December 31, 2020, NORTHERNLIGHT SURETY COMPANY S.R.L, maintains a balance of Cash held by third parties of US\$ 3.300.656. This information comes from the accounting books and has been confirmed by a confirmation letter of balances sent to me by NorthernLight Administrators, LLC dated May 29th, 2021. These accounts don't have any restriction on the use.
- 4. As of December 31, 2020, NORTHERNLIGHT SURETY COMPANY S.R.L., has an Accounts Receivable balance of US\$ 4.891.388. This information comes from the accounting books of the company.
- 5. NORTHERNLIGHT SURETY COMPANY, S.R.L. as of December 31, 2020 presents liabilities of US\$ 6.775.311, which are broken down as follows: Loss Reserve account of US\$ 4.079.549; Management Fees Payable of US\$ 1.320.280; and, Commission Payable of US\$ 1.375.481. This information comes from the accounting records of the company and from the annual reserve calculation (when applicable).
- NORTHERNLIGHT SURETY COMPANY S.R.L. was established in Costa Rica with registration number 3-102-692520
  on February 12, 2015 and its Capital, as of December 31, 2020, is US\$ 107.000.000 composed of the amounts
  mentioned in the literals from a) to c) of numeral 1 of this document.



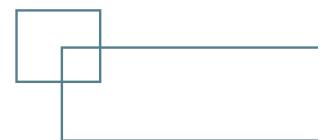
- 7. NORTHERNLIGHT INSURANCE COMPANY S.R.L. as of December 31, 2020 recorded Ordinary Income of US\$ 3.439.584; Investment Income of US\$ 1.114.268; and, Expenses of US\$ 3.313.596 that include the change in Loss Reserve of US\$ 632.946, resulting in the net income of US\$ 1.240.255. This information comes from the accounting records of the company and from the annual reserve calculation (when applicable).
- 8. This information is truthful and can be used by the interested party exclusively for commercial purposes.

Quito, July 5, 2021. Cordially,



Firmado electrónicamente por:
LUIS GEOVANNY
SANTANDER
TORRES

Luis Geovanny Santander External Auditor RNAE # 1013





## Northernlight Surety Company S.R.L. Financial Statement December 31, 2020 - 2019



PERIOD ENDING	DEC 31, 2020	DEC 31, 2019
ASSETS		
Cash and Cash Equivalants	108.627.288	109.882.577
Cash Held By Third Parties	3.300.656	-
A/C Receivable	4.891.388	5.443.200
TOTAL CURRENT ASSETS	116.819.331	115.325.777
TOTAL ASSETS	116.819.331	115.325.777
<b>LIABILITIES</b> LIABILITIESCurrent Liabilities		
Commissions Payable	1.375.481	1.496.880
Management Fees Payable	1.320.280	-
MGU Fees Payable	-	1.578.528
Reserve For Future Loss	4.079.549	3.446.603
TOTAL CURRENT LIABILITIES	6.775.311	6.522.011
EQUITY		
Paid in Capital	107.000.000	107.000.000
Retained Earnings	1.803.766	1.161.302
Current Year Earnings	1.240.255	642.464
TOTAL EQUITY	110.044.021	108.803.766
TOTAL LIABIILTY AND EQUITY	116.819.331	115.325.777



Northernlight Surety Company S.R.L.
Income Report
For the Year Ending on December 31, 2020 - 2019



PERIOD ENDING	DEC 31, 2020	DEC 31, 2019
Ordinary Income	<u> </u>	
Premium Income	3.439.584	6.322.327
TOTAL ORDINARY INCOME	3.439.584	6.322.327
Expenses		
Bank and Investment Fees	540.761	537.398
Broker Commissions Paid	1.348.066	1.720.645
MGU Fees	759.758	2.198.976
Reinsurance Paid	-	(171.782)
Claims Paid	32.065	390.000
TOTAL EXPENSES	2.680.650	4.675.237
Financial Income		
Investment Income	1.114.268	1.111.488
TOTAL FINANCIAL INCOME	1.114.268	1.111.488
OPERATING PROFIT	1.873.202	2.758.578
Change In Loss Reserve	632.946	2.116.114
NET PROFIT	1.240.255	642.464

## **General Information**

Northernlight Surety Company S.R.L. (the "Company") is incorporated in Costa Rica under the Business Companies Act, 2004. The liability of the shareholders is limited by shares. The Company maintains its registered office in Costa Rica and its financial records and statements are maintained and presented in U.S. Dollars, rounded to the nearest dollar.

The principal activities of the Company are to issue all forms of surety bonds, financial guarantees underwritten

by Northernlights Administration LLC. ("NLA"), a U.S. corporation. Premiums and losses are accounted for by NLA, then ceded to the Company.

The Company contracts for with various service providers and professional organizations for its supervisory, general and administrative and insurance management services. As a result, the Company has no employees of its own. The financial statements reflect the costs of these various service providers and professional organizations.



The significant accounting policies adopted in the preparation of the Company's financial statements are set out below.

## a) Statement of compliance

The financial statements of the Company have been prepared in accordance with accounting principles generally accepted globally, which are accepted under the International Financial Reporting Standards.

## b) Estimates

The preparation of financial statements in conformity with the accounting principles generally accepted under International Financial Reporting Standards require management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

#### Valuation of the reserve for policy losses and loss related expenses

For the Company's bonds and guarantees, estimates have to be made both for the expected outstanding cost of claims reported at the reporting date and for the expected outstanding cost of potential claims based on the exposed values at the reporting date. It can take a significant period of time before potential claims cost can be established with certainty and for some types of bonds, claims reserves for potential claims form the majority of the liabilities considered for the determination of reserves. The cost of potential claims is estimated based on historical management experience in the industry and advice from the ceding company.

The carrying value at the reporting date of the reserve for losses and loss related expenses is \$4,079,549.17 for 2020.

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

## d) Product classification

Surety contracts are those contracts in which the Company has accepted significant guarantees of the compliance of contractual obligations by another party (the "bondholders") by agreeing to compensate third parties, the beneficiaries, if a specified uncertain future event (the "default") adversely affects the beneficiaries. As a general guideline, the Company determines whether it has significant default risk, by considering the bondholders capacity, infrastructure and past performance in the execution of contracts similar to the ones guaranteed. Surety Bonds can also guarantee the risk of non-payment of financial obligations. Once a Surety Bond has been classified, it remains a Surety Bond for the remainder of its lifetime, even if the guaranteed values reduce significantly during this period, unless all rights and obligations are extinguished or expire. Surety Bonds require a highly specialized service infrastructure and the involvement of various diverse specialized third-party professional services, which result in substantially higher administration expenses than what we usually see in our insurance and reinsurance business.

## e) Assets

Assets are recognized when due and are measured at amortized cost, using the effective interest rate method. The carrying value of assets is reviewed for impairment whenever events or circumstances indicate that the carrying amount may not be recoverable, with the impairment loss recorded in the statement of comprehensive income.

## f) Liabilities

Surety Bonds written provide for coverage on a claim's made basis. Surety liabilities are recognized when Bonds are entered into and premiums are charged. These liabilities comprise the reserve for Bond losses and loss related expenses.

#### Reserve for Bond losses and loss related expenses

The reserve for Bond losses and loss related expenses is based on the estimated ultimate cost of all claims incurred but not settled at the reporting date, whether reported or not, together with related claims handling costs and reduction for the expected value of salvage and other recoveries. Delays can be experienced in the notification and settlement of certain types of claims, the ultimate cost of which cannot be known with certainty at the reporting date. The liability is calculated at the reporting date based on historical management experience in this industry. Management believes that the reserve for bond losses and loss related expenses is adequate to cover all reported incidents, claims and related expenses. However, because of the length of time required for the ultimate liability for losses and loss expenses to be determined, the net amounts that will ultimately be paid to settle any liability may vary significantly from the estimated amount provided for in the statement of financial position.

#### Unearned fee income

Unearned fee income includes fees received for guarantees that have not yet expired. Generally, unearned fee income is released over the guarantee period and is recognized as fee income. There was no unearned fee income recognized as at 31 December 2020. At each reporting date, a liability adequacy test is performed to ensure the adequacy of the Bond liabilities. Changes in expected claims that have occurred, but which have not been settled, are reflected by adjusting the reserve for bond losses and loss related expenses.

## g) Reinsurance assets and liabilities

The Company occasionally assumes reinsurance risk in the normal course of business. Premiums and claims on assumed reinsurance are recognized as income and expenses in the same manner as they would be if the reinsurance were considered direct business, taking into account the product classification of the reinsured business. Reinsurance liabilities represent balances due to reinsurance companies. Amounts payable are estimated in a manner consistent with the associated reinsurance contract. Premiums and claims are presented on a gross basis for assumed reinsurance. Reinsurance assets or liabilities are derecognized when the contractual rights are extinguished or expire or when the contract is transferred to another party. Reinsurance assets amounted to zero which recognizes recoverables as of December 31, 2020.

## h) Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of ordinary shares are recognized as a deduction from equity.

## i) Offsetting

Financial assets and liabilities are offset and the net amount is reported in the statement of financial position when the Company has a legally enforceable right to set off the recognized amounts and the transactions are intended to be settled on a net basis.

## j) Financial instruments

#### (i) Classification

Financial assets held at fair value through profit or loss comprise assets held for trading and those financial assets designated as being held at fair value through profit or loss. These include investments in listed equities and certificates of deposit. Financial assets that are classified as loans and receivables include due from related parties, insurance assets, reinsurance assets and funds held on account. Financial liabilities that are not at fair value through profit or loss include insurance liabilities, due to related parties and other payables and accrued expenses.

#### (ii) Recognition

The Company recognizes financial assets and financial liabilities on the date it becomes a party to the contractual provisions of the instrument.

#### (iii) Measurement

Financial assets and liabilities are measured initially at fair value (transaction price) plus transaction costs that are directly attributable to the acquisition or issue of the financial asset or financial liability. Transaction costs on financial assets and financial liabilities that are not at fair value through profit or loss are amortized. Subsequent to initial recognition, all instruments classified at fair value through profit or loss are measured at fair value with changes in their fair value recognized in the statement of comprehensive income, except that any instrument that does not have a quoted market price in an active market and whose fair value cannot be reliably measured is stated at cost, including transaction costs, less impairment losses (refer to accounting policy (m)). If a reliable measure subsequently becomes available, the instrument is measured at fair value. Financial assets classified as loans and receivables are carried at amortized cost using the effective interest rate method, less impairment losses (refer to accounting policy (m)), if any. Financial liabilities are measured at amortized cost using the effective interest rate method.

#### (iv) Derecognition

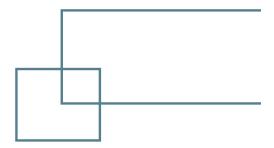
The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition. The Company uses the specific identification method to determine realized gains and losses on derecognition. A financial liability is derecognized when the obligation specified in the contract is discharged, cancelled, expired or surrendered.

#### (v) Fair value measurement principles

The fair value of financial instruments is based on their quoted market price at the reporting date without any deduction for estimated future selling costs. If a quoted market price is not available on a recognized stock exchange or from a broker/dealer for non-exchange-traded financial instruments, the fair value of the instrument is estimated using valuation techniques.

#### (vi) Specific instruments

Cash and cash equivalents. Cash comprises current deposits with banks and brokers, net of overdrafts. Cash equivalents are short-term highly liquid investments that are readily convertible to known amounts of cash. They are subject to an insignificant risk of changes in value and are held for the purpose of meeting short-term cash commitments rather than for investment or other purposes.



## k) Revenue recognition

Fees written

Fee revenues from the sale of Surety Bonds are recognized in full when received from bondholders.

Fees assumed

Fees assumed are recognized as revenue over the period of bond coverage.

Interest income

Interest income is recognized in the statement of comprehensive income as it accrues, taking into account the effective yield of the asset or an applicable floating rate.

Dividend income

Dividend income relating to exchange traded securities held long is recognized in the statement of comprehensive income on the ex-dividend date, net of withholding taxes.

## I) Expenses

Expense allowance on reinsurance

Expenses payable to the ceding company in lieu of actual commissions and expenses incurred by the ceding company are recognized in the statement of comprehensive income on the accrual basis.

Other fees and expenses

All expenses are recognized in the statement of comprehensive income on the accrual basis.

## m) Impairment

The carrying amounts of the Company's assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, the asset's recoverable amount is estimated. The recoverable amount is estimated as the greater of an asset's net selling price or its value in use. An impairment loss is recognized in the statement of comprehensive income whenever the carrying amount of an asset exceeds its recoverable amount. If in a subsequent period, the amount of an impairment loss decreases and the decrease can be linked objectively to an event occurring after the write-down, the write-down or allowance is reversed through the statement of comprehensive income. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized.

# **Taxation**

By virtue of the Business Companies Act 2004, the Company is exempt from all forms of taxation in Costa Rica including income, capital gains and withholding taxes

## **Investments**

The Company maintains cash or cash equivalent assets on its balance sheet. It reviews these holding to determine if there is an exposure to credit risk. In that review it looks at the liquidity of the markets and the ability to the company

to access funds when necessary. In all the cases the assets are highly rated and are in markets that are liquid and available without restriction.

# **Due From Related Parties**

	2000	
	2020	
Due from related parties	\$0.00	

The amounts due from related parties are unsecured, interest free and have no fixed terms of repayment. All of the entities noted above are related to the Company by way of common shareholders and/or directors. Refer to note 7 for further details of related party transactions.

# **Reinsurance Assets**

	2020
Premiums assumed receivable	\$0.00
Deposits with Reinsurers and	
Ceding Companies	\$0.00

As of December 31st, 2020 all deposits and receivables are fully paid and or fully collected.

# **Related Party Transactions**

The Company has a management agreement with Northernlight Administration LLC (NLA). In addition, the company assumes business where NLA acts as managing general underwriter.

## **Due To Related Parties**

None.

# **Share Capital**

#### Authorized issued and fully paid:

Minimum paid in capital has been maintained for 2020. Additional paid-in-capital is in excess of USD 100,000,000.

The holders of the shares are entitled to receive dividends as declared from time to time and to one vote per share at annual and general meetings of the Company. Northernlight Surety Holding LLC, a U.S. limited liability company, holds 100% of the ordinary shares.

The Company received a capital contribution from its only shareholder, Northernlight Surety Holding LLC, at its inception in 2015. Initial assets contributed were comprised of real estate and cash assets. In 2016 the real estate assets were removed and replaced by cash assets.

#### Minimum Capital Requirement

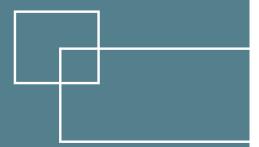
The Company subjects itself to as-if minimum capital requirement calculations for insurance companies as established by Solvency II as a reference.

# **Exposure Reduction**

The Company utilizes share agreements to reduce its exposure to potential large losses in all aspects of its surety business assumed. The Company's share agreements with other qualified entities, however, do not discharge the primary liability of the Company for the risks assumed. Failure of the assuming entities to honor their obligation could result in losses to the Company. The Company continually evaluates the financial condition of the entities it shares exposure with.

# Risk Management

The Company issues and assumes contracts that transfer credit risk or financial risk or both. In addition, activities of the Company expose it to financial risks such as non-recovery of counter guarantees, insolvency of bondholders, general market risk, credit risk and liquidity risk. Financial assets of the Company include cash and cash equivalents, investments, due from related parties, assets and funds held on account. Financial liabilities comprise liabilities due to related parties and other payables and accrued expenses. The nature and extent of financial instruments outstanding at the reporting date are discussed below.



## **Surety Risk**

The principal risk the Company faces under Surety Bonds is the possibility that the actual claims and benefit payments cannot be recovered from bondholder under counter guarantees signed before the bond is issued. This is influenced by the specific nature of the contractual obligations guaranteed, the development of the financial conditions of the bondholder, insolvency, market conditions, legal impediments, catastrophic circumstances, etc.. There-

fore, the objective of the Company is to ensure that sufficient provisions are available to cover these eventualities. The Company issues surety bonds to provide surety and financial guarantees. Risks under these bonds usually cover extended reporting periods. The above risk exposure is mitigated by careful selection and implementation of underwriting strategies and guidelines.

#### a) Market risk

#### Price risk

Price risk is the risk that the value of an instrument will fluctuate as a result of changes in market prices, whether caused by factors specific to an individual investment, its issuer or all factors affecting all instruments traded in the market. Certain financial instruments of the Company are carried at fair value with fair value changes recognized in the statement of comprehensive income. All changes in market conditions will directly affect net investment income. The Directors of the Company monitor the Companies exposure to price risks.

#### Interest rate risk

The financial instruments exposed to interest rate risk comprise cash and cash equivalents and funds held on account. The Company is exposed to interest rate cash flow risk on cash and cash equivalents to the extent that prevailing money market rates may fluctuate on those floating rate instruments.

## b) Credit risk

Credit risk is the risk that a counterparty to a financial instrument will fail to discharge an obligation or commitment that it has entered into with the Company. All of the Company's financial assets potentially expose it to credit risk. The extent of the Company's exposure to credit risk in respect of these financial assets approximates their carrying values as recorded in the Company's statement of financial position.

## c) Liquidity risk

The Company's listed assets are considered to be readily realizable as they are quoted on major North American stock exchanges.



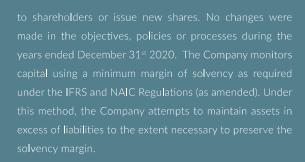
# Fair Value Information

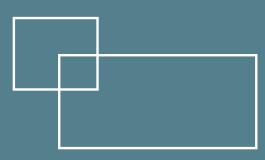
The fair value of financial assets and liabilities traded in active markets (such as publicly traded derivatives and trading securities) are based on quoted market prices at the close of trading as at the reporting date. The quoted market price used for financial assets held by the Company is the current bid price; the appropriate quoted market price for financial liabilities is the current asking price. When the Company holds derivatives with offsetting market risks, it uses mid-market prices as a basis for establishing fair values for the offsetting risk positions and applies this bid or asking price to the net open position, as appropriate. A financial instrument is regarded as quoted in an active

market if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service, or regulatory agency, and those prices represent actual and regularly occurring market transactions on ar arm's length basis. For certain other financial instruments including cash and cash equivalents, due from and to related parties, insurance assets, reinsurance assets and liabilities, funds held on account, other payable and accrued expenses, the carrying amounts approximate faily value due to the immediate or short-term nature of these financial instruments.

# Capital Risk Management

The primary objective of the Company's capital management is to ensure that it maintains a strong working capital position and healthy capital ratios in order to support its business and maximize shareholder value. The Company manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Company may, subject to statutory limitations (refer to note 10), return capital

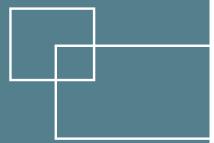




# Statutory Requirements

Under the Solvency II regime of the European Union an insurance company is required to hold capital and surplus, combined with reserves liabilities, sufficient to pay future claims at a 99.5% confidence level. Assuming a normal distribution of future claims, such a confidence level can be achieved with assets covering 3 standard deviations from the expected value According to EIOPA (European Insurance and Occupational Pensions Authority) Report on the fifth Quantitative Impact Study (QIS5) for Solvency II, page 95, a reasonable estimate of the standard deviation for reserves is 15% of the expected value. Thus, capital and surplus equated 45% of the expected value would cover 3 standard deviations.

Northernlight's reserves as of December 31, 2020 are \$4,079,549.17. Required capital and surplus under Solvency II would therefore be \$1,835,797.13. Northernlight's actual capital and surplus exceeds \$100 Million. Thus, Northernlight's surplus exceeds the requirements of Solvency II. This calculation is not mandatory, but carried out as reference to assure that the company exceeds all comparable solvency requirements.



# L.E.I. Registration

Under Legal Entity Identifier (LEI) the company applied for a unique global identifier. It received the following LEI identifier number. 894500NNM38K1O3DYQ66







# **CONTACT US**

