

## **W. R. BERKLEY SYNDICATE MANAGEMENT LIMITED**

Date of Board: 18 November 2020

From: Michael Bennett  
Re: UK Tax Strategy  
Date: 2020

### **W. R. BERKLEY UK GROUP**

W. R. Berkley Corporation (“WRBC”), founded in 1967, is one of the US’s premier commercial lines property and casualty insurance providers. Each of the operating units within the WRBC Group participates in a niche market requiring specialized knowledge about a territory or product. Its competitive advantage lies in the long-term strategy of decentralized operations, allowing each unit to identify and respond quickly and effectively to changing market conditions and local customer needs. This decentralized structure provides financial accountability and incentives to local management and enables the group to attract and retain the highest calibre professionals.

Risk management is a core tenet of WRBC. In accordance with its long-term strategy, the WRBC Group is focused on generating superior risk-adjusted returns over the insurance cycle based on a real understanding of the amount of risk being assumed and the proactive management of risk exposures. As a business, WRBC instils a culture of trust, reliability and accountability with regards to risk taking activity, with risk management and auditable controls implemented to manage exposures.

#### **Core principles**

The following six core principles underpin the culture within the WRBC Group companies and are central to the vision for how each WRBC Group company is managed and operates.

Risk-Adjusted Returns:	Management company-wide is focused on obtaining the best potential returns with a real understanding of the amount of risk being assumed. Superior risk-adjusted returns are generated over the insurance cycle.
Accountability:	The business is operated with an ownership perspective and a clear sense of fiduciary responsibility to shareholders.
People-Oriented Strategy:	New businesses are started when opportunities are identified and, most importantly, when the right talent is found to lead a business.

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Responsible Financial Practices:	Risk exposures are managed proactively. A strong balance sheet, including a high-quality investment portfolio, ensures ample resources to grow the business profitably whenever there are opportunities to do so.
Transparency:	Consistent and objective standards are used to measure performance – and, the same standards are used regardless of the environment.
Enterprise Risk Management:	Risk management has been a core tenet of WRBC since its founding and is deeply embedded in its culture of managing all aspects of its business. A robust and proactive programme is maintained.

### **Approach to tax risk management and governance**

In accordance with the Group's requirement for effective risk management, the following articulates and sets out the key principles to guide and the expected outcomes from performing risk management activity:

- To protect and sustain shareholder value and to satisfy shareholder expectations.
- To enhance the resilience of the business through robust systems and controls, including reducing unintended exposures, thereby contributing to a 'no surprises' culture.
- To align risk management with the Business Strategy, Operating Model and Corporate Governance.
- To ensure management of risk in the business is proportional and practical to the nature, scale and complexity of the Group and its operations.
- To ensure there is clear ownership of risks and controls within the Group and its operations.
- To ensure there is effective, timely and insightful risk reporting to the Board/Committees.
- To integrate risk management into business as usual and to support and enable business decision making.

The majority of the companies in the UK Group are subject to regulation by one or more of the PRA, FCA and Lloyd's. They therefore operate under a formal risk management framework, as required for regulatory purposes, which includes all types of risk to the business, including tax. The risk owner in relation to tax is the Chief Financial Officer of the relevant business unit, or the Group CFO, for cross-company change initiatives, or where there is no local CFO. The CFOs must work with the tax team, both in the UK and at WRBC, to identify and document the significant tax risks for the business.

The group seeks external tax advice to support transactions which fall outside the day to day tax compliance activities of the group, in particular where the transactions involve more than one jurisdiction, in order to ensure compliance with all applicable laws, to make use of available reliefs and to identify areas of additional potential tax cost. For items of significance, tax clearances, both statutory and non-statutory, are requested where available from the relevant tax authorities, in order to provide certainty over the tax treatment.

All tax sensitive items must be discussed with the relevant CFO and with WRBC tax prior to filing the relevant return. Consideration must be made as to the overall Group position, and not just that of a particular individual company.

### **Attitude towards tax planning**

In accordance with WRBC's Code of Ethics and Business Conduct, the Group is committed to complying with all applicable laws, regulations and corporate policies in all of the countries and jurisdictions in which it operates, and a strong focus is placed on tax compliance. Business transactions are reviewed and structured considering the most tax-efficient approach; however, tax follows the commercial requirements of the business rather than vice versa.

The Group's overall strategy is to achieve a long-term risk-adjusted return on equity of 15% over the insurance cycle. Underwriting profitability is the core focus of WRBC while recognising that insurance is a long-term business and therefore the focus is not just on short term profitability but also on the volatility and unpredictability of the business. As a result, although tax is one of many components of ROE it is not a driver via planning to achieve the 15%.

### **Acceptance of risk**

Insurance risk is actively sought by the Group and consequently insurance risk represents the most material element of the group's risk and is the principal focus of the management of risk.

Tax is an operational risk of the business. Like all other non-insurance risks, the group does not seek tax risk; rather, tax risk is proactively managed and controlled to mitigate its potential impact. In line with the Group culture, vision and philosophy, the Group as a whole is willing to accept a slightly lower level of profitability in return for reducing its non-insurance risk. The Group considers that there are no material tax positions that would require disclosure under US GAAP.

### **Dealing with HMRC**

WRBC's Code of Ethics and Business Conduct requires all employees to work with others, including all business partners and clients, with trust, respect and integrity. In accordance with the Code, relations with HMRC must be conducted with respect and professional courtesy and must always reinforce and contribute positively to the Company's reputation. All tax returns should be filed, together with any corresponding payments, by their due dates and full cooperation should be provided to HMRC on a timely basis.

Management of the UK Group's relationship with HMRC, including in relation to tax enquiries and business risk reviews, is the responsibility of the UK tax team, with support as necessary required to be provided by the relevant non-tax personnel within the relevant business unit as well by WRBC tax in relation to group matters.

The WRBC UK Group considers that the publication of the above tax strategy complies with its duty for the financial year ending 31 December 2020 under Part 2 of Schedule 19 of the Finance Act 2016.